

ONE CLICK GROUP LIMITED
ACN 616 062 072

PROSPECTUS

For the offers of:

- (a) up to 401,234,568 New Options to participants in the Placement, on the basis of one New Option for every one Share subscribed for and issued under the Placement (**Placement Options**) (**Placement Offer**); and
- (b) up to 50,000,000 New Options to Euroz Hartleys Limited (or its nominees) (**Broker Options**) (**Broker Offer**),

(together, the **Offers**).

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 stockbroker, accountant or other professional adviser.

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

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CORPORATE DIRECTORY

Directors

Mark Waller (Managing Director)
Russell Baskerville (Non-Executive Chair)
Nathan Kerr (Executive Director and Chief
Technology Officer)
Winton Willesee (Non-Executive Director)

Company Secretary

Erlyn Dawson

Share Registry*

Computershare Investor Services Pty Limited
Level 11, 172 St Georges Terrace
Perth WA 6000
Telephone: +61 8 6188 0800

ASX Code

ICG

Registered Office

Suite 5 CPC,
145 Stirling Highway
NEDLANDS WA 6009

Telephone: + 61 8 9389 3160

Email: hello@oneclicklife.com.au
Website: <https://oneclickgroup.com.au/>

Solicitors

Steinepreis Paganin
Level 14, QV1 Building
250 St Georges Terrace
PERTH WA 6000

Auditor*

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

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

1. TIMETABLE AND IMPORTANT NOTES

1.1 Timetable

ACTION	DATE*
Announcement of Placement	17 October 2024
Issue of Tranche 1 Placement Shares and cleansing notice	25 October 2024
Notice of General Meeting dispatched	18 November 2024
Lodgement of this Prospectus with ASIC Opening date of the Offers under the Prospectus	6 December 2024
Date of General Meeting	17 December 2024
Closing Date of the Offers	17 December 2024
Issue of Tranche 2 Placement Shares and cleansing notice	18 December 2024
Issue of New Options under the Offers	18 December 2024
Quotation of Tranche 2 Placement Shares	19 December 2024

* The above dates are indicative only and may change without prior notice.

1.2 Important Notes

This Prospectus is dated 6 December 2024 and was lodged with the ASIC on that date. The ASIC, the 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.

Applications for Securities offered pursuant to this Prospectus can only be submitted on an original an Application Form which accompanies this Prospectus.

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. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

1.3 Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of New Options under this Prospectus. The Company and the Lead Manager 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 Offers you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

1.4 Risk factors

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 6 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Securities in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

1.5 Taxation implications

The Directors do not consider it appropriate to give Shareholder's advice regarding the taxation consequences of applying for Securities under this Prospectus. The Company, its

advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders. As a result, Shareholders should consult their professional tax adviser in connection with applying for Securities under this Prospectus.

1.6 Overseas Investors

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. This Prospectus does not constitute an offer of Securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue in this Prospectus.

1.7 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 our 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 our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 6.

1.8 Website – 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 resident and must only access this Prospectus from within Australia.

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. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

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.

1.9 Disclaimer

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

1.10 Investment Advice

This Prospectus does not provide investment advice and has been prepared without taking account of your financial objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional investment advice before subscribing for securities under this Prospectus.

2. BACKGROUND TO THE OFFERS

2.1 Placement

As announced on 17 October 2024, the Company received firm commitments to raise a total of up to approximately \$3,250,000 (before costs) through the issue of up to 401,234,568 Shares to new and existing institutional, professional and sophisticated investors (**Placement Participants**), at an issue price of \$0.0081 per Share together with one free-attaching Option exercisable at \$0.01 on or before the date that is 3 years from the date of issue (**New Option**) for every one Share subscribed for and issued (**Placement**).

The Placement comprises:

- (a) 174,074,075 Shares (**Tranche 1 Placement Shares**) issued to Placement Participants unrelated to the Company on 25 October 2024, comprising:
 - (i) 98,094,728 Shares under the Company's placement capacity under Listing Rule 7.1; and
 - (ii) 75,979,347 Shares under the Company's placement capacity under Listing Rule 7.1A;
- (b) up to 227,160,493 Shares (**Tranche 2 Placement Shares**) which will be issued to Placement Participants, subject to the Company obtaining Shareholder approval at its upcoming general meeting to be held on 17 December 2024 (**General Meeting**); and
- (c) up to 401,234,568 New Options which will be issued to the Placement Participants on a 1 for 1 basis free attaching to the Tranche 1 Placement Shares and Tranche 2 Placement Shares (**Placement Options**), subject to the Company obtaining Shareholder approval at the General Meeting.

