

PROSPECTUS

GRATIFICII LIMITED

ACN 125 688 940

Signed pursuant to section 351 of the *Corporations Act 2001* (Cth)

CLEANSING PROSPECTUS



Iain Dunstan, Director

1 February 2022

For an offer of twenty (20) Shares at an issue price of \$0.05 per Share to raise up to \$1.00 (before expenses) (**Offer**).

This Prospectus has been prepared primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the secondary sale of Securities that may be issued by the Company prior to the Closing Date, including without limitation the Conversion Shares.

The Offer is made to investors to be identified and invited by the Company only and may not be assigned or transferred to any other party.

The Offer is not underwritten.

Important information

This is an important document that should be read in its entirety (including the Risk Factors set out in section 4 of this Prospectus). This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) issued in accordance with Section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. 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 highly speculative.

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 who potential investors may consult.

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IMPORTANT DATES AND NOTICES

Timetable and important dates*

Action	Date
Lodgement of Prospectus with ASIC and ASX	1 February 2022
Opening Date	1 February 2022
Closing Date	1 February 2022
Allotment of Securities pursuant to the Offer	1 February 2022

****The above dates are indicative only and may be subject to change. The Directors reserve the right to vary these dates, including the Closing Date, without prior notice but subject to any applicable requirements of the Corporations Act or the ASX Listing Rules. This may include extending the Offer or accepting late acceptances, either general or in particular cases.***

Conditional Offer

The Offer is conditional on the Company achieving the minimum subscription as set out in section 1.3.

General

Shareholders and potential investors should read this document in its entirety and, if in doubt, should consult their professional advisers. The Securities that are the subject of this Prospectus should be considered highly speculative.

This Prospectus is dated [1] February 2022. A copy of this Prospectus was lodged with ASIC on that date. Neither ASIC nor ASX takes any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. Within seven (7) days of the date of this Prospectus, the Company will make an application to ASX for the Securities offered pursuant to this Prospectus to be admitted for quotation on ASX.

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. Applications for Securities offered pursuant to this Prospectus can only be submitted on an original Application Form which will be provided by the Company to invited investors.

This Prospectus is a transaction-specific prospectus for an offer of continuously quoted securities, as defined in the Corporations Act. It has been prepared in accordance with section 713 of the Corporations Act, which allows the issue of a concise prospectus in relation to an offer of continuously quoted securities, and therefore and does not contain the same level of disclosure as an initial public offering prospectus.

In preparing 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 their professional advisers. The Prospectus is intended to be read in conjunction with information about the Company which is publicly available and has been notified to ASX. Therefore, this Prospectus does not include all information generally required to be included in a document of this type.

The Offer is only available to those who are personally invited to accept the Offer.

Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offer.

Expiry Date

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

Investment Advice

This Prospectus does not take into account your financial circumstances, financial objectives or particular needs (including your financial or taxation issues). Therefore, this Prospectus does not constitute investment advice. You should obtain professional investment advice before subscribing for Securities under this Prospectus.

Additional copies of the Prospectus

Additional copies of this Prospectus are available at the registered office of the Company.

The Corporations Act prohibits any person from passing onto another person an Application Form unless it is attached to or accompanied by the complete and unaltered version of this Prospectus.

Electronic Prospectus

A copy of this Prospectus can be downloaded from the ASX website. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the 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.

Restrictions on Offer

This Prospectus 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. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Securities, or otherwise to permit a public offering of the Securities, in any jurisdiction outside Australia and the Offer are not an offer or invitation in any jurisdiction where, or to any person whom, such an offer or invitation would be unlawful.

Application Forms

Please read the instructions in this Prospectus and on the accompanying Application Form regard the acceptance of an Offer. By returning an Application Form or lodging an Application Form with your stockbroker or otherwise arranging for payment for Securities in accordance with the instructions on the Application Form, you acknowledge that you have received and read this Prospectus, you have acted in accordance with the terms of the relevant Offer detailed in this Prospectus and you agree to all of the terms and conditions as detailed in this Prospectus. Applications for Securities can only be made pursuant to the Application Forms provided by the Company to invited investors. The Corporations Act prohibits any person from passing the Application Form to any other person unless it is attached to, or accompanied by, a complete and unaltered version of the Prospectus.

The Application Form provided by the Company to invited investors contains a declaration that the Applicant has personally received the complete and unaltered Prospectus prior to completing the Application Form.

Risk factors

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks, and investors should refer to the Risk Factors in section 4 of the Prospectus before subscribing for Securities. 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 and investors should consider consulting their professional advisors before applying for Securities pursuant to this Prospectus.

Definitions

Please refer to the glossary in section 8 of this Prospectus for terms and abbreviations used in parts of this Prospectus.

