

ONE CLICK GROUP LIMITED
ACN 616 062 072

ENTITLEMENT ISSUE PROSPECTUS

For a pro-rata non-renounceable entitlement issue of one (1) Share for every six (6) Shares held by those Shareholders registered at the Record Date at an issue price of \$0.015 per Share, together with one (1) free attaching New Option for every two (2) Shares applied for and issued, exercisable at \$0.03 on or before that date which is three (3) years from the date of issue, to raise approximately up to \$1,716,782 (based on the number of Shares on issue as at the date of this Prospectus) (**Offer**).

This Offer is partially underwritten by Canaccord Genuity (Australia) Limited (ACN 075 071 466) (AFSL 234666) (**Canaccord** or the **Underwriter**) to the extent of \$1,000,000 (**Underwritten Amount**). Refer to Section 6.4.2 for details regarding the terms of the underwriting. Canaccord is also acting as Lead Manager to the Offer pursuant to the mandate letter summarised at Section 6.4.1

IMPORTANT NOTICE

This document is important and should be read in its entirety. If, after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your professional advisers without delay.

The Securities offered by this Prospectus should be considered as highly speculative.

IMPORTANT NOTICE

This Prospectus is dated 13 October 2023 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Securities offered by this Prospectus should be considered as highly speculative.

Applications for Securities offered pursuant to this Prospectus can only be made by an original Entitlement and Acceptance Form or Shortfall Application Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus and is only required to contain information in relation to the effect of the issue of securities on a 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, financial position, profits and losses or prospects of the issuing company.

Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

No Investment Advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your financial or investment objectives, financial situation or particular

needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for Securities under this Prospectus to determine whether it meets your objectives, financial situation and needs.

Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' 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 the Company's management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by 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.

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.

These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 5.

Overseas shareholders

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

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Securities will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

For further information on overseas Shareholders please refer to Section 2.9.

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 Securities.

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.

Please refer to Section 6.2 for further details.

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 Option issued 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 <https://oneclickgroup.com.au/>. By making an application under the Offer, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at <https://oneclickgroup.com.au/>. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian or New Zealand resident and must only access this Prospectus from within Australia or New Zealand.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on + 61 8 9389 3160 during office hours or by emailing the Company at hello@oneclicklife.com.au.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

Company Website

No documents or other information available on the Company's website is incorporated into this Prospectus by reference.

Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Securities issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

Photographs and Diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

Definitions and Time

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 8.

All references to time in this Prospectus are references to Australian Western Standard Time.

Privacy statement

If you complete an Application Form, 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 and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to

persons inspecting the register, including bidders for your securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the share registry.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offers or how to accept the Offer please call the Company Secretary on + 61 8 9389 3160.

CORPORATE DIRECTORY

Directors

Mark Waller
Managing Director

Nathan Kerr
Executive Director

Russell Baskerville
Non-Executive Chairman

Winton Willesee
Non-Executive Director

Joint Company Secretaries

Emily Spano
Erlyn Dawson

ASX Code

1CG

Registered Office

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145 Stirling Highway
NEDLANDS WA 6009

Telephone: + 61 8 9389 3160
Email: hello@oneclicklife.com.au

Website: <https://oneclickgroup.com.au/>

Legal Advisers

Steinepreis Paganin
Level 4, The Read Buildings
16 Milligan Street
PERTH WA 6000

Underwriter and Lead Manager

Canaccord Genuity (Australia) Limited
Level 42
101 Collins Street
MELBOURNE VIC 3000

Telephone: + 61 3 8688 9100

Auditor*

RSM Australia Partners
Level 32, Exchange Tower
2 The Esplanade
PERTH, WA 6000

Share Registry*

Computershare Investor Services Pty Limited
Level 17, 221 St Georges Terrace
PERTH WA 6000

*These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus.

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1. KEY OFFER INFORMATION

1.1 Timetable

Lodgement of Prospectus with the ASIC	13 October 2023
Lodgement of Prospectus and Appendix 3B with ASX	13 October 2023
Ex date	18 October 2023
Record Date for determining Entitlements	5.00pm (WST) 19 October 2023
Offer opening date, Prospectus made available to Shareholders and Company announces this has been completed	24 October 2023
Last day to extend the Closing Date	7 November 2023
Closing Date as at 5:00pm*	10 November 2023
Securities quoted on a deferred settlement basis	13 November 2023
ASX and Underwriter notified of under subscriptions	14 November 2023
Underwriter subscribes for Shortfall under terms of Underwriting Agreement	16 November 2023
Issue date and lodgement of Appendix 2A with ASX applying for quotation of the Securities	17 November 2023
Quotation of Securities issued under the Offer**	20 November 2023

*The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. Accordingly, the date the Securities are expected to commence trading on ASX may vary.

1.2 Key statistics of the Offer

Shares

	Underwritten Amount (\$1,000,000) ¹	Full Subscription (\$1,716,782) ²
Offer Price per Share	\$0.015	\$0.015
Entitlement Ratio ³ (based on existing Shares)	1:6	1:6
Shares currently on issue	686,712,863	686,712,863
Shares to be issued under the Offer ^{4,5}	66,666,667	114,452,144
Gross proceeds of the issue of Shares	\$1,000,000	\$1,716,782
Shares on issue Post-Offer	753,379,530	801,165,007

Notes:

1. Being the Underwritten Amount pursuant to the terms of the Underwriting Agreement detailed at Section 6.4.2.
2. Assuming the Full Subscription of \$1,716,782 is achieved under the Offer.
3. Ratio of one (1) Share for every six (6) Shares held by eligible shareholders as at the Record Date.
4. Refer to Section 4.1 for the terms of the Shares to be issued under the Offer.
5. Based on fractional Entitlements being rounded up to the nearest whole number.

Options

	Underwritten Amount (\$1,000,000)¹	Full Subscription (\$1,716,782)²
Offer Price per New Option	\$Nil	\$Nil
Option Entitlement Ratio ³ (based on Shares subscribed for)	1:2	1:2
Options currently on issue ⁴	56,087,502	56,087,502
New Options to be issued under the Offer ^{5,6}	33,333,333	57,226,072
Gross proceeds from the issue of New Options	\$Nil	\$Nil
Options on issue Post-Offer	89,420,835	113,313,574

Notes:

- Being the Underwritten Amount pursuant to the terms of the Underwriting Agreement detailed at Section 6.4.2.
- Assuming the Full Subscription of \$1,716,782 is achieved under the Offer.
- Ratio of one (1) free attaching New Option for every two (2) Shares applied for and issued under the Offer.
- Comprising the following unquoted Options:
 - 1,637,500 Options exercisable at \$0.10 per Option on or before 24 December 2023;
 - 300,000 Options exercisable at \$0.20 per Option on or before 24 December 2023;
 - 325,000 Options exercisable at \$0.30 per Option on or before 24 December 2023;
 - 325,000 Options exercisable at \$0.40 per Option on or before 24 December 2023;
 - 10,700,000 Options exercisable at \$0.025 on or before 15 September 2025;
 - 16,000,002 Options exercisable at \$0.025 on or before 21 June 2026;
 - 1,800,000 Options, exercisable at \$0.025 on or before 15 September 2025; and
 - 25,000,000 Options, exercisable at \$0.03 on or before 23 September 2025.
- Based on fractional Entitlements being rounded up to the nearest whole number.
- Each exercisable at \$0.03 on or before that date which is three years from the date of issue. Refer to Section 4.2 for the terms of the New Options.

Performance Rights

	Full Subscription \$1,716,782	Underwritten Amount \$1,000,000
Performance Rights currently on issue	67,999,998	67,999,998
Performance Rights to be issued under the Offer	Nil	Nil
Performance Rights on issue Post-Offer	67,999,998	67,999,998

1.3 Key Risk Factors

Prospective investors should be aware that subscribing for Securities involves a number of risks and an investment in the Company should be considered as highly speculative. The future performance of the Company and the value of the Securities may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are set out in Section 5.

The predominant risks relating to the Company and the Offer are summarised below. Please refer to Section 5 for further information.