An aggregate of up to 91,851,852 Tranche 2 Placement Shares and up to 91,851,852 Placement Options are to be issued to Directors, Russell Baskerville, Mark Waller, Nathan Kerr and Winton Willesee (or their respective nominees) each of whom wish to participate in the Placement on the same terms as unrelated participants of the Placement, subject to the Company obtaining Shareholder approval at the General Meeting.

Shareholder approval to issue the Tranche 2 Placement Shares and Placement Options is being sought at the General Meeting. The Placement Options are the subject of the Placement Offer under this Prospectus.

2.2 Lead Manager

The Company appointed Euroz Hartleys Limited (**Euroz Hartleys** or **Lead Manager**) to act as lead manager to the Placement pursuant to a lead manager mandate executed on 15 October 2024 (**Lead Manager Mandate**). In consideration for lead manager services provided in relation to the Placement, the Company agreed to:

- (a) pay Euroz Hartleys a capital raising fee of 5% plus GST of the total gross proceeds raised under the Placement; and
- (b) issue Euroz Hartleys (and/or their nominees) 50,000,000 New Options, subject to the Company obtaining the approval of Shareholders at the General Meeting (**Broker Options**).

Refer to Section 7.4 for a summary of the material terms of the Lead Manager Mandate. The Broker Options are the subject of the Broker Offer under this Prospectus.

2.3 General Meeting

The General Meeting is to be held on 17 December 2024 at which Shareholder approval will be sought for:

- (a) the ratification of the previous issue of the Tranche 1 Placement Shares using the Company's placement capacity under both Listing Rule 7.1 and Listing Rule 7.1A;

- (b) the issue of up to 227,160,493 Tranche 2 Placement Shares (including an issue of an aggregate of 91,851,852 Tranche 2 Placement Shares to be issued to the Directors (or their respective nominees));
- (c) the issue of up to 401,234,568 Placement Options (including an issue of an aggregate of 91,851,852 Placement Options to be issued to the Directors (or their respective nominees)); and
- (d) the issue of 50,000,000 Broker Options to Euroz Hartleys (or their nominees) under the Broker Offer.

Details of the resolutions and further information are included in the Notice of General Meeting dispatched to Shareholders on 18 November 2024.

3. DETAILS OF THE OFFERS

3.1 The Offers

(a) Placement Offer

The Placement Offer is an offer of one New Option for every one Share subscribed for and issued under the Placement by the Placement Participants.

The Placement Offer is a conditional offer, subject to the satisfaction of the conditions set out in Section 3.2 below.

Based on the maximum number of Shares to be issued under the Placement, 401,234,568 New Options will be issued under the Placement Offer. The Placement Offer will only be extended to the Placement Participants. Accordingly, Application Forms in relation to the Placement Offer will only be provided by the Company to the Placement Participants.

The New Options to be issued under the Placement Offer will be issued on the terms and conditions set out in Section 5.1.

Any Shares issued upon the future exercise of New Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 5.2 for further information regarding the rights and liabilities attaching to Shares.

No funds will be raised pursuant to the Placement Offer as the New Options are being issued free attaching at a nil issue price in accordance with the terms of the Placement.

(b) Broker Offer

The Broker Offer is the offer of 50,000,000 New Options to Euroz Hartleys (and/or their nominees).

The Broker Offer is a conditional offer, subject to the satisfaction of the conditions set out in Section 3.2 below.

The Broker Offer will only be extended to Euroz Hartleys (and/or their nominees). Accordingly, Application Forms in relation to the Broker Offer will only be provided by the Company to Euroz Hartleys (and/or their nominees).

The New Options to be issued under the Broker Offer will be issued on the terms and conditions set out in Section 5.1.

Any Shares issued upon the future exercise of New Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 5.2 for further information regarding the rights and liabilities attaching to Shares.

No funds will be raised pursuant to the Broker Offer as the New Options are being issued at a nil issue price in consideration for lead manager services provided to the Company by the Lead Manager in relation to the Placement.