Forward looking statements

This Prospectus contains forward-looking statements which incorporate an element of uncertainty or risk, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These statements are based on an evaluation of current economic and operating conditions, as well as assumptions regarding future events. These events, as at the date of this Prospectus, are expected to take place, but there is no guarantee that such events will occur as anticipated or at all given that many of the events are outside the Company's control.

Accordingly, 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. Further, the Company may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward-looking statement. Past performance is not a guide to future performance.

Statements of past performance

This Prospectus includes information regarding the past performance of the Company. Investors should be aware that past performance should not be relied upon as being indicative of future performance.

Privacy

If you apply for Securities you will provide personal information to the Company and the Share Registry. This enables your Application to be assessed, you to be registered as the holder of Securities, to enter you in the Company's register of members and to enable the Company to contact you. The Company collects, holds and will use that information to assess your application, service your needs as a holder of Securities and carry out administration.

The Company may from time to time be required to disclose your personal information to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, other government agencies, print service providers, mail houses, the Share Registry or as required by law. The Company and the Share Registry may disclose your personal information to its agents and service providers as authorised by the *Privacy Act (1988)* (Cth) or for purposes required by the ASX Listing Rules, Corporations Act or the ASX Settlement Operating Rules. You may access your personal information by contacting the Share Registry and may request corrections to such personal information.

Miscellaneous

All references in this Prospectus to \$ AUD or dollars are references to Australian currency, unless otherwise stated. All references to time in this Prospectus relate to the time in Sydney, New South Wales. Items displayed in photographs in this Prospectus are not necessarily assets owned by the Company. The inclusion of photographs supplied by persons or entities other than the Company does not constitute an endorsement or recommendation by those persons or entities of Securities offered under this Prospectus.

CORPORATE DIRECTORY

Directors of the Company

Iain Dunstan (Executive Chairman)
 Stephen Borness (Non-Executive Director)
 Michael Hill (Non-Executive Director)
 Bryan Zekulich (Non-Executive Director)

Company Secretary

David Hwang

Registered Office Address

Suite 305, Level 3
 35 Lime Street,
 Sydney NSW 2000

Principal Office

Level 2
 25 Cooper St,
 Surry Hills NSW 2010

ASX Code

GTI

Contact Details

Telephone: (02) 9922 6988
 Facsimile: (02) 9922 6966
 Webpage: <http://gratifii.com>

Solicitors to the Company

Thomson Geer
 Level 14, 60 Martin Place
 Sydney NSW 2000

Corporate Accountants

Traverse Accountants*
 Suite 305, Level 3
 35 Lime Street
 Sydney NSW 2000

Auditors

MNSA Pty Ltd*
 Level 1, 283 George Street
 Sydney NSW 2000

Share Registry

Automic Group
 Level 5, 126 Phillip St.,
 Sydney, NSW, 2000

*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. SECTION 1: DETAILS OF THE OFFER

1.1 The Offer

By this Prospectus, the Company is making offers to investors identified by the Directors for up to twenty (20) Shares at \$0.05 per Share to raise up to \$1.00 (before expenses).

All of the Shares issued under this Prospectus will rank equally with Shares on issue at the date of the Prospectus. Application Forms will only be provided by the Company to invited investors. All recipients of the Securities under the Offer will be sophisticated or professional investors (within the meaning of sections 708(8) and 708(11) of the Corporations Act, respectively), however no Securities will be issued under the Offer to Directors, related parties of the Company or any other person if the issue would breach the takeover prohibition in section 606 of the Corporations Act.

The Offer is conditional upon the Company achieving the minimum level of subscription for the Offer as set out in section 1.3. Satisfaction of the minimum subscription is a requirement of the Offer being twenty (20) Shares to raise approximately \$1.00.

1.2 Purpose of the Prospectus

The Company is seeking to raise only a nominal amount of \$1.00 (before costs) under the Offer and, accordingly, the purpose of this Prospectus is not to raise capital. The Directors intend to apply the proceeds from the Offer to expenses of the Offer.

The primary purpose of this Prospectus is to remove any trading restrictions that may be attached to Shares issued by the Company prior to the Closing Date, including **12,727,191** Shares issued to Professional and Sophisticated Investors on 19 November 2021 (1,975,769 Shares), 2 December 2021 (3,894,192 Shares) and 22 December 2021 (6,857,230 Shares) (who are not Related Parties of the Company) upon conversion of convertible notes which were issued with the approval of Shareholders at the annual general meeting of the Company held on 8 November 2021 (**Conversion Shares**).

Each of the Conversion Shares rank equally with existing Shares on issue. A summary of the terms of existing Shares is set out in section 3.1.