Category of Risk	Risk
Loss of Customer Relationships	<p>The success of the Company's business will depend on its continued relationships with its existing customers. There can be no guarantee that these relationships will continue or, if they do continue, that these relationships will continue to be successful. There is a risk that the Company may lose its customers for a variety of reasons including a failure to successfully meet key commercial requirements, and/or customers shifting to in house solutions or competitor service providers. Although the Company does not currently depend on any one customer for its revenue, generating revenue from its business is still at a relatively early stage and customer revenue is not as diversified as it might be for a more mature business. The loss of even a small number of the Company's customers may materially and adversely impact its revenue, and increase marketing expenses to sign up new customers to replace those lost. Depending on the reason for the loss of a customer, it may also have a negative impact on the Company's reputation with other customers. There is also a risk that new agreements formed with customers in the future may be less favourable to the Company, including in relation to commission and other key terms, due to unanticipated changes in the market in which the Company operates.</p>
Loss making operation, future capital needs and additional requirements for capital	<p>For the financial years ending 30 June 2021 and 30 June 2022 and the half year ended 30 June 2023, the Company generated a net loss of \$906,283, \$802,994 and \$1,517,935 respectively. Accordingly, as at the date of this Prospectus, the Company is loss making and is not cash flow positive, meaning it is reliant on raising funds from investors to continue to fund its operations and development of its products. The Company intends to continue to spend significant funds to develop the Company's products, expand its sales and marketing and grow its operations as well as meet the compliance obligations. As the Company continues to grow, expenses may continue to exceed revenue, resulting in further net losses in the future. Although the Directors consider that the Company will, on completion of the Offer, have sufficient working capital to carry out its stated objectives and to satisfy the anticipated working capital and other capital requirements detailed in this Prospectus, there can be no assurance that such objectives can continue to be met in the future without securing further funding.</p>
Protection and ownership of technology and intellectual property	<p>The business of the Company depends on its ability to commercially exploit its technology and intellectual property, including its technological systems and data processing algorithms. The Company relies on laws relating to trade secrets, copyright and trademarks to assist in protecting its proprietary rights. However, there is a risk that unauthorised use or copying of the Company's software, data, specialised technology or platforms will occur, or the validity, ownership or authorised use of intellectual property relevant to the Company's business may be successfully challenged by third parties. There is also 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>
Future funding requirements and ability to access debt and equity markets	<p>On completion of the Offer, the Board considers the Company will have sufficient working capital to meet its immediate operational requirements and business objectives. There can be no assurance however that such objectives can continue to be met in the future without securing further funding. If the Company is unable to raise additional capital if and when required, this could delay, suspend or reduce the scope of the Company's business strategy and could have a material adverse effect on the Company's operating and financial performance.</p>

Further Dilution	In the future, the Company may elect to issue Shares or engage in capital raisings to fund growth, investments or acquisitions that the Company may decide to undertake, to repay debt or for any other reason the Board may determine at the relevant time. While the Company will be subject to the constraints of the ASX Listing Rules regarding the percentage of its capital that it is able to issue within a 12 month period (other than where exceptions apply), Shareholder interests may be diluted as a result of such issues of Shares or other securities.
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1.4 Directors' Interests in Securities

The relevant interest of each of the Directors in the Securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in the table below:

Director	Shares	Options ¹	Performance Rights ²	Share Entitlement	New Option Entitlement ³	\$
Russell Baskerville	25,667,605	2,666,667	4,333,333	4,277,934	2,138,967	\$64,169
Mark Waller	48,311,001	5,333,334	20,666,666	8,051,834	4,025,917	\$120,778
Winton Willesee	5,720,525	2,666,667	1,333,333	953,421	476,710	\$14,301
Nathan Kerr	25,065,931	5,333,334	20,666,666	4,177,655	2,088,828	\$62,665

Notes:

- Shareholder approval was obtained at the Annual General Meeting held 24 May 2023 (**2023 AGM**) for the issue of Director Options (Resolutions 3 to 6), each exercisable at \$0.025 on or before 21 June 2026 on the terms and conditions in Schedule 1 of the Notice of Meeting released 24 April 2023 (**2023 AGM Notice**);
- Consisting of Class A and Class B Performance Rights issued as consideration under the Replacement Prospectus as well as Director Performance Rights for which Shareholder approval was obtained at the 2023 AGM (Resolutions 7 to 10), on the terms and conditions set out at Schedule 3 of the 2023 AGM Notice; and
- Based on fractional Entitlements rounded up to the nearest whole number.

As outlined in Section 1.6, Mark Waller (through his family trust) has entered into an agreement with the Underwriter to sub-underwrite the Offer up to \$250,000 (16,666,667 Shares and 8,333,334 New Options). Upon completion of the Offer this represents a maximum potential Shareholding of 9.69% assuming only the Underwritten Amount is raised and 9.12% assuming the Full Subscription is raised. Refer to Section 6.4.3 for details regarding the terms of the sub-underwriting agreement.

The Board advises that Mark Waller intends to take up his full Entitlements with the other Directors reserving the right to take up their respective Entitlement in whole or in part at their discretion.

1.5 Details of Substantial Holders

Based on publicly available information as at the date of this Prospectus, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out in the table below:

Shareholder	Shares	%
Mark Edward Waller <The M E Family Trust>	48,311,001	7.04

In the event all Entitlements are accepted there will be no change to the substantial holders on completion of the Offer. Refer to Section 1.4 above for details of the maximum potential Shareholding Mark Waller will obtain by virtue of his agreement to sub-underwrite the Offer.

1.6 Underwriting and sub-underwriting

The Offer is partially underwritten by Canaccord Genuity (Australia) Limited (ACN 075 071 466) (AFSL 234666) (**Canaccord** or the **Underwriter**) to the extent of \$1,000,000 (**Underwritten Amount**). Refer to Section 6.4 for details regarding the terms of the underwriting. If Shareholders accept the Offer to an extent that an amount greater than the Underwritten Amount is raised, the Underwriter will not be required to subscribe for any Securities under the Offer pursuant to the Underwriting Agreement.

The Underwriter has also been appointed as the lead manager of the Offer. The terms of the lead manager appointment and total fees payable are set out in Section 6.4.1 below.

The Underwriter has entered into a number of sub-underwriting agreements in respect of the Shortfall Securities, including a sub-underwriting agreement with Director Mark Waller (through his family trust). No sub-underwriter will increase their shareholding to above 19.99% as a direct result of the issue of Securities under the Offer. Where Shares are issued pursuant to the exercise of New Options, the voting power of the sub-underwriters who exercise their New Options will increase. The likelihood of New Options being exercised is dependent on the price of Shares from time to time until the New Options expire. Refer to Section 6.4.3 for details regarding the terms of the sub-underwriting agreements.

1.7 Effect on Control

The Underwriter is presently not a Shareholder and is not a related party of the Company for the purposes of the Corporations Act. However, the Underwriter currently holds 25,000,000 Options issued on the terms and conditions contained in Section 11.4 of the Replacement Prospectus, each being exercisable at \$0.03 on or before 23 September 2025.

The issue of Shares under this Prospectus to the Underwriter will increase its interest in the Company and dilute the Shareholding of other Shareholders to the extent they elect not to participate in the Offer or are ineligible to participate in the Offer.

In accordance with the terms of the Underwriting Agreement, the Underwriter will allocate the Shortfall to its sub-underwriters and/or clients and people who have otherwise agreed to assist with the completion of the Offer such that neither the Underwriter, the sub-underwriters nor any of the Underwriter's clients, individually, will have a voting power in the Company in excess of 19.9% after the issue of the Shortfall.

The Company, in consultation with the Underwriter, will ensure that the Offer (including the equitable dispersion of any Shortfall Securities) complies with the provisions of Chapter 6 of the *Corporations Act 2001* (Cth) and is otherwise consistent with the policy guidelines contained in ASIC Regulatory Guide 6 and Takeovers Panel Guidance Note 17.

1.8 Potential dilution on non-participating Shareholders

In addition to potential control impacts set out in Section 1.7, Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 14.29% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).

No immediate dilution will occur as a result of the issue of New Options under this Prospectus. However subsequent exercise of any or all of the New Options will result in dilution. Assuming all New Options offered pursuant to this Prospectus are issued and exercised into Shares, Shareholders who do not participate in the Offer, are likely to be diluted by an aggregate of approximately 20.00% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus).

For illustrative purposes, the table below shows how the dilution may impact the holdings of Shareholders:

Holder	Holding at Record date	% at Record Date	Entitlements under the Offer	Holdings if Offer not taken Up	% post Offer
Shareholder 1	10,000,000	1.46%	1,666,667	10,000,000	1.25%
Shareholder 2	5,000,000	0.73%	833,333	5,000,000	0.62%
Shareholder 3	1,500,000	0.22%	250,000	1,500,000	0.19%
Shareholder 4	400,000	0.06%	66,667	400,000	0.05%
Shareholder 5	50,000	0.01%	8,333	50,000	0.01%

Notes:

1. This is based on a share capital of 686,712,863 Shares as at the date of the Prospectus and assumes no Options or Performance Rights currently on issue are exercised and the Company does not otherwise issue any additional Shares.
2. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted by Eligible Shareholders are placed under the Underwriting and Shortfall Offer.

2. DETAILS OF THE OFFER

2.1 The Offer

The Offer is being made as a pro-rata non-renounceable entitlement issue of one (1) Share for every six (6) Shares held by Shareholders registered at the Record Date at an issue price of \$0.015 per Share together with one (1) New Option for every two (2) Shares subscribed for and issued. Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus, (and assuming no Shares are issued prior to the Record Date including on exercise or conversion of securities on issue) approximately 114,452,144 Shares and 57,226,072 New Options may be issued under the Offer to raise up to approximately \$1,716,782. No funds will be raised from the issue of the New Options.

As at the date of this Prospectus the Company has 56,087,502 Options on issue all of which may be exercised prior to the Record Date in order to participate in the Offer. Please refer to Section 4.2 for information on the exercise price and expiry date of the Options on issue.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.1 for further information regarding the rights and liabilities attaching to the Shares. The New Options will be exercisable at \$0.03 on or before that date which is three years from the date of issue and otherwise on the terms set out in Section 4.2.

The purpose of the Offer and the intended use of funds raised are set out in Section 3.

2.2 What Eligible Shareholders may do

The number of Securities to which Eligible Shareholders are entitled is shown on the personalised Entitlement and Acceptance Form which accompanies this Prospectus and which can be accessed at the offer website www.computersharecas.com.au/1cgoffer from the offer open date. Eligible Shareholders may choose any of the options set out in the table below.