3.2 Conditions of the Offers

The Offers are conditional upon Shareholders approving the relevant resolution to issue the New Options to the Placement Participants and Euroz Hartleys (and/or their nominees) at

the General Meeting. No New Options will be issued under the Placement Offer and/or Broker Offer until this condition is satisfied.

Details of the General Meeting are set out in Section 2.3.

3.3 Minimum subscription

There is no minimum subscription to the Offers.

3.4 Not underwritten

The Offers are not underwritten.

3.5 Applications

(a) Placement Offer

Applications for New Options under the Placement Offer must only be made by Placement Participants using the Application Form attached to or accompanying this Prospectus. Applicants under the Placement Offer must lodge their Application Form as directed. No payment is required to subscribe for New Options under the Placement Offer. All applications under the Placement Offer, once received, are irrevocable. The Company reserves all discretions in relation to applications in the Placement Offer.

(b) The Broker Offer

Applications for New Options under the Broker Offer must only be made by the Euroz Hartleys (and/or their nominees) using the Application Form attached to or accompanying this Prospectus. Applicants under the Broker Offer must lodge their Application Form as directed. No payment is required to subscribe for New Options under the Broker Offer. All applications under the Broker Offer, once received, are irrevocable. The Company reserves all discretions in relation to applications in the Broker Offer.

3.6 Issue of Options

Options issued under the Offers will be issued in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus. Placement Participants will be entitled to apply for one Option under the Placement Offer for every one Share subscribed for and issued under the Placement. The Directors reserve the right to reject any application or to allocate any Applicant fewer Options than the number applied for if the number applied for exceeds the number of Options the Applicant is entitled to.

3.7 Implications of an application

By completing an Application Form, applicants will be taken to have declared that all details and statements made by them are complete and accurate and that they have personally received the Application Form together with a complete and unaltered copy of this Prospectus. Completed Application Forms must be returned in accordance with the instructions on the Application Form, with sufficient time to be received by or on behalf of the Company **no later than 5.00pm (WST) on the Closing Date**.

3.8 Issue

The issue of New Options under the Offers is anticipated to take place in accordance with the ASX Listing Rules and the indicative timetable set out at Section 1.1. Holding statements for the New Options issued under the Offers will be mailed as soon as practicable after the date of issue.

3.9 Defects in Application Forms

If an Application Form is not completed correctly, the Company may, in its sole discretion, still treat the Application Form to be valid. The Company's decision to treat an application as valid, or how to construe, amend or complete it, will be final.

3.10 Restrictions on the distribution of the Prospectus

The Offers do not, and are 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. The Offers are not being extended and Securities will not be issued to investors with a registered address which is outside Australia.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up Securities on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

3.11 Enquiries

Any questions concerning the Offers should be directed to the Company Secretary on + 61 8 9389 3160.

4. PURPOSE AND EFFECT OF THE OFFERS

4.1 Purpose of the Offers

(a) Placement Offer

The purpose of the Placement Offer is to remove any trading restrictions attaching to the Placement Options and any Shares issued on exercise of these Options, given that the Placement Options are being issued with disclosure under this Prospectus. The Placement Offer will ensure that any Shares issued on exercise of the Placement Options can be on-sold within 12 months of their issue, without a disclosure document for the on-sale offer.

No funds will be raised directly under the Placement Offer as the Placement Options are being issued free attaching at a nil issue price in accordance with the terms of the Placement. However, if all of the Placement Options are exercised, the Company will receive approximately \$4,012,346 in aggregate, by virtue of payment of the exercise price.

(b) Broker Offer

The purpose of the Broker Offer is to remove any trading restrictions attaching to the Broker Options and any Shares issued on exercise of these Options, given that the Broker Options are being issued with disclosure under this Prospectus. The Broker Offer will ensure that any Shares issued on exercise of the Broker Options can be on-sold within 12 months of their issue, without a disclosure document for the on-sale offer.

No funds will be raised directly under the Broker Offer as the Broker Options are being issued in consideration for lead manager services provided by the Lead Manager in relation to the Placement. However, if all of the Broker Options are exercised, the Company will receive \$500,000 in aggregate, by virtue of payment of the exercise price.

4.2 Use of funds

The Company is seeking to raise up to \$3,250,000 under the Placement (before costs). For further information regarding the Placement, please refer to Section 2.1.

