

SIMBLE SOLUTIONS LIMITED
ACN 608 419 656

BONUS ISSUE PROSPECTUS

For a bonus issue of one (1) Option (**Bonus Option**) for every ten (10) Shares held by those Shareholders registered at the Record Date (**Offer**). No funds will be raised as a result of the Offer.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Bonus Options being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Bonus Options offered by this Prospectus should be considered as speculative.

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1. CORPORATE DIRECTORY

Directors

Ben Loiterton
Non-Executive Chairman

Fadi Geha
Executive Director

Darryl Shaun Flukes
Non-Executive Director

Company Secretary

Kim Clark

Share Registry*

Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000
Telephone: +61 2 9290 9600

Auditor*

William Buck
Level 29, 66 Goulburn Street
SYDNEY NSW 2000

Registered Office

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Solicitors

Steinepreis Paganin
Lawyers and Consultants
Level 4, 50 Market Street
MELBOURNE VIC 3000

*This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

2. TIMETABLE*

Lodge Appendix 3B	
Lodge Bonus Option Prospectus (pre-market)	28 July 2021 28 July 2021
Shares trade ex-Bonus Option entitlements	2 August 2021
Bonus Options commence trading on a deferred settlement basis	2 August 2021
Record Date for Bonus Options	3 August 2021
Prospectus despatched to Shareholders	6 August 2021
Intended date of issue of Bonus Options	10 August 2021
End of Bonus Options Trading on deferred settlement basis	10 August 2021
Lodge Appendix 2A with ASX applying for quotation of the securities	10 August 2021
Normal trading in Bonus Options	11 August 2021

*These dates are indicative only and may change without prior notice. As such the date the Bonus Options are expected to commence trading on ASX may vary.

3. IMPORTANT NOTES

3.1 Introduction

This Prospectus is dated 28 July 2021 and was lodged with the ASIC on that date. The ASIC, the ASX and their officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

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

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Bonus Options the subject of this Prospectus should be considered highly speculative.

As this is a bonus issue of Options, Shareholders are not required to apply for Bonus Options.

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.

3.2 Risk factors

Potential investors should be aware that the grant and any exercise of Bonus Options in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in section 7 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 Bonus Options in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers in relation to the issue of Bonus Options pursuant to this Prospectus.

4. DETAILS OF THE OFFER

4.1 The Offer

The Offer is being made as a bonus issue of one (1) Option for every ten (10) Shares held by Shareholders registered at the Record Date, to be issued for nil consideration.

Fractional entitlements will be rounded up to the nearest whole number. All references to numbers of Bonus Options to be issued pursuant to this Prospectus are expressed subject to rounding.

Based on the capital structure of the Company as at the date of this Prospectus, and the number of Shareholders located in Australia, New Zealand, Singapore, United Kingdom and Hong Kong to whom the Offer is made, approximately 24,205,150 Bonus Options will be issued pursuant to this Offer. No funds will be raised as a result of the Offer.

All of the Bonus Options offered under this Prospectus will be issued on the terms and conditions set out in section 6.1 of this Prospectus.

All of the Shares issued upon the future exercise of the Bonus Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to section 6.2 for further information regarding the rights and liabilities attaching to the Shares.

Details of the purpose and effect of the Offer are set out in section 5 of this Prospectus.

4.2 Minimum subscription

There is no minimum subscription.

4.3 ASX listing

Application for Official Quotation of the Bonus Options offered pursuant to this Prospectus will be made in accordance with the timetable set out at the commencement of this Prospectus. The Bonus Options will be issued in accordance with the timetable set out at the commencement of this Prospectus, however they will remain unquoted until such time as the Company satisfies the quotation requirements. The Company anticipates that quotation will occur soon after issue. If ASX does not grant Official Quotation of the Bonus Options offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus (or such period as varied by the ASIC) any Bonus Options issued will be void in accordance with section 723 of the Corporations Act.

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

4.4 Issue

Bonus Options issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus.

Holding statements for Bonus Options issued under the Offer will be mailed in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus as soon as practicable after their issue.

4.5 Overseas shareholders

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

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions (other than New Zealand, Singapore, United Kingdom and Hong Kong) having regard to the number of overseas Shareholders, the number and value of Bonus Options these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Bonus Options will not be issued to Shareholders with a registered address which is outside Australia, New Zealand, Singapore, United Kingdom and Hong Kong.