Section 708A(5) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that were quoted securities at all times in the 3 months before the day on which the relevant securities were issued;
- (b) trading in that class of securities on a prescribed financial market on which they were quoted was not suspended for more than a total of 5 days during the shorter of the period during which the class of securities were quoted, and the period of 12 months before the day on which the relevant securities were issued;
- (c) the Company has not been exempted by ASIC from the continuous disclosure provisions at any time during the relevant period referred to in paragraph (b);
- (d) neither the Company nor any person as director or auditor of the Company has been exempted from or received an instrument of modification in relation to the financial reporting provisions at any time during the relevant period referred to in paragraph (b); and
- (e) (relevantly) the Company gives the relevant market operator for the Company a notice that complies with section 708A(6) of the Corporations Act before the sale offer is made.

The trading of the Company's securities was suspended on 29 July 2019. The Company recommenced trading on 26 February 2021. Accordingly, the Company has been suspended for more than 5 days during the past 12 months and therefore cannot rely on section 708A(5) of the Corporations Act to enable sale offers without disclosure to investors.

Section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
 - (i) a prospectus is lodged with ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities are issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

This Prospectus has been prepared pursuant to section 708A(11)(b) of the Corporations Act primarily to remove any secondary sales restrictions on the sale of the any Shares issued prior to the Closing Date, as section 708A(11)(b)(i) of the Corporations Act removes secondary sale transactions where this Prospectus is lodged with ASIC on or after the day on which the Conversion Shares and any Shares were issued but before the day on which the Conversion Shares and any Shares are offered for sale.

This Prospectus has been issued to facilitate secondary trading of the Securities as they have been issued without disclosure to investors under Part 6D.2 of the Corporations Act. A prospectus is required under the Corporations Act to allow persons who were issued Securities the subject of this Prospectus to on-sell those Securities within 12 months of issue.

As the Corporations Act restricts trading in securities which are issued without a prospectus, the purpose of the Offer is to allow the holders of Shares issued prior to the Closing Date to trade them without restriction. The Company did not issue the Shares for the purpose of the persons to whom they are issued selling or transferring their Securities or interests in those Securities within 12 months of issue, but this Prospectus allows them to do so should they wish.

Therefore, the purpose of this Prospectus is to:

- (a) make the Offer; and
- (b) ensure that the on-sale of the Conversion Shares and the Shares issued under this Prospectus do not breach section 707(3) of the Corporations Act by relying on the secondary trading provisions in section 708A(11) of the Corporations Act.

1.3 Minimum Subscription

Each Offer is conditional upon the Company achieving the minimum subscription for the Offer, being twenty (20) Shares to raise approximately \$1.00.

Satisfaction of the above condition is a requirement for the issue of Shares under the Offer. In the event that these conditions are not met within 4 months of the date of this Prospectus (or such period as varied by ASIC), all Application monies will be returned to Applicants without interest as soon as practicable thereafter and no Securities will be issued under the Offer.

1.4 Opening and Closing Dates

Subscription for the Offer will open on 9.00am AEDT on the Opening Date and remain open until 5.00pm AEDT on the Closing Date, subject to the right of the Directors to either close the Offer at an earlier time and date or to extend the Closing Date without prior notice, subject to the requirements of the ASX Listing Rules.

1.5 Applications for Securities – how to apply

Applications for Securities offered by this Prospectus may only be made on the Application Forms, which will be provided with a copy of this Prospectus by the Company at the Company's discretion, in accordance with the instructions set out in the Application Form.

The relevant funds must be paid at any time after the issue of the Prospectus and on or before the applicable Closing Date by electronic funds transfer as follows:

Beneficiary Name:	Gratifici Limited – Share Offer Account
Beneficiary Bank:	NAB
BSB:	086-492
A/C:	18-474-2390
Swift Code:	NATAAU3302S

Completed Application Forms must be sent to the Company by post or delivered to:

Gratifici Limited
Level 2
25 Cooper St,
Surry Hills NSW 2010

No brokerage or stamp duty is payable by Applicants.

An Application for Securities may be accepted in full, for any lesser number, or rejected by the Directors. If any Application is rejected, in whole or in part, the relevant Application monies will be returned without interest.

1.6 Application monies held on trust

All Application monies received for the Securities offered under this Prospectus will be held in trust in a bank account established solely for the purpose of depositing Application monies received pursuant to this Prospectus until the Securities are allotted. Application monies will be returned (without interest) if the Securities are not allotted. Any interest earned on the Application monies will be for the benefit of the Company and will be retained by the Company irrespective of whether grants take place and each applicant waives the right to claim any interest.

1.7 Oversubscription

No oversubscription for the Offer will be accepted by the Company.