In addition to the expenses of the Placement and the Offers, the Company intends to use the funds raised under the Placement to continue to execute on its growth strategy including, but not limited to, marketing, funding of next day refunds, new product development and working capital. Please refer to the Company's ASX announcement released on 17 October 2024 for further information.

4.3 Effect of the Placement and Offers

The principal effect of the Placement and the Offers, assuming the Company issues the maximum number of Securities, will be to:

- (a) increase the cash reserves by \$3,250,000 (before deducting the estimated expenses of the Placement and Offers);
- (b) increase the number of Shares on issue to 1,176,028,046; and
- (c) increase the number of Options on issue from 90,040,348 to 541,274,916 Options (including the New Options to be issued under the Placement Offer and the Broker Offer),

following completion of the Placement and the Offers.

4.4 Effect of the Offers on capital structure

The effect of the Offers on the Company's capital structure is set out below.

SHARES	NUMBER
Shares currently on issue ¹	948,867,553

Issue of Tranche 2 Placement Shares ²	227,160,493
Total Shares on issue on completion of the Offers³	1,176,028,046

Notes:

- Inclusive of the 174,074,075 Tranche 1 Placement Shares issued on 25 October 2024.
- Subject to Shareholder approval at the General Meeting.

OPTIONS	NUMBER
Options currently on issue ¹	90,040,348
Issue of Placement Options ²	401,234,568
Issue of Broker Options ²	50,000,000
Total Options on issue on completion of the Offers³	541,274,916

Notes:

- Comprising:
 - 36,540,346 quoted Options (ICGO) exercisable on or before 17 November 2026;
 - 12,500,000 unquoted Options (ICGAQ) exercisable at \$0.025 each on or before 15 September 2025;
 - 25,000,000 unquoted Options (ICGAS) exercisable at \$0.03 each on or before 23 September 2025; and
 - 16,000,002 unquoted Options (ICGAA) exercisable at \$0.025 each on or before 21 June 2026.
- Subject to Shareholder approval at the General Meeting. The rights and liabilities attaching to the New Options are summarised in Section 5.1.
- This assumes that no Options currently on issue are exercised prior to completion of the Offers.

PERFORMANCE RIGHTS	NUMBER
Performance Rights currently on issue ¹	112,924,998
Performance Rights offered under the Offers	Nil
Total Performance Rights on issue on completion of the Offers²	112,924,998

Notes:

- Comprising 17,925,000 Employee Performance Rights (ICGAC) and 94,999,998 Performance Rights (ICGAB).
- This assumes that no Performance Rights vest and are exercised prior to completion of the Offers.

4.5 Pro-forma balance sheet

The auditor reviewed balance sheet as at 30 June 2024 and the pro-forma balance sheet as at 30 June 2024 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 as a result of the Placement and the Offers.

The pro-forma balance sheet has been prepared assuming the maximum number of Securities offered under this Prospectus are issued, no existing Options are exercised and including expenses of the Placement and Offers.

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 above. 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.

	AUDITED 30 JUNE 2024	PROFORMA 30 JUNE 2024
	\$	\$
CURRENT ASSETS		
Cash and cash equivalents	2,663,166	5,703,166
Trade and other receivables	2,254,336	2,254,336

	AUDITED 30 JUNE 2024	PROFORMA 30 JUNE 2024
	\$	\$
Other current assets	574,382	574,382
TOTAL CURRENT ASSETS	5,491,884	8,531,884
NON-CURRENT ASSETS		
Property, plant and equipment	7,435	7,435
Intangible assets	489,147	489,147
TOTAL NON-CURRENT ASSETS	496,582	496,582
TOTAL ASSETS	5,988,466	9,028,466
CURRENT LIABILITIES		
Trade and other payables	1,676,526	1,676,526
Loan payable	3,305,000	3,305,000
Employee benefits	267,874	267,874
TOTAL CURRENT LIABILITIES	5,249,400	5,249,400
NON-CURRENT LIABILITIES		
Financial liabilities	174,050	174,050
TOTAL NON-CURRENT LIABILITIES	174,050	174,050
TOTAL LIABILITIES	5,423,450	5,423,450
NET ASSETS	565,016	3,605,016
EQUITY		
Contributed equity	12,952,198	15,992,198
Reserves	1,639,090	1,639,090
Accumulated losses	(14,026,272)	(14,026,272)
TOTAL EQUITY	565,016	3,605,016

5. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

5.1 Terms and Conditions of the New Options

The terms and conditions of the New Options are as follows:

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.01 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on or before the date that is 3 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each 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 Option being exercised in cleared funds (**Exercise Date**).