New Zealand

The Securities are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).

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

United Kingdom

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

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

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

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (FPO), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The

investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document relating to the New Shares may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are an existing holder of the Company's shares. If you are not such a shareholder, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Hong Kong

WARNING: The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

4.6 Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.simblegroup.com. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian or New Zealand resident and must only access this Prospectus from within Australia, New Zealand, Singapore, United Kingdom and Hong Kong.

4.7 Enquiries

Any questions concerning the Offer should be directed to Kim Clark, Company Secretary, on + 61 7 3010 9393.

5. PURPOSE AND EFFECT OF THE OFFER

5.1 Purpose of the Offer

The purpose of the Offer is to reward Shareholders for supporting the Company and to provide the Company with a potential source of additional capital if Bonus Options are exercised. No funds will be raised through the issue of the Bonus Options pursuant to this Prospectus, however if all the Bonus Options are exercised, the Company will receive approximately \$968,206.

5.2 Effect of the Offer

The principal effect of the Offer, assuming all Bonus Options offered under the Prospectus are issued, will be to increase the number of Options on issue from nil prior to the date of this Prospectus to approximately 24,205,150 following completion of the Offer.

5.3 Effect on Balance Sheet

The Bonus Options to be issued pursuant to this Prospectus will be issued for no consideration. There will be no effect on the Company's balance sheet.

5.4 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming all Bonus Options offered under the Prospectus are issued, is set out below.

Shares

	Number
Shares currently on issue	274,771,192
Shares to be issued under the Placement ¹	62,200,000
Shares offered pursuant to the Offer	Nil
Total Shares on issue after completion of the Offer	337,771,192

Notes:

1. Assuming Placement of 62,200,000 Shares at an issue price of \$0.025 to raise approximately \$1,630,000, less 3,000,000 Shares to be issued to Mr Fadi Geha and Mr Darryl Flukes, subject to Shareholder approval. The Shares issued under the Placement will not be eligible for Bonus Options under the Offer.

Options

	Number
Unlisted Options currently on issue	65,539,803
Strategic Advisor Options and Listed Options to be issued under the Placement ¹	42,600,000
Bonus Options offered pursuant to the Offer ²	24,205,150
Total Options on issue after completion of the Offer	132,344,953

Notes:

1. The Strategic Advisor Options and the Listed Options to be issued under the Placement will be subject to Shareholder approval.

- The number of Bonus Options to be issued depends on the total number of Shares on issue and the number of Shareholders located in Australia, New Zealand, Singapore, United Kingdom and Hong Kong at the Record Date and the effect of rounding. The Bonus Options will be issued in accordance with the timetable set out at the commencement of this Prospectus, however they will remain unquoted until such time as the Company satisfies the quotation requirements. The Company anticipates that quotation will occur soon after issue.

Convertible Notes

	Number
Convertible Notes currently on issue	85,000
Convertible Notes offered pursuant to the Offer	Nil
Total Convertible Notes on issue after completion of the Offer	85,000

No Shares currently on issue are subject to escrow restrictions, either voluntary or ASX imposed.

5.5 Details of substantial holders

Based on publicly available information as at 28 July 2021, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	%
UCR Consultants Limited	24,149,456	8.27
Dr Daniel Tillett	23,881,695	8.08
Mr Fadi Geha and his entities ¹	21,023,060	7.20
Velasco S A	20,000,000	6.85
HSBC Custody Nominees (Australia) Limited	17,366,783	5.95
DRHM Pty Ltd as trustee for the Durham Family Trust	15,792,037	5.747

Notes:

- Mr Geha has participated in the Placement and Mr Geha will be issued an additional 1,000,000 Shares under the Placement, which will be subject to Shareholder approval.

The Offer will have no effect on the quantity of Shares held by these substantial shareholders as only Options are being issued.

6. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

6.1 Bonus Option terms and conditions

The following are the terms and conditions of the Bonus Options:

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (a), the amount payable upon exercise of each Bonus Option will be \$0.04 (**Exercise Price**).