Option	Key Considerations	Prospectus Reference
Take up all of your Entitlement	<ul style="list-style-type: none">Should you wish to accept all of your Entitlement, then your application for Securities under this Prospectus must be made by following the instructions on the personalised Entitlement and Acceptance Form which accompanies this Prospectus and which can be accessed at the offer website www.computersharecas.com.au/1cgoffer from the offer open date. Please read the instructions carefully.Payment can be made by the methods set out in Section 2.3. As set out in Section 2.3, if you pay by BPAY, you do not need to return the Entitlement and Acceptance Form.	Section 2.3 and Section 2.4.

Option	Key Considerations	Prospectus Reference
<p>Take up all of your Entitlement and also apply for Shortfall Securities</p>	<ul style="list-style-type: none"> Should you wish to accept all of your Entitlement and apply for Shortfall Securities, then your application for your Entitlement and additional Shortfall Securities under this Prospectus must be made by following the instructions on your personalised Entitlement and Acceptance Form which accompanies this Prospectus, and which can be accessed at the offer website www.computersharecas.com.au/1cgoffer from the offer open date. Please read the instructions carefully. Payment can be made by the methods set out in Section 2.3. Payment should be made for your Entitlement and the amount of the Shortfall for which you are applying. If you apply for Shortfall Securities beyond your Entitlement you are deemed to have accepted your Entitlement in full. You should note that the allocation of Shortfall Securities will be as per the allocation policy set out in Section 2.6. Accordingly, your application for additional Shortfall Securities may be scaled-back. The Company's decision on the number of Shortfall Securities to be allocated to you will be final. 	<p>Sections 2.3, 2.4 and 2.6.</p>
<p>Take up a proportion of your Entitlement and allow the balance to lapse</p>	<ul style="list-style-type: none"> If you wish to take up only part of your Entitlement and allow the balance to lapse, your application must be made by completing the personalised Entitlement and Acceptance Form which accompanies this Prospectus and which can be accessed at www.computersharecas.com.au/1cgoffer from the offer open date for the number of Securities you wish to take up and making payment using the methods set out in Section 2.3 below. As set out in Section 2.3, if you pay by BPAY, you do not need to return the Entitlement and Acceptance Form. 	<p>Section 2.3 and Section 2.4</p>
<p>Allow all or part of your Entitlement to lapse</p>	<ul style="list-style-type: none"> If you do not wish to accept any part of your Entitlement, you are not obliged to do anything. If you do not take up your Entitlement by the Closing Date, the Offer to you will lapse. 	<p>N/A</p>

The Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

2.3 Payment options

(a) By BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form or available at www.computersharecas.com.au/lcgoffer from the offer open date. 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. Please note that should you choose to pay by BPAY®:

- (i) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;
- (ii) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application monies; and
- (iii) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Securities (if any) under the Shortfall Offer, to the extent of the excess.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. **It is your responsibility to ensure that funds submitted through BPAY® are received by 5.00pm (WST) on the Closing Date. The Company shall not be responsible for any delay in the receipt of the BPAY® payment.**

Guidance where you have more than one CRN (Shareholding of Shares)

If you have more than one shareholding of Shares and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those Shareholdings only use the CRN specific to that Shareholding as set out in the applicable Entitlement and Acceptance Form. **Do not use the same CRN for more than one of your Shareholdings.** This can result in your Application monies being applied to your Entitlement in respect of only one of your Shareholdings (with the result that any Application in respect of your remaining Shareholdings will not be valid).

(b) By Electronic Funds Transfer (overseas applicants)

For payment by Electronic Funds Transfer (EFT) for overseas Eligible Shareholders that are unable to pay by BPAY®, your personalised Entitlement and Acceptance form available at www.investorcentre.com contains instructions on how to pay via EFT using the relevant SWIFT Code, corresponding to the component (part or all) of your Entitlement you wish to accept. You can only make a payment via EFT if you are the holder of an account that supports EFT transactions to an Australian bank account. Please note that should you choose to pay by EFT:

- (i) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;

- (ii) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application monies; and
- (iii) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Securities (if any) under the Shortfall Offer, to the extent of the excess.

(c) **By Cheque**

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "One Click Group Limited" and crossed "Not Negotiable".

Your completed Entitlement and Acceptance Form and cheque must reach the Company's share registry no later than 5.00pm (WST) on the Closing Date.

2.4 Implications of an acceptance

Returning a completed Entitlement and Acceptance Form or paying any Application monies by BPAY® or EFT will be taken to constitute a representation by you that:

- (a) you have received a copy of this Prospectus and the accompanying Entitlement and Acceptance Form, and read them both in their entirety;
- (b) you acknowledge that once the Entitlement and Acceptance Form is returned, or a BPAY® or EFT payment instruction is given in relation to any Application monies, the application may not be varied or withdrawn except as required by law.

2.5 Minimum subscription

There is no minimum subscription.

2.6 Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer (**Shortfall Securities**). The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.015 being the price at which Shares have been offered under the Offer.

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall Offer and potentially be allocated to other Eligible Shareholders or other third parties as part of the Shortfall Offer. The Shortfall Offer will only be available where there is a Shortfall between applications received from Eligible Shareholders and the number of Shares proposed to be issued under the Offer.

Eligible Shareholders who wish to subscribe for Securities above their Entitlement are invited to apply for Shortfall Securities under the Shortfall Offer by completing the appropriate section on their Entitlement and Acceptance Form or by making payment for such Shortfall Securities in accordance with Section 2.3.

Allocation of the Shortfall Shares will be at the discretion of the Board in conjunction with the Underwriter and will otherwise be subject to the terms of the Underwriting Agreement, details of which are set out in Section 6.4. If the Offer is oversubscribed (by take up of Entitlements and applications for Shortfall Securities by Eligible Shareholders), scale back will be applied to applications under the Shortfall Offer on a pro-rata basis to the respective shareholdings of Eligible Shareholders. There is no guarantee that Eligible Shareholders will receive Securities applied for under the Shortfall Offer.

No Securities will be issued to an applicant under this Prospectus or via the Shortfall Offer if the issue of Securities would contravene the takeover prohibition in section 606 of the Corporations Act. Similarly, no Securities will be issued via the Shortfall Offer to any related parties of the Company.

Eligible Shareholders resident in jurisdictions outside Australia should note that their participation in the Shortfall Offer may be restricted by Australia's foreign investment laws. The Company reserves the right to not issue Shortfall Shares to an Eligible Shareholder where it reasonably believes that doing so may infringe on Australia's foreign investment laws.

2.7 ASX listing

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of three months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all Application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

2.8 Issue of Securities

Securities issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and timetable set out at Section 1.

Securities issued pursuant to the Shortfall Offer will be issued on a progressive basis. Where the number of Securities issued is less than the number applied for, or where no issue is made surplus Application monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

Pending the issue of the Securities or payment of refunds pursuant to this Prospectus, all Application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for Securities issued under the Offer will be mailed as soon as practicable after the issue of Securities and for Shortfall Securities issued under the Shortfall Offer as soon as practicable after their issue.

2.9 Overseas shareholders

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

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Securities these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

New Zealand

The Securities 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 transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand).

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. 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.

Nominees and custodians

Nominees and custodians may not submit an Entitlement and Acceptance Form on behalf of any Shareholder resident outside Australia and New Zealand without the prior consent of the Company, taking into account relevant securities law restrictions. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

3. PURPOSE AND EFFECT OF THE OFFER

3.1 Purpose of the offer

The purpose of the Offer is to raise up to approximately \$1,716,782 (before costs).

The funds raised from the Offer are intended to be applied in accordance with the table set out below:

Item	Proceeds of the Offer	Underwritten Amount (\$) ¹	%	Full Subscription (\$) ²	%
1.	Product development	258,000	25.80	430,000	25.05
2.	Marketing	420,000	42.00	700,000	40.77
3.	Corporate/administration ³	80,000	8.00	80,000	4.66
4.	Working Capital	102,428	10.24	319,189	18.59
5.	Expenses of the Offer ⁴	139,572	13.96	187,593	10.93
	Total	1,000,000	100	1,716,782	100

Notes:

1. Assuming the Underwritten Amount of \$1,000,000 is achieved under the Offer.
2. Assuming the Full Subscription of \$1,716,782 is achieved under the Offer.
3. Administration costs include the general costs associated with the management and operation of the Company's business including administration expenses, management salaries, directors' fees and salaries, rent and other associated costs.
4. Refer to Section 6.8 for further details relating to the estimated expenses of the Offer.

On completion of the Offer, the Board believes the Company will have sufficient working capital to achieve its stated objectives. In the event the Company raises more than the Underwritten Amount of \$1,000,000 but less than the Full Subscription, the additional funds raised will first be applied to increased expenses of the Offer and then pro rata across the other allocations in the table above. If the Offer is not fully subscribed, operational objectives are likely to be modified, which may result in delay or substantial changes to the Company's future plans and any stated objectives detailed in this Prospectus. It should be noted that an investment in the Company is speculative and prospective investors are encouraged to read the risk factors set out in Section 5.