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

Within five 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 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 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 Options rank equally with the then issued shares of the Company.
- (i) **Quotation of Shares issued on exercise**
- Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.
- (j) **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.
- (k) **Participation in new issues**
- There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (l) **Change in exercise price**
- An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- (m) **Transferability**
- The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

5.2 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.

6. RISK FACTORS

6.1 Introduction

The Securities offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this Section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Securities.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

6.2 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 marketing	<p>The growth of new direct users of the Company's products 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</p>

RISK CATEGORY	RISK
	the Company's business, financial condition, operating and financial performance and/or growth.
Failure to execute growth strategy and establish brand	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.
Failure to effectively manage growth	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.
Domain name risks	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.
Failures or disruptions to platform and third party providers	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 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.
Reputational damage	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

RISK CATEGORY	RISK
	<p>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 31 December 2022, 31 December 2023 and the half year ending 30 June 2024, the Company generated net losses of \$6,907,854, \$2,599,477 and \$1,232,336 respectively.</p> <p>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>
<p>Collection of debtors</p>	<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</p>

RISK CATEGORY	RISK
	<p>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>
<p>Loss of key management personnel</p>	<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>
<p>Competitors and new market entrants</p>	<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>
<p>Activities of fraudulent parties</p>	<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>
<p>Protection and ownership of technology and intellectual property</p>	<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. 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</p>

RISK CATEGORY	RISK
	<p>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.</p>
<p>Technology may be superseded by other technology or changes in business practice</p>	<p>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.</p>
<p>Reliance on internet</p>	<p>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.</p>
<p>Exposure to potential security breaches and data protection issues</p>	<p>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.</p>
<p>Privacy and protection risk</p>	<p>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 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 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.</p>
<p>Consumer preferences</p>	<p>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</p>

RISK CATEGORY	RISK
	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.

6.3 General risks

CATEGORY OF RISK	RISK
Future funding requirements and ability to access debt and equity markets	<p>On completion of the Placement, 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 Placement.</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 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>
Fluctuations in market price of the Shares	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

CATEGORY OF RISK	RISK
	<p>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> <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</p>

CATEGORY OF RISK	RISK
	connection with any investment in the Company and the consequences of acquiring and disposing of Shares.
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> <ul style="list-style-type: none"> (a) general economic outlook; (b) introduction of tax reform or other new legislation; (c) interest rates and inflation rates; (d) global health pandemics; (e) currency fluctuations; (f) changes in investor sentiment toward particular market sectors; (g) the demand for, and supply of, capital; and (h) 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	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.
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

CATEGORY OF RISK	RISK
	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.

6.4 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.

7. ADDITIONAL INFORMATION

7.1 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.

7.2 Continuous disclosure obligations

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

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

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the relevant 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 or an ASIC office during normal office hours.

Details of documents lodged 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	ANNOUNCEMENT
18 November 2024	Notice of General Meeting/Proxy Form
31 October 2024	Investor Presentation
29 October 2024	Quarterly Activities/Appendix 4C Cash Flow Report
25 October 2024	Secondary Trading Notice
25 October 2024	Application for quotation of securities - 1CG
17 October 2024	Proposed issue of securities - 1CG
17 October 2024	One Click Secures Commitments for \$3.25m Placement
15 October 2024	Trading Halt
27 September 2024	Application for quotation of securities - 1CG
20 September 2024	Restricted Securities to Released from Escrow
30 August 2024	2024 Half Year Presentation
30 August 2024	HY2024 Results Announcement
30 August 2024	Half Yearly Report and Accounts
29 August 2024	YTD Revenue Exceeds Entire CY2023
31 July 2024	Quarterly Activities/Appendix 4C Cash Flow Report
24 July 2024	Significant Demand in July sees Revenue up 40% Year to Date
18 July 2024	OneClick Surpasses 150,000 Registered Users
3 July 2024	Strong Demand for 'Next Day Refunds' Tax Product
25 June 2024	Change of Director's Interest Notice x4
21 June 2024	Notification regarding unquoted securities - 1CG
21 June 2024	Secondary Trading Notice
21 June 2024	Application for quotation of securities - 1CG
21 June 2024	Notification regarding unquoted securities - 1CG
20 June 2024	Proposed issue of securities - 1CG
20 June 2024	Change of Director's Interest Notice
14 June 2024	Change of Director's Interest Notice
12 June 2024	Investor Presentation - Sharewise Webinar
11 June 2024	MD Presentation - Sharewise Webinar Link
11 June 2024	Change of Director's Interest Notice
11 June 2024	Change of Director's Interest Notice
4 June 2024	Change of Director's Interest Notice
24 May 2024	Amended Constitution
23 May 2024	Results of Meeting
30 April 2024	Quarterly Activities/Appendix 4C Cash Flow Report
22 April 2024	Notice of Annual General Meeting/Proxy Form
29 February 2024	FY 2023 Results Announcement