(c) **Expiry Date**

Each Bonus Option will expire on three (3) years from the date of the issue (**Expiry Date**). A Bonus Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Bonus 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**

The Company will issue the number of Shares required under these terms and conditions in respect of the number of Bonus Options specified in the Notice of Exercise and for which cleared funds have been received by the Company not more than fourteen (14) days after the Exercise Date.

(h) **Shares issued on exercise**

Shares allotted or issued pursuant to the exercise of the Bonus Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Bonus Options.

(j) **Reconstruction of capital**

In the event of any reconstruction (including consolidation, subdivision, reduction or returns) of the issued capital of the Company, the number of Bonus Options or Exercise Price or both shall be reconstructed 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 Bonus Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Bonus Options without exercising the Bonus Options.

(l) **Change in exercise price**

A Bonus 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) **Quoted**

The Company will apply for quotation of the Bonus Options on ASX.

(n) **Transferability**

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

6.2 Rights attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to Shares being the underlying securities of the Bonus Options to be issued 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.

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 are referred to in the resolution and which plan provides for any dividend which the Directors may declare from time to time and 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, to 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 upon the exercise of the Bonus Options 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 allotment and issue of any new Shares are 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.

7. RISK FACTORS

7.1 Introduction

The Bonus Options 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.

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 and in the Investment Overview, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares.

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

7.2 Company specific

(a) Potential for dilution

Upon implementation of the Offer, the number of Options in the Company will increase by 24,205,105. If each Bonus Option is subsequently exercised, 24,205,250 more Shares will be issued and each existing Share will represent a lower proportion of the ownership of the Company.

(b) Going Concern

In respect of the financial condition of the Company and the Company Group, the Company's Annual Financial report for the financial year ended 31 December 2020 (FY20) (Annual Report) includes a note on the financial condition of the Company and the possible existence of a material uncertainty about the Company's ability to continue as a going concern. The Annual Report explains that:

The consolidated statement of profit or loss and other comprehensive income reflects a consolidated net loss of \$1,256,462 and the consolidated statement of cash flows shows net operating cash outflows of \$1,531,365 for the year ended 31 December 2020. The consolidated statement of financial position shows net liabilities of \$1,339,310 as well as an excess of current liabilities over current assets of \$1,441,036.

The Company Group has been through a process of significant restructure in 2019 in response to a number of external and factors, and whilst this activity was aimed at narrowing the focus to generating higher margin software revenues along with substantially reducing fixed costs to vastly improve the cash flow profile for the group, it has resulted in poor financial results for the period. These conditions give rise to material uncertainty which may cast doubt over the Company Group's ability to continue as a going concern.

Notwithstanding the 'going concern' paragraph included in the financial report, the Directors are confident that upon the successful completion of the Offer and the Placement, the Company will have sufficient funds

to adequately meet the Company's short term working capital requirements.

(c) **Competition**

The software industry is highly competitive and witnessing constant innovation. Failure to constantly invest in research and development could see the competitive positioning of the Company's products deteriorate, impacting the Company's ability to retain existing and secure new customers.

(d) **Supply chain risk**

The Company's growth strategy is reliant to a significant degree on third party service suppliers, including distribution partners and other technology vendors. With continuity and reliability of these services largely outside of the Company's control, underperformance by one supplier could have a material impact on the Company's operational and financial performance.

(e) **Technology**

Reliability of its products are critical to the Company's ability to retain and increase its customer base. Any breaches to their security and integrity could have a detrimental impact on the Company's reputation and subsequent financial performance. Efficiency, accuracy and accountability of the Company's research and development initiatives are also a major driver of its financial performance. Failure to meet development schedules and budgets can have a detrimental impact on the Company's funding and competitive position.

(f) **Foreign exchange risk**

The Company is targeting markets outside of Australia, including the UK, Europe and New Zealand. While these markets do not currently represent a substantial portion of the Company's revenue, the Company is targeting growth in these markets, particularly the UK. Revenues generated outside of Australia are received in the local currency of the relevant jurisdiction. Fluctuations in the foreign exchange rates of the relevant currencies against the Australian dollar may adversely affect the Australian dollar revenue received by the Company. Given that R&D is undertaken in jurisdictions with different currencies to the Company's target offshore markets; it is unlikely that the negative effect on Australian dollar revenue caused by such a fluctuation will be materially offset by a reduction in the Australian dollar cost of expenses in the relevant jurisdiction. The Company does not currently, nor does it intend to, undertake any hedging activities at this time.