In addition, it should be noted that the Company's budgets and forecasts will be subject to modification on an ongoing basis depending on the results achieved from its business activities and operations.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

3.2 Effect of the Offer

The principal effect of the Offer, assuming all Entitlements are accepted and no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date, will be to:

- (a) increase the cash reserves by \$1,716,782 (before deducting the estimated expenses of the Offer) immediately after completion of the Offer;
- (b) increase the number of Shares on issue from 686,712,863 as at the date of this Prospectus to 801,165,007 Shares (fractional entitlements rounded up to the nearest whole number); and
- (c) increase the number of Options on issue from 56,087,502 as at the date of this Prospectus to 113,313,574 Options.

3.3 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming all Entitlements are accepted and no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date, is set out below.

Shares

	Number
Shares currently on issue ¹	686,712,863
Share Entitlement Ratio ²	1:6
Shares offered pursuant to the Offer ^{3,4}	114,452,144
Total Shares on issue after completion of the Offer⁴	801,165,007

Notes:

1. On the terms set out at Section 4.1.
2. Share Entitlement Ratio of one (1) Share for every six (6) Shares held by eligible shareholders as at the Record Date.
3. At \$0.015 per Share, issuable on the terms and conditions set out at Section 4.1.
4. Assuming Full Subscription under the Offer.

Options

	Number
Options currently on issue as at the date of this Prospectus ¹	56,087,502
Option Entitlement Ratio ²	1:2
New Options to be issued under the Offer ^{3,4}	57,226,072
Total Options on issue after completion of the Offer⁴	113,313,574

Notes:

1. Comprising the following unquoted Options:
 - (a) 1,637,500 Options exercisable at \$0.10 per Option on or before 24 December 2023;
 - (b) 300,000 Options exercisable at \$0.20 per Option on or before 24 December 2023;
 - (c) 325,000 Options exercisable at \$0.30 per Option on or before 24 December 2023;
 - (d) 325,000 Options exercisable at \$0.40 per Option on or before 24 December 2023;
 - (e) 10,700,000 Options exercisable at \$0.025 on or before 15 September 2025;
 - (f) 16,000,002 Options exercisable at \$0.025 on or before 21 June 2026;
 - (g) 1,800,000 Options exercisable at \$0.025 on or before 15 September 2025; and
 - (h) 25,000,000 Options exercisable at \$0.03 on or before 23 September 2025.
2. One (1) New Option for every two (2) New Shares applied for under the Offer.
3. Refer to Section 4.2 for the New Options terms and conditions.
4. Assuming Full Subscription under the Offer.

Performance Rights

	Number
Performance Rights currently on issue ¹	67,999,998
Performance Rights offered pursuant to the Offer	Nil
Total Performance Rights on issue post-Offer	67,999,998

Notes:

Comprising the Class A and Class B Performance Rights, the full terms and conditions of which are set out in section 11.6 of the Replacement Prospectus and Director Performance Rights on the terms and conditions set out at Schedule 3 of the 2023 AGM Notice.

The capital structure on a fully diluted basis as at the date of this Prospectus would be 810,800,363 Shares and on completion of the Offer (assuming all Entitlements are accepted and no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date) would be 982,478,579 Shares.

3.4 Pro-forma balance sheet

The auditor reviewed balance sheet as at 30 June 2023 and the unaudited pro-forma balance sheet as at 30 June 2023 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming all Entitlements are accepted, no Options or convertible securities are exercised prior to the Record Date and including expenses of the Offer.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	AUDITOR REVIEWED 30 June 2023 \$	UNAUDITED PROFORMA 30 June 2023 (Underwritten Amount) \$	UNAUDITED PROFORMA 30 June 2023 (Full Subscription) \$
CURRENT ASSETS			
Cash and cash equivalents	1,549,705	2,410,133	3,078,894
Trade and other receivables	1,363,481	1,363,481	1,363,481
Other current assets	77,472	77,472	77,472
TOTAL CURRENT ASSETS	2,990,658	3,851,086	4,519,847
NON-CURRENT ASSETS			
Property, plant and equipment	15,049	15,049	15,049
Intangible assets	660,048	660,048	660,048
TOTAL NON-CURRENT ASSETS	675,097	675,097	675,097
TOTAL ASSETS	3,665,755	4,526,183	5,194,944

CURRENT LIABILITIES			
Trade and other payables	736,957	736,957	736,957
Loan payable	775,000	775,000	775,000
Employee benefits	207,979	207,979	207,979
TOTAL CURRENT LIABILITIES	1,719,936	1,719,936	1,719,936
NON-CURRENT LIABILITIES			
Financial liabilities	174,050	174,050	174,050
TOTAL NON-CURRENT LIABILITIES	174,050	174,050	174,050
TOTAL LIABILITIES	1,893,986	1,893,986	1,893,986
NET ASSETS	1,771,769	2,632,197	3,300,958
EQUITY			
Contributed equity	11,898,499	12,758,927	13,427,688
Reserves	1,585,663	1,585,663	1,585,663
Accumulated losses	-11,712,393	-11,712,393	-11,712,393
TOTAL EQUITY	1,771,769	2,632,197	3,300,958

The historical and pro-forma financial information outlined above has been prepared based on the auditor reviewed financial statements of the Company for the six months ended 30 June 2023 and the following transactions and events relating to the issue of Securities under this Prospectus:

- (a) if Full Subscription under the Offer is achieved, then the issue by the Company of 114,452,144 Shares at \$0.015 each raising \$1,716,782 (based on the number of Shares on issue as at the date of this Prospectus) before expenses of the Offer and 57,226,072 free attaching New Options;
- (b) if the Underwritten Amount under the Offer is achieved, then the issue by the Company of 66,666,667 Shares at \$0.015 each raising \$1,000,000 before expenses of the Offer and 33,333,333 free attaching New Options; and
- (c) the write off against issued capital of the estimated cash expenses of the Offer, being \$187,593 at Full Subscription and \$139,572 at the Underwritten Amount, including those fees payable to Canaccord as Lead Manager and Underwriter of the Offer as detailed in Section 6.4.1.

4. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

4.1 Rights and liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. The Company's constitution permits the use of technology at general meetings of shareholders (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of shares**

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

4.2 Terms of New Options

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each New Option will be \$0.03 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5.00pm (WST) on that date which is three years from the date of issue (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The New Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The New Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the New Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each New Option being exercised in cleared funds (**Exercise Date**).

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

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the New Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the New Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options without exercising the New Options.

(k) **Change in exercise price**

An New Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.

(l) **Transferability**

The New Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

5. RISK FACTORS

5.1 Introduction

The Securities offered under this Prospectus should be considered as highly speculative and an investment in the Company is not risk free.

The Directors strongly recommend that prospective investors consider the risk factors set out in this Section 5, together with all other information contained in this Prospectus.

The future performance of the Company and the value of the Securities may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.

The risks factors set out in this Section 5, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Securities. This Section 5 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

Before determining whether to invest in the Company you should ensure that you have a sufficient understanding of the risks described in this Section 5 and all of the other information set out in this Prospectus and consider whether an investment in the Company is suitable for you, taking into account your objectives, financial situation and needs.

If you do not understand any matters contained in this Prospectus or have any queries about whether to invest in the Company, you should consult your accountant, financial adviser, stockbroker, lawyer or other professional adviser.

5.2 Company specific

Risk Category	Risk
Compliance with Laws, Regulations and Industry Compliance Standards	<p>The Company is subject to a range of legal and industry compliance requirements that are constantly changing. Any failure by the Company (or the Company's subsidiaries) to maintain its registration as an Australian tax agent would have a material adverse effect on the Company's operations and financial position. In addition, there is the potential that the Company may become subject to additional legal or regulatory requirements if its business, operations, strategy or geographic reach expand in the future. This may potentially include additional licensing or regulatory requirements or similar limitations on the conduct of the Company's business.</p> <p>There is a risk that additional or changed legal, regulatory or licensing requirements, and industry compliance standards, may make it unviable or uneconomic for the Company to continue to operate in certain jurisdictions, or to expand in accordance with its strategy. This may materially and adversely impact the Company's revenue and ability to achieve profitability, including by preventing its business from reaching a sufficient scale. There is also a risk that if the Company fails to comply with these laws, regulations and industry compliance standards, this may result in significantly increased compliance costs, cessation of certain business activities or the ability to conduct business, litigation or regulatory enquiry or investigation and significant reputational damage.</p>
Cost of direct	The growth of new direct users of the Company's products