DATE	ANNOUNCEMENT
29 February 2024	Appendix 4G and Corporate Governance Statement

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/>).

7.3 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 most recent dates of those sales were:

	PRICE	DATE
Highest	\$0.015	13 November 2024 and 14 November 2024
Lowest	\$0.080	10 September 2024
Last	\$0.013	5 December 2024

7.4 Lead Manager Mandate

The Company entered into the Lead Manager Mandate pursuant to which the Company engaged Euroz Hartleys to act as lead manager to the Placement. The material terms and conditions of the Lead Manager Mandate are summarised below:

Fees	The Company agreed to pay the following fees (exclusive of GST) to the Lead Manager: (a) a capital raising fee and management fee of an aggregate of 5.0% of the gross proceeds raised under the Placement to be paid in cash; and (b) 50,000,000 Broker Options on the same terms as the Placement Options, subject to the Company obtaining Shareholder approval.
First right to act	During the 12-month period following execution of the Lead Manager Mandate, the Company will consult with Euroz Hartleys in respect of all equity or hybrid capital raising initiatives, howsoever structured, (Capital Raising) and offer Euroz Hartleys first right to act as lead manager to the offer in respect of any Capital Raising that the Company undertakes.

The Lead Manager Mandate contains other terms and conditions considered standard for an agreement of its nature. This includes, but is not limited to, clauses in relation to termination, representations and warranties, indemnities and confidential information.

7.5 Details of substantial holders

Based on publicly available information as at the date of this Prospectus, the following persons (together with their associates) have a relevant interest in 5% or more of the Shares on issue in the Company:

SHAREHOLDER	SHARES	%
Mark Edward Waller <The M E Family Trust>	66,288,002	6.99%

Notes:

- Based on the total issued capital of 948,867,553 Shares prior to the issue of the Tranche 2 Placement Shares.

The Company confirms that no existing Shareholder will increase its Shareholding to above 19.9% as a result of the Placement or the Offers. The voting power of Mark Edward Waller <The M E Family Trust> in the Company is expected to increase to approximately 8.65% as a result of the Placement.

7.6 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner or director, either to induce them to become, or to qualify them as, a Director or otherwise for services rendered by them or by the firm in connection with the formation or promotion of the Company or the Offers.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus and following completion of the Placement and the Offers is set out in the table below.

At the Date of this Prospectus

DIRECTOR	SHARES	OPTIONS	PERFORMANCE RIGHTS
Mark Waller	66,288,002 ¹	13,321,836 ⁵	31,166,666 ⁹
Nathan Kerr	25,065,931 ²	5,333,334 ⁶	31,166,666 ¹⁰
Russell Baskerville	30,957,207 ³	4,806,469 ⁷	7,333,333 ¹¹
Winton Willesee	8,000,000 ⁴	4,143,378 ⁸	4,333,333 ¹²

On completion of the Offers

DIRECTOR	SHARES	OPTIONS ²	PERFORMANCE RIGHTS
Mark Waller	101,670,718 ¹	48,704,552 ⁵	31,166,666 ⁹
Nathan Kerr	37,411,610 ²	17,679,013 ⁶	31,166,666 ¹⁰
Russell Baskerville	71,080,664 ³	44,929,926 ⁷	7,333,333 ¹¹
Winton Willesee	12,000,000 ⁴	8,143,378 ⁸	4,333,333 ¹²