(g) **Product errors**

Despite extensive testing the Company's software may contain errors. The Company's software applications are complex and there is a risk that defects may arise, particularly when integrating new products or new versions. Rectification of errors may be costly both financially and in reputation. Product errors could expose the Company to various liabilities including product liability, performance and warranty claims.

In addition, there is the risk that the software may not function as intended, with respect to its ability to cope with increasing numbers of users or client numbers. This may lead to the Company's reputation suffering amongst customers as well as potential claims for redress.

(h) **Research and development**

The Company's future success depends on its ability to enhance existing products and features as well as develop new products. Failure to innovate or anticipate market demands may result in the Company ceasing to maintain a competitive and relevant position in a rapidly changing environment. Further, software development is expensive and the investment in product development often involves long return on investment cycles. Research that is not offset by revenue increases could adversely affect the Company's financial position.

When the Company introduces new products, enhancements, and features there is a risk that there will be unforeseen costs attached to these initiatives or they will not perform as expected or not be received favourably by clientele. A failure to develop successful new products may adversely affect the Company's financial position and prospects.

(i) **Availability of IT staff in the market**

The Company relies on employees with specialist IT skills in order to develop and maintain its products and services. Any shortage of availability of these skills in the IT employment market could impair the development of the Company's products and business and the rate of such development. Such shortage could also cause wage inflation, which may impact on the Company's profitability.

(j) **Reliance on third party IT service provision**

The Company uses equipment, software and services provided by third parties to deliver its products and services. Significant or extended disruption of the Company's software caused by supplied equipment, software or service failure may reduce the Company's ability to generate revenue, impact customer service levels and damage the Company's brand. This could adversely affect the Company's ability to generate new business and cause it to suffer financial loss. Any mitigation of this loss via redress from third parties may not be immediately available, if at all.

(k) **Reliance on core information technology and other systems**

The availability of the Company's website development cloud platform is dependent upon the performance, reliability and availability of its IT and communication systems. This includes its core technologies such as computer servers and back-end processing systems. These systems may be adversely affected by a number of factors including major events such as acts of terrorism or war, a breakdown in utilities such as electricity and fibre optic cabling and even pandemics. Events of that nature may cause one or more of those core technologies to become unavailable. There are also internal and external factors that may adversely affect those systems and technologies such as natural disasters, misuse by employees or contractors or other technical issues. The Company's disaster recovery plans may not adequately address every potential

event and its insurance policies may not cover loss or damage suffered as a result of a system failure.

Any damage to, or failure of, the Company's key systems can result in disruptions in the Company's ability to operate its website development platform. Such disruptions have the potential to reduce the Company's ability to generate revenue, attract and/or retain users, impact user service levels and damage the Company's brand. This could adversely affect the Company's ability to generate new business and cause it to suffer financial loss.

7.3 Industry specific

(a) Market risk

Economic and regulatory conditions can impact demand for the Company's products and services. Periods of subdued economic growth and Government investment may constrain the Company's ability to grow its customer base.

(b) Funding

The Company is still in a growth phase and has yet to establish a record of profitability and consistent dividends. There is a risk that the Company has not eliminated its reliance on external capital, and there is no guarantee further funding will be available to sustain operations.

(c) Regulatory environment

The Company's business and performance are affected generally by the fiscal or other policies (including taxation) that are adopted by governments both in Australia and in other jurisdictions in which the Company operates. Any change in regulation or policy may adversely affect the performance or financial position of the Company, either on a short-term or long-term basis. The Company may also be adversely affected by the pace or extent of such change.

(d) Failure to deal with growth

The Company's business has the potential to grow rapidly. If that occurs and the Company fails to properly manage that growth, then that failure could harm its business. Any failure to meet customer demand properly could adversely affect the Company's business, including demand for the Company's products/services, revenue collection, customer satisfaction and public perception.

(e) Customer concentration risk

Over-reliance upon key customers and channel partners may, in the event of termination or non-renewal of such arrangements, create revenue volatility. The Company is conscious of customer concentration risk and the need to diversify its customer base. However, large contract wins could skew the concentration of revenues, increasing the risk that non-renewal will have a larger impact on future earnings.