Risk Category	Risk
marketing	<p>depends in part on the effectiveness of the direct marketing efforts of the Company. There is a risk that the Company's direct advertising and direct marketing channels may become less effective or more expensive as a result of:</p> <ul style="list-style-type: none"> (a) increased competition or costs associated with bidding for search engine key words; (b) increased competition or cost for online and social media advertisements; (c) changes to the algorithms or terms of services for search engines, such as Google, which may cause the Company to be ranked lower or excluded from search results; and (d) reduced effectiveness of mass marketing. <p>If the Company's direct marketing strategies effectiveness decreases, it may be unable to continue to grow at the expected rate or profitably, which would have a material adverse effect on the Company's business, financial condition, operating and financial performance and/or growth.</p>
Failure to execute growth strategy and establish brand	<p>The success of the Company's business is dependent on the achievement of its growth strategies, including (but not limited to), expanding its geographical reach in the enterprise market and further developing products. If the Company is unable to enter into future arrangements to expand its geographical reach or develop these products, this may materially and adversely impact the Company's financial performance, reputation and ability to achieve future profitability.</p>
Failure to effectively manage growth	<p>The Company has experienced considerable growth in revenue and customer base since commencing operations. Based on the Company's projections, the company expects further growth in the future which could place significant strain on current management, operational and financial resources as well as the infrastructure supporting the Company's technology and development activities. The Company's future success depends on its ability to effectively manage this growth. Failure to appropriately manage growth could be detrimental to the Company's development activities and could adversely affect its operating and financial performance.</p>
Domain name risks	<p>The Company's business depends to some extent on customers being attracted to its various products including the Company's website. The Company has registered its domain name, www.oneclicklife.com.au. However, should the Company not renew or otherwise lose control of its domain name, it would lose all traffic directed to the Company's website and its various web applications, which would adversely affect the Company's revenue.</p>
Failures or disruptions to platform and third party providers	<p>The Company depends on the performance, reliability and availability of its technology system, third party software providers, including the integration with expense management systems, and cloud based platform providers to achieve its business strategy and growth. There is a risk that these systems may fail to perform as expected or be adversely impacted by a number of factors, some of which may be outside the control of the Company, including damage, equipment faults, power failure, fire, natural disasters, computer viruses, and external malicious interventions such as hacking or denial-of-service attacks. Events of that nature may cause part or all of the Company's technology system and/or the communication networks used by the Company to become unavailable. The Company's operational processes and contingency plans may not adequately address every potential event. This may disrupt transaction flow and adversely impact the Company's financial performance and reputation. There is a risk that repeated failures to keep the Company's technology</p>

Risk Category	Risk
	<p>available may result in clients cancelling their contracts with the Company. This may materially and adversely impact the Company's financial performance, including a reduction in revenue and an increase in the costs associated with servicing clients through the disruption, as well as negatively impacting the Company's reputation.</p>
<p>Reputational damage</p>	<p>Maintaining the strength of the Company's reputation is important to retaining and increasing its client base, maintaining its relationships with its partners and other service providers and successfully implementing its business strategy. There is a risk that unforeseen issues or events may adversely impact the Company's reputation. This may adversely impact the Company's future growth and its ability to achieve profitability. There is a risk that the Company's actions and the actions of its agents and representatives may adversely impact its reputation. Any factors that diminish the Company's reputation could result in clients or other parties ceasing to do business with it, negatively affect its future business strategy and materially and adversely impact its financial position and performance.</p>
<p>Loss making operation, future capital needs and additional requirements for capital</p>	<p>For the financial years ending 30 June 2021 and 30 June 2022 and the half year ended 30 June 2023, the Company generated a net loss of \$906,283, \$802,994 and \$1,517,935 respectively. Accordingly, as at the date of this Prospectus, the Company is loss making and is not cash flow positive, meaning it is reliant on raising funds from investors to continue to fund its operations and development of its products. The Company intends to continue to spend significant funds to develop the Company's products, expand its sales and marketing and grow its operations as well as meet the compliance obligations. As the Company continues to grow, expenses may continue to exceed revenue, resulting in further net losses in the future. Although the Directors consider that the Company will, on completion of the Offer, have sufficient working capital to carry out its stated objectives and to satisfy the anticipated working capital and other capital requirements detailed in this Prospectus, there can be no assurance that such objectives can continue to be met in the future without securing further funding.</p> <p>The future capital requirements of the Company will depend on many factors, including the development of platforms, and the Company may need to raise additional funds from time to time to finance the ongoing development and commercialisation of its platforms. The Company is unable to accurately predict when, or if, it will be able to achieve profitability and even if profitability is achieved in the future, it may not be sustained for subsequent periods potentially affecting the market price of Shares and the Company's ability to raise capital, expand its business or continue its operations.</p> <p>The continued development of the Company's business may require additional funding following the completion of the Offer, and there can be no assurance that the Company will be able to obtain the funding necessary on acceptable terms or at all to be able to achieve its business objectives. The Company's ability to obtain additional funding will depend on investor demand, its performance and reputation, market conditions and other factors. The Company may seek to raise further funds through equity or debt financing or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of its growth strategies. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable. If the Company continues to incur losses in the future, the net losses and negative cash flows may have an adverse effect on shareholders equity and working capital.</p>

Risk Category	Risk
Collection of debtors	<p>The Company invoices and collects payments from its customers for the provision of its products and services. The Company is therefore exposed to the risk of bad and doubtful debts, which represents the portion of customers who delay or fail to meet their invoice payment obligations. A current operating expense incurred by the Company relates to the service of such bad and doubtful debts.</p> <p>As operations scale across a wider customer base and changing economic conditions, continuous enhancements to the Company's new customer assessment and debt recovery processes may be required. The extent to which the risk of bad and doubtful customer debts will impact the Company's business also depends on the capacity of the Company's systems and processes to properly assess the payment risk of a new customer. A failure to adequately assess and manage these risks may result in losses, which could adversely impact the Company.</p> <p>If the Company's customers do not meet their invoice payment obligations or make late payment of such invoices, the Company may experience a decrease in revenue, increase in expenses (including an increase in impairment expenses and an increase in debt recovery costs), and/or decrease in operating cash flows received, which may have a material adverse effect on the Company's business, financial condition, operating and financial performance, and availability and cost of funding.]</p>
Loss of key management personnel	<p>The Company is largely dependent on the performance of its management team and certain highly qualified employees, including data scientists, engineers and other research and development personnel, sales personnel and the Company's continuing ability to attract and retain such employees. The unplanned loss of the services of any of the Directors or members of senior management could materially and adversely affect the business of the Company until a suitable successor can be found. There are limited persons with the requisite competencies to serve in these positions, and the Company cannot provide any assurance that the Company would be able to locate or employ such qualified personnel in a timely manner, on terms acceptable to the Company or at all. The inability to attract and retain key and other highly qualified personnel could have a material adverse effect on the business, financial condition, results of operations and prospects of the business.</p>
Competitors and new market entrants	<p>There is a risk that new entrants in the market which may disrupt the Company's business and existing market share. Existing competitors as well as new competitors entering the industry, may engage in aggressive client acquisition campaigns, develop superior technology offerings or consolidate with other entities to deliver enhanced scale benefits. Such competitive pressures may materially erode the Company's market share and revenue and may materially and adversely impact its revenue and profitability. A general increase in competition may also require the Company to increase marketing expenditure or offer lower fees to clients, which would decrease profitability even if the Company's market share does not decrease.</p>
Activities of fraudulent parties	<p>The Company is exposed to risks imposed by fraudulent conduct, including the risks associated with inaccurate information being provided by clients. Although the Company has put in place multiple checks and balances, including an automated and manual compliance systems, there is a risk that the Company may be unsuccessful in defeating fraud attempts, resulting in inaccurate information being provided to the tax authorities. Fraudulent activity may result in the Company suffering losses due to fraud, a materially adverse impact to its reputation and bearing certain costs to rectify and safeguard business operations and the Company's systems against fraudulent activity.</p>

Risk Category	Risk
Protection and ownership of technology and intellectual property	The business of the Company depends on its ability to commercially exploit its technology and intellectual property, including its technological systems and data processing algorithms. The Company relies on laws relating to trade secrets, copyright and trademarks to assist in protecting its proprietary rights. However, there is a risk that unauthorised use or copying of the Company's software, data, specialised technology or platforms will occur. In addition, there is a risk that the validity, ownership or authorised use of intellectual property relevant to the Company's business may be successfully challenged by third parties. This could involve significant expense and potentially the inability to use the intellectual property in question, and if an alternative cost-effective solution were not available, it may materially adversely impact the Company's financial position and performance. Such disputes may also temporarily adversely impact the Company's ability to integrate new systems which may adversely impact its revenue and profitability. There is also 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 any of the intellectual property rights used by the Company, or independently develop technologies or competing products or services that are not protected by the Company's intellectual property rights. The Company's competitors may then be able to offer identical or very similar services or services that are otherwise competitive against those provided by the Company, which could adversely affect its business.
Technology may be superseded by other technology or changes in business practice	The Company participates in a competitive environment. IT systems are continuing to develop and are subject to rapid change, while business practices continue to evolve. Future success of the Company will in part depend on its ability to offer services and systems that remain current with the continuing changes in technology, evolving industry standards and changing consumer preferences. There is a risk that the Company will not be successful in addressing these developments in a timely manner, or that expenses will be greater than expected. In addition, there is a risk that new products or technologies (or alternative systems) developed by third parties will supersede the Company's technology. This may materially and adversely impact the Company's revenue and profitability.
Reliance on internet	The Company depends on the ability of its clients to access the internet. Should access to the internet be disrupted or restricted, usage of the Company's services may be adversely impacted.
Exposure to potential security breaches and data protection issues	Through the ordinary course of business, the Company collects a wide range of confidential information. Cyber-attacks may compromise or breach the technology platform used by the Company to protect confidential information. There is a risk that the measures taken by the Company may not be sufficient to detect or prevent unauthorised access to, or disclosure of, such confidential information. Any data security breaches or the Company's failure to protect confidential information could result in the loss of information integrity, or breaches of the Company's obligations under applicable laws or agreements, each of which may materially adversely impact the Company's financial performance and reputation.
Privacy and protection risk	In Australia, the collection, use, storage and disclosure of "personal information" is principally regulated by the <i>Privacy Act 1988</i> (Cth) (Privacy Act). The Privacy Act does not prohibit the Company's platform; but it could in certain circumstances impose additional compliance obligations on the Company. The compliance obligations under the Privacy Act only extend to "personal information". In the event that the Company collects personal information, it will be required to comply with the compliance