Notes:

- Held indirectly by Mark Edward Waller <The M E Waller Family Trust> (of which Mr Waller is a beneficiary) of which 21,949,930 Shares are escrowed for 24 months from Official Quotation. Following completion of the Offers Mr Waller's holding includes 35,382,716 Tranche 2 Placement Shares to be issued following Shareholder approval at the General Meeting.
- Held indirectly by Nathan Jeffery Thomas Kerr <The Jadiwa Family Trust> (of which Mr Kerr is a beneficiary) of which 13,846,806 Shares are escrowed for 24 months from Official Quotation. Following completion of the Offers Mr Kerr's holding includes 12,345,679 Tranche 2 Placement Shares to be issued following Shareholder approval at the General Meeting.
- Held indirectly by Baskerville Investments Pty Ltd (a director related entity) of which 14,664,717 Shares are escrowed for 24 months from Official Quotation. Following completion of the Offers Mr Baskerville's holding includes 40,123,457 Tranche 2 Placement Shares to be issued following Shareholder approval at the General Meeting.

4. Held indirectly by (Silverinch Pty Limited <The Silverinch S/F A/C> (a director related entity). Following completion of the Offers Mr Willesee's holding includes 4,000,000 Tranche 2 Placement Shares to be issued following Shareholder approval at the General Meeting.
5. Comprising 5,333,334 unquoted Options exercisable at \$0.025 on or before 21 June 2026 and 7,988,502 quoted Options exercisable at \$0.03 on or before 17 November 2026 held indirectly by Mark Edward Waller <The M E Waller Family Trust>.
6. Comprising 5,333,334 unquoted Options exercisable at \$0.025 on or before 21 June 2026 held indirectly by Nathan Jeffery Thomas Kerr <The Jadiwa Family Trust>.
7. Comprising 2,139,802 quoted Options exercisable at \$0.03 on or before 17 November 2026 and 2,666,667 unquoted Options exercisable at \$0.025 on or before 31 June 2026 held indirectly held by Baskerville Investments Pty Ltd.
8. Comprising 476,711 quoted Options exercisable \$0.03 on or before 17 November 2026 held indirectly by Silverinch Pty Limited <The Silverinch S/F A/C> 1,000,000 quoted Options exercisable \$0.03 on or before 17 November 2026 held indirectly by Kingston One Proprietary Ltd <Chiltern Rowant A/C> and 2,666,667 unquoted Options exercisable \$0.025 on or before 21 June 2026 held indirectly by Chincerinchee Nominees Pty Ltd.
9. Held indirectly by Mark Edward Waller <The M E Waller Family Trust>.
10. Held indirectly by Nathan Jeffery Thomas Kerr <The Jadiwa Family Trust>.
11. Held indirectly by Baskerville Investments Pty Ltd.
12. Held indirectly by Chincerinchee Nominees Pty Ltd.

The Company is seeking Shareholder approval for each Director to participate in the Placement at the General Meeting to be held on 17 December 2024.

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.

A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, 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.

DIRECTOR	PROPOSED REMUNERATION FOR CURRENT FINANCIAL YEAR (31 DECEMBER 2024)	REMUNERATION FOR PREVIOUS FINANCIAL YEAR (31 DECEMBER 2023)	REMUNERATION FOR PREVIOUS FINANCIAL YEAR (31 DECEMBER 2022)
Mark Waller	\$269,823 ¹	\$274,263 ²	\$424,124 ³
Nathan Kerr	\$269,823 ⁴	\$274,263 ⁵	\$424,761 ⁶
Russell Baskerville	\$78,631 ⁷	\$88,822 ⁸	\$80,611 ⁹
Winton Willesee	\$56,631 ¹⁰	\$66,822 ¹¹	\$60,750 ¹²
Erlyn Dawson	N/A ¹³	N/A ¹³	\$25,500 ¹²
James Bahen	N/A ¹³	N/A ¹³	\$25,500 ¹²

Notes:

1. Comprising \$200,000 in Salary plus \$24,231 superannuation, \$15,385 in annual leave and \$30,207 in share-based payments.
2. Comprising \$200,000 in salary/fees plus \$23,195 superannuation, \$15,385 in annual leave and \$35,683 in share-based payments.