(f) **Attraction and retention of key employees**

The Company's ability to effectively execute its growth strategy depends upon the performance and expertise of key employees, including those with valuable technological skills and specialist knowledge of the Company's underlying products, services and markets. The departure of certain key employees and any delay to their replacement could hamper the Company's ability to achieve its strategic growth objectives and financial performance goals. As the Company grows it will need to make additional key appointments to finalise its executive team and will also need to expand its technical sales support team. There is no guarantee that the Company will be able to attract and retain appropriately qualified personnel.

(g) **Internet hosting**

The Company is reliant on continued access to the internet and on parties that provide a hosting platform for websites created on the Company's platform. Should the internet or hosting service be disrupted for prolonged periods, the service that the Company provides will be compromised which may impact significantly on the Company's reputation and business prospects.

(h) **Security breach and data privacy**

Security risks are a factor in all internet-based systems. A malicious attack on the Company's systems, processes or people from external or internal sources could put the integrity and privacy of customers' data and the business systems used to run the Company at risk. The Company may be unable to anticipate theft or corruption or implement adequate protective measures to deal with these circumstances. Any accidental or wilful security breaches or unauthorised access may have significant impacts on the Company. The impact of loss or leakage of customer or business data could include costs for rebates, potential service disruption, litigation and brand damage resulting in reduced or falling revenues. The Company follows best practice in relation to security policies, procedures, automated and manual protections, encryption systems and staff screening to minimise this risk.

(i) **Protection of Intellectual Property**

The value of the Company's products is dependent on its ability to protect its intellectual property, including business processes and know-how, copyrights and trademarks. There is a risk that the Company may be unable to detect the unauthorised use of its intellectual property rights in all instances. Further, actions it takes to protect its intellectual property may not be adequate or enforceable and thus may not prevent the misappropriation of the Company's intellectual property and proprietary information. Breach of its intellectual property may result in the need for it to commence legal action, such as infringement or administrative proceedings, which could be costly, time consuming and potentially difficult to enforce in certain jurisdictions and may ultimately prove unfavourable to The Company. The Company's failure to protect its intellectual property rights could have an adverse impact on its operations and financial performance.

(j) **Third-party intellectual property infringements**

The Company seeks to ensure that it does not infringe upon third-party intellectual property. However, there is a risk that other parties are developing substantially similar products and processes to those used by The Company. Those other parties may allege that The Company's products use intellectual property derived from those third parties without their permission. Consequently, subjecting The Company to claims of infringement of third party's intellectual property rights. If these allegations are successful, injunctions may be granted against The Company, which may materially affect the operation of its products.

7.4 General risks

(a) **Economic**

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's research, development and production activities, as well as on its ability to fund those activities.

(b) **Market conditions**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

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.

In addition, the extent of the effects of COVID-19 is at this stage uncertain and continuing to evolve. The COVID-19 pandemic is having, and is expected to continue to have, a significant influence on the volatility of equity markets generally and may continue to impact and influence the value of the Company's quoted securities.

(c) **Additional requirements for capital**

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve

restrictions on financing and operating activities. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(d) **Insurance**

The Company maintains insurance for certain activities within ranges of coverage that it believes to be consistent with industry practice and having regard to the nature of activities being conducted. 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. In addition, there remains the risk that an insurer defaults in the payment of a legitimate claim by the Company.

(e) **Force majeure events**

Events may occur within or outside Australia that could impact upon the global and Australian economies, the operations of the Company and the price of the Shares. Such events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other natural or man-made events or occurrences that can have an adverse effect on the demand for the Company's services and its ability to conduct business. The Company will have only a limited ability to insure against some of these risks.

(f) **Litigation risks**

The Company is exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

(g) **Dividends**

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

(h) **Taxation**

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

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

(i) **Reliance on key personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

(j) **Climate Risk**

There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:

- (i) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and
- (ii) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

(k) **Coronavirus (COVID – 19)**

In December 2019, a novel strain of coronavirus (**COVID-19**) was first identified in Wuhan, China. Less than four months later, on March 11, 2020, the World Health Organization declared COVID-19 a pandemic—the first pandemic caused by a coronavirus. The outbreak of COVID-19 has resulted in the implementation of significant governmental measures, including lockdowns, closures, quarantines, and travel bans, intended to control the spread of the virus.