Risk Category	Risk
	regime under the Privacy Act in respect of the collection, use, storage and disclosure of that “personal information”. Any failure of the Company to comply with the requirements of personal information storage and collection of personal information, or associated data breach in the security of such personal information, may negatively impact the Company.
Consumer preferences	the Company’s business is vulnerable to changing consumer preferences. The move to online for managing finances using fintech products is presently growing, but a change in consumer preferences could reduce the growth rate or create a decline in consumer demand away from fintech. This would reduce growth rates or demand for online tax lodgement and consumption of other financial products online.
Unforeseen bugs or errors	the Company’s products have previously, and may in the future, contain bugs or errors that are not detected until after they are released to the market and used by a wide audience. Any bugs or errors could disrupt or harm the overall experience for customers and could result in a decrease in the level of customers. These factors may also result in negative publicity for the Company. Bugs or errors could also result in the Company’s products being non-compliant with applicable laws. Resolving bugs and errors could disrupt or harm the Company’s business and require the Company to divert resources from other activities, which may be detrimental to its operations and financial performance.
Future acquisitions	As part of the Company’s growth strategy, the Company may from time to time make acquisitions of complementary businesses or undertake new business initiatives. If the Company is presented with appropriate opportunities, it may acquire complementary intellectual property, technologies, technical personnel and development teams, companies or assets. Future acquisitions may expose the Company to potential risks, including risks associated with integration of cultures and systems, the assimilation of new technologies and operations, unforeseen or hidden liabilities, short term strain on working capital requirements, the diversion of management attention and resources from the Company’s existing business and the inability to generate sufficient revenues to offset the costs and expenses of acquisitions. Any difficulties encountered in the acquisition and integration process may have an adverse effect on the Company’s operating and financial performance and the Company’s business and growth. In addition, there can be no certainty that any acquisitions or business initiatives undertaken by the Company will prove to be profitable.

5.3 General risks

Category of Risk	Risk
Future funding requirements and ability to access debt and equity markets	<p>On completion of the Offer, the Board considers the Company will have sufficient working capital to meet its immediate operational requirements and business objectives. There can be no assurance however that such objectives can continue to be met in the future without securing further funding.</p> <p>The Company’s capital requirements depend on numerous factors and the Company may require additional debt or equity financing in the future to maintain or grow its business in addition to existing cash reserves and funds raised under the Offer.</p> <p>There can be no assurance that the Company will be able to secure additional capital from debt or equity financing on favourable terms or at all.</p> <p>If the Company is unable to raise additional capital if and when required, this could delay, suspend or reduce the scope of the</p>

Category of Risk	Risk
	<p>Company's business strategy and could have a material adverse effect on the Company's operating and financial performance.</p> <p>Any additional equity financing may result in dilution for some or all Shareholders, and debt financing, if available, may involve restrictive covenants which limit operations and business strategy.</p>
<p>Fluctuations in market price of the Shares</p>	<p>The price at which the Shares trade on the ASX may be higher or lower than the Offer Price. There is no guarantee that the Shares will appreciate in value or maintain the same level as the Offer Price.</p> <p>The price at which the Shares trade on the ASX could be subject to fluctuations and will be affected by a number of factors relevant to the Company's business and its overall performance and other external factors. Some of the factors which may affect the price at which the Shares trade on ASX include fluctuations in the domestic and international market for listed stocks, general economic conditions, including interest rates, inflation rates, exchange rates, changes to government fiscal, monetary or regulatory policies, legislation or regulation, the nature of the markets in which the Company operates and general operational and business risks.</p>
<p>Trading in Shares may not be liquid</p>	<p>The Company was readmitted to the Official List on 27 September 2022 following its re-compliance with Chapters 1 and 2 of the ASX Listing Rules. There can be no assurance that an active market for the Shares will continue in the future.</p> <p>There may be relatively few potential buyers or sellers of the Shares on the ASX at any time. This may increase the volatility of the market price of the Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is less or more than the price that Shareholders paid.</p>
<p>Economic conditions and other global or national issues</p>	<p>General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance.</p> <p>General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.</p> <p>Specifically, it should be noted that the current evolving conflict between Ukraine and Russia is impacting global macroeconomics and markets generally. The nature and extent of the effect of this conflict on the performance of the Company and the value of the Shares remains unknown. The Share price may be adversely affected in the short to medium term by the economic uncertainty caused by the conflict between Ukraine and Russia and overall impacts on global macroeconomics. Given the situation is continually evolving, the outcomes and consequences are inevitably uncertain.</p>
<p>Taxation and Taxation Changes</p>	<p>Taxation law is complex and frequently changing, both prospectively and retrospectively. Changes in taxation laws (including employment tax, GST, stamp duty and the ability to claim R&D offsets) and changes in the way taxation laws are interpreted or administered, create a degree of uncertainty and may impact the tax liabilities or future financial results of the Company. In particular, both the level and basis of taxation may change (including in foreign jurisdictions in which the Company may operate).</p>

Category of Risk	Risk
	<p>In addition, tax authorities may review the tax treatment of transactions entered into by the Company or tax deductions or similar claims (such as in respect of GST or R&D tax offsets). Any actual or alleged failure to comply with, or any change in the application or interpretation of, taxation laws applied in respect of such transactions or claims, may increase the Company's tax liabilities or expose it to legal, regulatory or other actions. An interpretation of taxation law by a revenue authority that is contrary to the Company's or its advisers' interpretation of those taxation laws may also increase the amount of tax to be paid.</p> <p>An investment in the Securities involves tax considerations which may differ for each Shareholder. Each prospective investor is encouraged to seek professional taxation and financial advice in connection with any investment in the Company and the consequences of acquiring and disposing of Shares.</p>
COVID-19	<p>The outbreak of the coronavirus disease (SARS-CoV-2 (severe acute respiratory syndrome coronavirus 2), coronavirus disease 2019 or COVID 19, including any future resurgence or evolutions or mutations thereof or any related or associated epidemic, pandemic or disease outbreak) (COVID-19) is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of the Company remains unknown. The market price of Shares may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company.</p> <p>In addition, the effects of COVID-19 on the market price of the Shares and global financial markets generally may also affect the Company's ability to raise equity or debt if and when required or require the Company to issue capital at a discount, which may result in dilution for some or all Shareholders.</p>
Market conditions	<p>Share market conditions may affect the value of the Shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:</p> <ol style="list-style-type: none"> 1. general economic outlook; 2. introduction of tax reform or other new legislation; 3. interest rates and inflation rates; 4. global health pandemics; 5. currency fluctuations; 6. changes in investor sentiment toward particular market sectors; 7. the demand for, and supply of, capital; and 8. terrorism or other hostilities. <p>The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and technology stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.</p> <p>Prospective investors should be aware that there are risks associated with any securities investment. Securities listed on a stock market experience extreme price and volume fluctuations that have often been unrelated to the operating performance of such companies. These factors may materially affect the market price of the Shares regardless of the Company's performance.</p>
Further Dilution	<p>In the future, the Company may elect to issue Shares or engage in capital raisings to fund growth, investments or acquisitions that the Company may decide to undertake, to repay debt or for any</p>

Category of Risk	Risk
	other reason the Board may determine at the relevant time. While the Company will be subject to the constraints of the ASX Listing Rules regarding the percentage of its capital that it is able to issue within a 12 month period (other than where exceptions apply), Shareholder interests may be diluted as a result of such issues of Shares or other securities.
Dividend risk	The Directors have no current intention to declare and pay a dividend and there is no certainty that the Company will pay dividends in the future. The payment of dividends by the Company is determined by the Board from time to time in its absolute discretion. The Company's ability to pay dividends or make other distributions in the future is contingent on profits and certain other factors, including the capital and operational expenditure requirements of the business.
Insurance	The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover or insurers may decline to continue to insure the Company's operations or reduce available coverage. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.
Accounting standards	Changes to any applicable accounting standards or to any assumptions, estimates or judgements applied by management in connection with complex accounting matters may adversely impact the Company's financial statements, results or condition.
Unforeseen risk	There may be other risks of which the Directors are unaware at the time of issuing this Prospectus which may impact the Company, its operations and/or the valuation and performance of Shares. This is particularly so for a business at the early stage of generating revenue such as the Company's, where there is limited operating history and experience. The above list of key risks ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above risks and others not specifically referred to above may in the future materially affect the Company, its financial performance or the value of Shares.
Litigation	The Company is exposed to potential legal and other claims or disputes in the course of its business, including contractual disputes, indemnity claims, occupational and personal claims, intellectual property infringement disputes and employee disputes. Any costs involved in defending or settling legal and other claims or disputes that may arise could be costly and may impact adversely on the Company's operations and financial position or cause damage to its reputation.
Force Majeure	Events such as acts of terrorism, an outbreak of international hostilities or natural disasters may occur within or outside Australia that have an impact on the Company's business. Any such force majeure events may have a negative impact on the value of an investment in the Company's Shares.

5.4 Speculative investment

The risk factors described above, and other risks factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Securities.

Prospective investors should consider that an investment in the Company is highly speculative.

There is no guarantee that the Securities offered under this Prospectus will provide a return on capital, payment of dividends or increases in the market value of those Securities.

Before deciding whether to subscribe for Securities under this Prospectus you should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs.