3. Comprising \$53,846 in salary/fees, \$5,654 in superannuation, \$4,624 in annual leave, and \$360,000 in equity-settled performance rights.
4. Comprising \$200,000 in Salary plus \$24,231 superannuation, \$15,385 in annual leave and \$30,207 in share-based payments
5. Comprising \$200,000 in salary/fees plus \$23,195 superannuation, \$15,385 in annual leave and \$35,683 in share-based payments.
6. Comprising \$54,423 in salary/fees, \$5,714 in superannuation, \$4,624 in annual leave, and \$360,000 in equity-settled performance rights.
7. Comprising \$70,000 in Salary plus \$8,631 in share-based payments.
8. Comprising \$70,000 in salary/fees plus \$18,822 in share-based payments.
9. Comprising \$20,611 in salary/fees and \$60,000 in equity-settled performance rights.
10. Comprising \$48,000 in Salary plus \$18,822 in share-based payments.
11. Comprising \$48,000 in Salary plus \$18,822 in share-based payments.
12. Comprising salary/fees.
13. Ms Eryln Dawson and Mr James Bahen resigned as Directors on 15 September 2022.
14. In 2024, Mr Nathan Kerr was paid \$27,714.83 inclusive of superannuation in lieu of accrued leave entitlements.

7.7 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:

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

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:

- (f) the formation or promotion of the Company; or
- (g) the Offers.

Euroz Hartleys has acted as the lead manager to the Company in relation to the Placement. The Company estimates it will pay Euroz Hartleys \$162,500 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Euroz Hartleys has been paid fees totalling \$83,050 (excluding GST and disbursements) for services provided to the Company.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay Steinepreis Paganin \$15,000 (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 \$144,621 (excluding GST and disbursements) for legal services provided to the Company.

7.8 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; and
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaims and takes 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.

Euroz Hartleys has given its written consent to being named as the lead manager to the Offers in this Prospectus. Euroz Hartleys has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

7.9 Estimated expenses of the Offers

The total expenses of the Offers are estimated to be approximately \$190,000 as follows:

EXPENSES	(\$)
ASIC Fees	3,206
ASX Fees	-
Lead Managers Fees	162,500
Legal Fees/ Registry /other	24,294
Total	\$190,000

7.10 Electronic Prospectus

ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company on + 61 8 9389 3160 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

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 Prospectus or any of those documents were incomplete or altered.

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

The Company will not be issuing Option certificates. The Company is a participant in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Options 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 CHESS and issuer sponsorship.

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.

7.12 Privacy Act

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

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

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

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988 (Cth)* (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.

8. 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.

**For and on behalf of
One Click Gorup Limited**

9. DEFINITIONS

\$ means Australian dollars.

Application Form means an application form accompanying this Prospectus in respect of the Offers.

ASIC means the Australian Securities and Investments Commission.

ASX Listing Rules means the listing rules of the ASX.

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

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

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

Broker Options has the meaning given on the cover page of this Prospectus.

Broker Offer has the meaning given on the cover page of this Prospectus.

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.

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).

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

Euroz Hartleys means Euroz Hartleys Limited (ABN 33 104 195 057) (AFSL No. 230052).

General Meeting means the general meeting of members to be held on 17 December 2024.

Lead Manager has the meaning given in Section 3.1(b).

Lead Manager Mandate has the meaning given in Section 3.1.

New Options has the meaning given in Section 2.1.

Offers has the Placement Offer and the Broker Offer.

Official Quotation means official quotation on ASX.

Opening Date means the opening date of the Offers as specified in the timetable set out in Section 1.1 of this Prospectus (unless varied).

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Performance Right means a right to acquire a Share upon the satisfaction of a performance milestone.

Placement has the meaning given in Section 2.1.

Placement Options has the meaning given in Section 2.1.

Placement Offer has the meaning given to that term on the cover page of this Prospectus.

Placement Participants has the meaning given in Section 2.1.

Prospectus means this prospectus.

Section means a section of this Prospectus.

Securities means Shares, Options and/or Performance Rights.

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

Shareholder means a shareholder of the Company.

TMD has the meaning given in Section 1.3.

Tranche 1 Placement Shares has the meaning given in Section 2.1.

Tranche 2 Placement Shares has the meaning given in Section 2.1.

WST means Western standard time as observed in Perth, Western Australia.