The COVID-19 pandemic may prevent the Company, its suppliers, customers, and other business partners from conducting business activities for an indefinite period of time, including due to shutdowns that may be requested or mandated by governmental authorities. Such measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company.

The effects of COVID-19 on the Company's Share price and global financial markets generally may also affect the Company's ability to raise equity or debt or require the Company to issue capital at a discount, which may in turn cause dilution to Shareholders.

The Directors are monitoring the situation closely and have considered the impact of COVID-19 on the Company's business and financial performance. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain. In compliance with its continuous disclosure obligations, the Company will continue to update the market in regard to the impact of COVID-19 on its revenue channels and any adverse impact on the Company. If any of these impacts appear material prior to close of the Offer, the Company will notify investors under a supplementary prospectus.

7.4 Speculative Investment

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

Therefore, the Bonus Options to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Bonus Options.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers.

8. ADDITIONAL INFORMATION

8.1 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.

8.2 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 a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

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 Closing Date:
 - (i) the annual financial report most recently lodged by the Company with the ASIC;

- (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
- (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

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

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

Date	Description of Announcement
26/07/2021	Capital Raise Launch
26/07/2021	Trading Halt
15/06/2021	Becoming a substantial holder
25/05/2021	Cleansing Notice
25/05/2021	Appendix 2A
25/05/2021	Change of Director's Interest Notice 0 Darryl Flukes
25/05/2021	Appendix 3G
20/05/2021	Annual General Meeting Results
20/05/2021	Annual General Meeting Presentation
04/05/2021	Appendix 4C Correction
30/04/2021	Appendix 4C and Quarterly Activities Statement
30/04/2021	3 Year Contract United Solar
29/04/2021	3 Year Contract with Juice Capital
16/04/2021	Annual General Meeting Notice and Proxy Form
31/03/2021	Appendix 4G and Corporate Governance Statement
31/03/2021	Annual Report

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://simblegroup.com/>.

8.3 Market price of shares

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

The highest, lowest and last market sale prices of the Shares on ASX during the

three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

	(\$)	Date
Highest	\$0.037	30 April 2021
Lowest	\$0.027	20 May 2021
Last	\$0.029	23 July 2021

8.4 Interests of Directors

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

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

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

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

Security holdings

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

Director	Shares	Options	Entitlement
Fadi Geha	21,023,060 ¹	7,725,846 ²	2,102,306
Ben Loiterton	1,469,556	4,834,783 ³	146,956
Darryl Shaun Flukes	Nil ⁴	1,500,000 ⁵	Nil

Notes:

1. Comprising 620,833 Shares held directly by Mr Geha, 18,537,944 Shares indirectly held by THMG Holdings Pty Ltd, 1,714,285 Shares indirectly held by THMG Superannuation Pty Ltd and 149,998 Shares indirectly held by Tanya Geha, who is the spouse of Mr Geha. Mr Geha has also participated in the Placement and Mr Geha will be issued an additional 1,000,000 Shares under the Placement, which will be subject to Shareholder approval.

2. Comprising of:
 - (a) 1,388,889 unlisted options exercisable at \$0.018 and expiring on 15 June 2022 indirectly held by THMG Holdings Pty Ltd;
 - (b) 1,200,000 unlisted options exercisable at \$0.05 and expiring on 15 June 2023 indirectly held by THMG Holdings Pty Ltd;
 - (c) 1,086,957 unlisted options exercisable at \$0.05 and expiring on 31 December 2022 indirectly held by THMG Holdings Pty Ltd;
 - (d) 2,000,000 unlisted options exercisable at \$0.05 and expiring on 22 January 2024 indirectly held by THMG Holdings Pty Ltd;
 - (e) 2,000,000 unlisted options exercisable at \$0.08 and expiring on 22 January 2024 indirectly held by THMG Holdings Pty Ltd; and
 - (f) 50,000 unlisted options indirectly held by Tanya Geha, who is the spouse of Mr Geha.
3. Comprising of the following securities indirectly held by Venturastar Pty Ltd (an entity controlled by Ben Loiterton):
 - (a) 400,000 unlisted options exercisable at \$0.05 and expiring on 15 June 2023;
 - (b) 434,783 unlisted options exercisable at \$0.05 and expiring on 31 December 2022;
 - (c) 3,000,000 unlisted options exercisable at \$0.05 per option and expiring on 22 January 2024; and
 - (d) 1,000,000 unlisted options exercisable at \$0.08 per option and expiring on 22 January 2024.
4. Mr Darryl Flukes has participated in the Placement and Mr Flukes will be issued an additional 2,000,000 Shares under the Placement, which will be subject to Shareholder approval.
5. Unlisted Options, exercisable at \$0.08 per Option on or before 25 May 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. The current amount has been set at an amount not to exceed \$180,000 per annum.