6. ADDITIONAL INFORMATION

6.1 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

6.2 Continuous disclosure obligations

As set out in the Important Notes Section of this Prospectus, the Company is a disclosing entity for the purposes of section 713 of the Corporations Act. Accordingly, 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:
 - (i) the annual financial report most recently lodged by the Company with the ASIC;
 - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

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.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

Date	Description of Announcement
13 October 2023	Investor Presentation
13 October 2023	Proposed issue of securities – ICG
13 October 2023	Non-Renounceable Entitlement Offer to Raise \$1.7m
11 October 2023	Trading Halt

Date	Description of Announcement
5 October 2023	CY23 Revenue Hits \$3.5m, Already up 120% on Prior Year
15 September 2023	Application for quotation of securities - 1CG
8 September 2023	Change of Registry Address
8 September 2023	Expiry of Escrow and Performance Rights Determination
18 August 2023	Half Yearly Report and Accounts
7 August 2023	Substantial Revenue Growth and ARPU Increase
1 August 2023	Investor Presentation
31 July 2023	Cleansing Notice
31 July 2023	Quarterly Activities/Appendix 4C Cash Flow Report
28 July 2023	Application for quotation of securities - 1CG
24 July 2023	Rapid Growth Continues as 1CG Powers Through 100,000 Users
14 July 2023	Next Day Refunds Rollout Success & Debt Facility Increase
10 July 2023	Next Day Refunds Rollout Success & Debt Facility Increase
6 July 2023	Users Surpass 80,000 as Revenue Ramps Up
3 July 2023	New Next Day Refund Product Released & Debt Facility Secured
30 June 2023	Notice of Expiry of Listed Options
27 June 2023	Change of Director's Interest Notice x4
22 June 2023	Notification regarding unquoted securities - 1CG
15 June 2023	One Click Mortgages Increasing Sales and Applications
30 May 2023	One Click Mortgages Expansion Complete, Now Live Aus-Wide
24 May 2023	Results of Meeting
24 May 2023	AGM Presentation
23 May 2023	One Clicks Fast Growing Platform Surpasses 70,000 Users
15 May 2023	Change in substantial holding
15 May 2023	Change of Director's Interest Notice
12 May 2023	Change of Director's Interest Notice
3 May 2023	One Click Mortgages Product Generates First Revenues
28 April 2023	Quarterly Activities/Appendix 4C Cash Flow Report
24 April 2023	Notice of Annual General Meeting/Proxy Form
20 April 2023	Investor Update Presentation
5 April 2023	One Click Mortgages Now Live in QLD
31 March 2023	One Click Verify now a Gateway Service Provider
21 March 2023	Change of Director's Interest Notice
17 March 2023	Restricted Securities to be Released from Escrow
8 March 2023	Key New Mortgage Broking Product now Live on Platform
2 March 2023	One Click Verify Signs Enterprise Agreement with Viridian
24 February 2023	Investor Update Presentation

Date	Description of Announcement
24 February 2023	FY2022 Results
24 February 2023	Appendix 4G and Corporate Governance Statement
24 February 2023	Appendix 4E and Annual Report to Shareholders

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website <https://oneclickgroup.com.au/>.

6.3 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

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

	(\$)	Date
Highest	\$0.026	21/07/2023
Lowest	\$0.007	29/06/2023
Last	\$0.017	12/10/2023

6.4 Material Contracts

6.4.1 Lead Manager Mandate

The Company has signed a mandate letter dated 28 September 2023 to engage Canaccord as lead manager to the Offer and to provide broker and bookrunner services to the Company (**Lead Manager** or **Canaccord**), the material terms and conditions of which are summarised below (**Lead Manager Mandate**):

Fees	The Company has agreed to pay the Lead Manager the following fees (exclusive of GST) on that date which it receives the Offer proceeds, each to be withheld from settlement and paid into the Lead Manager's nominated bank account (together, the LM Fees): (a) a management fee of 2.0% of gross proceeds raised under the Offer, being approximately \$34,335 (assuming the full subscription is achieved under the Offer); and (b) an underwriting/capital raising fee of 4.0% of the gross proceeds raised under the Offer under the Offer, from which any third-party broker fees are to be paid, being approximately \$68,671 (assuming the full subscription is achieved under the Offer).
Term	12 months, unless otherwise mutually agreed upon.
Right to First Refusal	The Company must offer Canaccord the right of first refusal to act as lead manager in any equity or hybrid capital raising

undertaken by the Company within 12 months following successful completion of the Offer, pursuant to which both parties are to mutually agree upon the terms and conditions and fees payable for the engagement of the Lead Manager.

The Lead Manager Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations, warranties and confidentiality provisions).

6.4.2 Underwriting Agreement

The Company and Canaccord have entered into an underwriting agreement dated 13 October 2023 (**Underwriting Agreement**) pursuant to which Canaccord has agreed to partially underwrite the Offer to the extent of \$1,000,000 (**Underwritten Amount**), being 66,666,667 Shares and 33,333,333 New Options (together, the **Underwritten Securities**).

The Underwriter has appointed sub-underwriters to sub-underwrite the Offer (including Director Mark Waller who has been appointed as set out in Section 6.4.3 below). The appointment of any sub-underwriter and the allocation of any Underwritten Securities is at the sole discretion of the Underwriter.

The material terms and conditions of the Underwriting Agreement are summarised below:

Fees	The Company has agreed to pay the Underwriter the fees set out in Section 6.4.1 above.
Termination Events	<p>The Underwriter may terminate its obligations under the Underwriting Agreement (without cost or liability to it) if:</p> <ul style="list-style-type: none"> (a) (Indices fall): either of the All Ordinaries Index or the S&P/ASX Small Ordinaries Index as published by ASX is at any time after the date of the Underwriting Agreement, at a level that is 7.5% or more below its respective level as at the close of business prior to the date of the Underwriting Agreement; or (b) (Share Price): the Shares close lower than the Offer price for three consecutive days; or (c) (No Official Quotation): Official Quotation has not been applied for in respect of all the Shares offer under this Prospectus by the shortfall notice deadline date or, having been applied for, is subsequently withdrawn, withheld or qualified; or (d) (Supplementary Prospectus): the Underwriter forms the view on reasonable grounds that a supplementary or replacement Prospectus should be lodged with ASIC which the Company fails to lodge within such time as the Underwriter may reasonably require, or without the prior written agreement of the Underwriter; or (e) (Non-compliance with disclosure requirements): it transpires that this Prospectus does not contain all the information required by the Corporations Act; or (f) (Misleading Prospectus): it transpires that there is a statement or omission in this Prospectus that is misleading or deceptive in a material respect or likely to mislead or deceive in a material respect; (g) (Restriction on allotment): the Company is prevented from issuing the Shares under the Offer within the time required by the Underwriting Agreement, the

Corporations Act, the ASX Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi-governmental agency or authority;

- (h) **(Withdrawal of consent to Prospectus)**: any person (other than the Underwriter) who has previously consented to the inclusion of its, his or her name in this Prospectus or to be named in this Prospectus, withdraws that consent;
- (i) **(ASIC application)**: an application is made by ASIC for an order under section 1324B or any other provision of the Corporations Act in relation to this Prospectus and that application has not been dismissed or withdrawn;
- (j) **(Takeovers Panel)**: the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the Corporations Act, or an application for such a declaration is made to the Takeovers Panel;
- (k) **(Hostilities)**: there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of this Agreement involving one or more of Australia, New Zealand, Japan, Russia, the United Kingdom, the United States of America, France, North Korea, the People's Republic of China, Israel or any member of the European Union;
- (l) **(Authorisation)**: any authorisation which is material to anything referred to in this Prospectus is repealed, revoked or terminated or expires, or is modified or amended in a manner unacceptable to the Underwriter (acting reasonably);
- (m) **(Indictable offence)**: a director or senior manager of a Company group member is charged with an indictable offence;
- (n) **(Termination Events)**: any of the following occurs which causes a material adverse effect to the Company:
 - (i) **(Default)**: default or breach by the Company under the Underwriting Agreement of any terms, condition, covenant or undertaking which is not remedied by the Company within 5 business days of notification by the Underwriter;
 - (ii) **(Incorrect or untrue representation)**: any representation, warranty or undertaking given by the Company in the Underwriting Agreement is or becomes untrue or incorrect in a material respect;
 - (iii) **(Contravention of constitution or Act)**: a contravention by a Company group member of any provision of its constitution, the Corporations Act, the ASX Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX;
 - (iv) **(Adverse change)**: an event occurs which gives rise to a material adverse effect after the date of the Underwriting Agreement in the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of any Company group member;
 - (v) **(Error in Due Diligence Results)**: it transpires that any of the due diligence results or any part of the

verification material was false, misleading or deceptive in a material respect or that there was a material omission from them;

- (vi) **(Significant change)**: a "new circumstance" as referred to in section 719(1) of the Corporations Act arises that is materially adverse from the point of view of an investor;
- (vii) **(Public statements)**: without the prior approval of the Underwriter a public statement is made by the Company in relation to the Offer or the Prospectus except where such statement is required by law or the ASX Listing Rules;
- (viii) **(Misleading information)**: any information supplied at any time by the Company or any person on its behalf to the Underwriter in respect of any aspect of the Offer or the affairs of any Company group member is or becomes misleading or deceptive or likely to mislead or deceive;
- (ix) **(Change in Act or policy)**: there is introduced or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any of its States or Territories any Act or prospective Act or budget or the Reserve Bank of Australia or any Commonwealth or State authority adopts or announces a proposal to adopt any new, or any major change in, existing, monetary, taxation, exchange or fiscal policy which if enacted would have a material adverse effect;
- (x) **(Suspension of debt payments)**: the Company suspends payment of its debts generally;
- (xi) **(Event of Insolvency)**: an event of insolvency occurs in respect of Company group member;
- (xii) **(Judgment against a Relevant Company)**: a judgment in an amount exceeding \$50,000 is obtained against a Company group member and is not set aside or satisfied within 7 days;
- (xiii) **(Litigation)**: material litigation, arbitration, administrative or industrial proceedings are after the date of the Underwriting Agreement commenced against any Company group member, other than any claims disclosed to the Underwriter in writing prior to the date of the Underwriting Agreement or foreshadowed in this Prospectus;
- (xiv) **(Board and senior management composition)**: there is a change in the composition of the Board or a change in the senior management of the Company before completion of the Offer without the prior written consent of the Underwriter (acting reasonably);
- (xv) **(Change in shareholdings)**: there is a material change in the major or controlling shareholdings of a Company group member or a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to a Company group member;
- (xvi) **(Timetable)**: there is a delay in any specified date in the Offer timetable which is greater than 3 business days, without the written consent of the Underwriter

(such consent not to be unreasonably withheld or delayed);

- (xvii) (**Force Majeure**): a force majeure affecting the Company's business or any obligation under the Underwriting Agreement lasting in excess of 7 days occurs;
- (xviii) (**Certain resolutions passed**): a Company group member passes or takes any steps to pass a resolution under section 254N, section 257A or section 260B of the Corporations Act or a resolution to amend its constitution without the prior written consent of the Underwriter;
- (xix) (**Capital Structure**): any Company group member alters its capital structure in any manner not contemplated by this Prospectus except in respect of the exercise of Options on issue at the date of the Underwriting Agreement or the issue of convertible securities under the Company's employee incentive plan;
- (xx) (**Investigation**): any person is appointed under any legislation in respect of companies to investigate the affairs of a Company group member; or
- (xxi) (**Market Conditions**): a suspension or material limitation in trading generally on ASX occurs or any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, Japan, the United Kingdom, the United States of America or other international financial markets.

The Underwriting Agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

6.4.3 Sub-Underwriting Agreement

The Underwriter has entered into a sub-underwriting agreement with Director Mark Edward Waller <The M E Family Trust>, pursuant to which Mr Waller has agreed to sub-underwrite the Offer (**Sub-Underwriting Agreement**) on the following material terms:

- (a) Mr Waller has agreed to sub-underwrite \$250,000 (16,666,667 Shares and 8,333,333 New Options) (**Sub-Underwriting Commitment**); and
- (b) the Sub-Underwriting Agreement shall terminate if the Underwriter's obligations under the Underwriting Agreement cease or are terminated.

The Sub-Underwriting Agreement is otherwise made on terms and conditions considered standard for an agreement of this nature.

6.5 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;

- (b) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offer.

Security holdings

The relevant interest of each of the Directors in the Securities as at the date of this Prospectus, together with their respective Entitlement, is set in Section 1.4.

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$500,000 per annum.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options and Performance Rights subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive Directors for the financial years ended 31 December 2021, 2022 and 2023.

Director	Remuneration for FY ending 31 December 2021	Remuneration for FY ending 31 December 2022	Proposed Remuneration for FY ending 31 December 2023
Winton Willesee ²	\$66,000	\$60,750	\$86,133
Mark Waller ¹	Nil	\$424,124	\$287,666
Nathan Kerr	Nil	\$424,761	\$287,666

Director	Remuneration for FY ending 31 December 2021	Remuneration for FY ending 31 December 2022	Proposed Remuneration for FY ending 31 December 2023
Russell Baskerville	Nil	\$80,611	\$110,333

Notes:

1. Mark Waller is owed \$174,050 under a loan he provided to Mobile Business Devices Pty Ltd, a wholly owned subsidiary of the Company (**MBD Loan**). Additionally, Mark Waller's spouse owns 50% of the issued capital in Forrest Private Wealth Pty Ltd, an entity from which the Company sub-leases business premises for a monthly fee of \$5,000 (**Sublease**). The Company intends to pay outstanding moneys owing under the MBD Loan and any current or future owing money under the Sublease, from the Company's future revenues and/or collection of outstanding debtors.
2. Additionally, the Company is party to an agreement with Azalea Corporate Services Pty Ltd (**Azalea**), a company controlled by Director, Winton Willesee, for the provision of company secretary, accounting and registered office services for a monthly fee of \$11,000 (exclusive of GST). The Company has also agreed to pay Azalea an additional fee of \$8,000 (exclusive of GST) for services provided in connection with the Offer.

6.6 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
- (f) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offer.

Canaccord has acted as the Lead Manager and Underwriter of the Offer. The Company estimates it will pay Canaccord the fees set out in Section 6.4.1 for these services. During the 24 months preceding lodgement of this Prospectus

with the ASIC, Canaccord has received \$363,000 (including GST) in fees from the Company.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$25,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling approximately \$374,073 (excluding GST and disbursements) for legal services provided to the Company.

6.7 Consents

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

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section; and
- (c) has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Canaccord has given its written consent to being named as the Underwriter and Lead Manager to the Offer in this Prospectus.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus.

6.8 Expenses of the offer

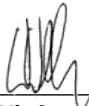
The total expenses of the Offer assuming both the Underwritten Amount and the Full Subscription are raised are estimated to be approximately \$139,572 and \$187,593 (excluding GST) respectively and are expected to be applied towards the items set out in the table below:

	Underwritten Amount (\$)	Full Subscription (\$)
ASIC fees	\$3,206	\$3,206
ASX fees	\$11,366	\$16,380
Underwriting fees	\$60,000	\$103,007
Legal fees	\$25,000	\$25,000
Registry, printing, distribution and other	\$40,000	\$40,000
Total	\$139,572	\$187,593

7. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.



Winton Willesee
Non-Executive Director
For and on behalf of
One Click Group Limited

8. GLOSSARY

\$ means the lawful currency of the Commonwealth of Australia.

Application Form means an Entitlement and Acceptance Form or Shortfall Application Form as the context requires.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHESS.

Board means the board of Directors unless the context indicates otherwise.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

Canaccord means Canaccord Genuity (Australia) Limited (ACN 075 071 466) (AFSL 234666).

Closing Date means the date specified in the timetable set out at Section 1 (unless extended).

Company means One Click Group Limited (ACN 616 062 072).

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

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

CRN means Customer Reference Number in relation to BPAY®.

Directors means the directors of the Company as at the date of this Prospectus.

Eligible Shareholder means a Shareholder as at the Record Date who is eligible to participate in the Offer.

Entitlement means the entitlement of an eligible Shareholder to participate in the Offer.

Entitlement and Acceptance Form means the entitlement and acceptance form either attached to or accompanying this Prospectus.

Exercise Price means the exercise price of the New Options.

Full Subscription means \$1,716,782 being the maximum amount which can be raised under the Offer.

Lead Manager means Canaccord Genuity (Australia) Limited (ACN 075 071 466) (AFSL 234666) pursuant to the Lead Manager Mandate.

Lead Manager Mandate means the mandate letter entered into between the Company and the Lead Manager as summarised at Section 6.4.1.

New Option means an Option issued on the terms set out in Section 4.2.

Offer means the non-renounceable entitlement issue of Shares together with free-attaching New Options pursuant to this Prospectus as set out in Section 2.1.

Offer Price means \$0.015 per Share applied for under the Offer.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Option Entitlement Ratio means an entitlement ratio of one (1) free attaching New Option for every 2 Shares applied for and issued under the Offer.

Prospectus means this prospectus.

Performance Right means a performance right convertible into a Share.

Record Date means the date specified in the timetable set out at Section 1.

Replacement Prospectus means the prospectus dated 1 July 2022 relating to the re-admission of the Company to the Official List and the Securities of the Company.

Section means a section of this Prospectus.

Securities means Shares, Options and/or Performance Rights as the context requires.

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

Shareholder means a holder of a Share.

Share Entitlement Ratio means an entitlement ratio of one (1) Share for every six (6) Shares held by eligible shareholders as at the Record Date.

Shortfall means the Securities not applied for under the Offer (if any).

Shortfall Application Form means the Shortfall Offer application form either attached to or accompanying this Prospectus.

Shortfall Offer means the offer of the Shortfall Securities on the terms and conditions set out in Section 2.6.

Shortfall Securities means those Securities not applied for under the Offer (if any) and offered pursuant to the Shortfall Offer.

Underwriter means Canaccord Genuity (Australia) Limited (ACN 075 071 466) (AFSL 234666) pursuant to the Underwriting Agreement.

Underwriting Agreement means the agreement entered between the Company and the Underwriter as summarised at Section 6.4.2.

Underwritten Amount has the meaning given in Section 6.4.2.

Underwritten Securities has the meaning given in Section 6.4.2.

WST means Western Standard Time as observed in Perth, Western Australia.

2023 AGM Notice means the Notice of Meeting released to Shareholders on 24 April 2023 for the Annual General Meeting held 24 May 2023.