A Director may be paid fees or other amounts (i.e. 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 financial year ending 31 December 2021	Remuneration for financial year ended 31 December 2020
Fadi Geha	\$144,000 ¹	\$268,655 ²

Director	Proposed remuneration for financial year ending 31 December 2021	Remuneration for financial year ended 31 December 2020
Ben Loiterton	\$60,000 ³	\$133,635 ⁴
Darryl Flukes	\$50,000 ⁵	Nil ⁶

Notes:

1. The Company has entered into a service agreement with Fadi Geha, pursuant to which Mr Fadi Geha is entitled to a base remuneration of \$144,000 per annum plus sales commissions, discretionary annual performance bonus and participation in incentive plan at the discretion of the Board.
2. Comprising of cash salary and fees of \$196,550, non-monetary remuneration of \$11,488, superannuation payment of \$18,617 and an equity-settled payment of \$42,000.
3. The Company has entered into an appointment letter with Mr Ben Loiterton, pursuant to which Mr Loiterton will be paid \$60,000 per annum for his services as a non-executive director of the Company.
4. Comprising of cash directors and consulting fees of \$88,635 and an equity-settled payment of \$54,000.
5. The Company has entered into an appointment letter with Mr Darryl Flukes, pursuant to which Mr Flukes will be paid \$50,000 per annum for his services as a non-executive director of the Company.
6. Mr Flukes was appointed as a Director on 16 December 2020.

8.5 Interests of experts and advisers

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

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

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

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

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

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

(h) the Offer.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$5,000 (excluding GST and disbursements) for these services.

8.6 Consents

Each of the parties referred to in this section:

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

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.

8.7 Expenses of the offer

The total expenses of the Offer are estimated to be approximately \$12,806 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	\$3,206
Legal fees	\$5,000
Printing and distribution	\$4,600
Miscellaneous	\$Nil
Total	\$12,806

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

The Company will not be issuing Bonus 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 Bonus Options allotted 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.

9. 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 and Proposed Director has consented to the lodgement of this Prospectus with the ASIC.

A handwritten signature in black ink, appearing to read 'Ben Loiteron', is written over a horizontal line.

Ben Loiteron
Non-Executive Chairman
For and on behalf of
SIMBLE SOLUTION LIMITED

10. GLOSSARY

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

AEST means Australian Eastern Standard Time.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

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

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

Bonus Option means an option to acquire a Share on the terms and conditions set out in Schedule 6.1 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.

Closing Date means the date specified in the timetable set out at the commencement of this Prospectus (unless extended).

Company means Simble Solutions Limited (ACN 608 419 656).

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.

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Offer.

Listed Options means the free attaching options, exercisable at \$0.04 with a three (3) year term, to be issued to investors at the ratio of one (1) free-attaching Option for every two (2) Shares subscribed for under the Placement.

Offer means the non-renounceable bonus issue, the subject of this Prospectus.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Placement means the placement of up to 65,200,000 Shares at an issue price of \$0.025 per share to sophisticated and professional investors to raise up to approximately \$1.63 million, where investors will receive one (1) free attaching option for every two (2) shares subscribed for under the Placement, exercisable at \$0.04 each and expiring 3 years from the date of issue.

Prospectus means this prospectus.

Record Date means the date specified in the timetable set out at the commencement of this Prospectus.

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

Shareholder means a holder of a Share.

Strategic Advisor Options means the options to be issued to L39 Capital Pty Ltd as lead manager to the Placement.