1.8 Allotment of Securities and Application monies

Securities will be issued only after all Application monies have been received and ASX has granted permission for the Securities to be quoted. It is expected that Securities will be issued on [1] February 2022 and trading of the Securities on ASX is expected to commence on [1] February 2022. Holding statements for Securities issued under the Offer will be mailed as soon as practicable after they are issued.

The Directors will determine the allottees of all the Securities the subject of the Offer in their sole discretion. The Directors reserve the right to reject any Application or to allot any applicant fewer Securities than the number applied for.

Where the number of Securities allotted is less than the number applied for, the surplus monies will be returned by cheque as soon as practicable after the Closing Date. Where no allotment is made, the amount tendered on application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on monies refunded.

1.9 Underwriting

The Offer is not underwritten.

1.10 ASX listing

Application for Official Quotation of Securities issued pursuant to this Prospectus shall be made within 7 days after the date of this Prospectus. If ASX does not grant Official Quotation of Securities offered pursuant to this Prospectus before the expiry of 3 months after the date of this Prospectus, or such other period as varied by ASIC, the Company shall not issue any Securities and shall repay all Application monies for the Securities within the period prescribed by the Corporations Act and without interest. The fact that the ASX may grant Official Quotation to the Securities is not to be taken in any way as an indication of the merits of the Company or the Securities now offered for subscription.

1.11 Restrictions on the distribution of the Prospectus

The distribution of this Prospectus outside Australia may be restricted by law. The 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.

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.

1.12 Allotment

Acceptance of an Application by the Company creates a legally binding contract between the Applicant and the Company for the number of Securities for which the Application is accepted.

The Company will allot and issue the Securities offered by this Prospectus as soon as practicable after the grant of quotation of the Securities offered under this Prospectus.

Following the allotment and issue of the Securities, statements illustrating Applicants' shareholdings in the Company will be despatched. It is the responsibility of Applicants to determine their allocation prior to trading in the Securities. Applicants who sell Securities before they receive their holding statements will do so at their own risk.

1.13 CHESS

The Company operates an electronic CHESS sub-register and an electronic issue sponsored sub-register. These two sub-registers will make up the Company's register of Securities.

The Company will not issue certificates to security holders. Rather, holding statements (similar to bank statements) will be despatched to security holders as soon as practicable after issue. Holding statements will be sent either by CHESS (for security holders who elect to hold Securities on the CHESS sub-register) or by the Company's Share Registry (for security holders who elect to hold their Securities on the issuer sponsored sub-register). The statements will set out the number of Securities issued under this Prospectus and the Holder Identification Number (for security holders who elect to hold Securities on the CHESS sub register) or Shareholder Reference Number (for security holders who elect to hold their Securities on the issuer sponsored sub-register). Updated holding statements will also be sent to each security holder following the month in which the balance of their security holding changes, and also as required by the ASX Listing Rules and the Corporations Act.

1.14 Professional advice

The Directors recommend that potential investors, when making an informed assessment of what will be the assets and liabilities, financial position, profits and losses and prospects of the Company should read this Prospectus in its entirety.

Potential investors who have any questions about investing in the Company or are in any doubt about any matter relating to the Offer, should seek the advice of their professional advisers.

1.15 Taxation

As it is not possible for the Company to provide individual taxation advice to each potential investor applying for Securities under this Prospectus, the Directors consider that it is not appropriate to provide advice regarding the taxation consequences for each investor applying for Securities pursuant to this Prospectus, or the taxation consequences of the Company conducting the Offer.

The Company, its advisors and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, each Applicant should consult their professional tax adviser in connection with subscribing for Securities under this Prospectus.

1.16 Major activities and financial information

A summary of the major activities and financial information relating to the Company is included in the Annual Report, which was lodged with ASX of 6 October 2021. The Company's continuous disclosure notices (ASX announcements) since 6 October 2021 are listed in section 6.2 of this Prospectus.

Copies of these documents are available free of charge from the Company. Directors strongly recommend that Shareholders and potential investors review these and all other announcements prior to deciding whether or not to participate.

1.17 Enquiries

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, lawyer, accountant or other professional advisor without delay. Any questions concerning the Offer should be directed to the company secretary David Hwang at david.hwang@automicgroup.com.au

1.18 Withdrawal

The Company may at any time decide to withdraw this Prospectus and the Offer in which case the Company will return all Application monies without interest at the earliest practicable time.

2. SECTION 2: Effect of Offer on the Company

2.1 The effect of the Offer on the capital structure of the Company

The capital structure of the Company on completion of the Offer and assuming the Offer is fully subscribed is set out below:

Shares currently on issue	Number of Shares
Shares on issue immediately prior to the Offer (including the issue of Conversion Shares)	629,152,281
Shares offered under this Prospectus	20
Total Shares on issue on completion of the Offer*	629,152,301

*Assumes no other Options or Conversion Shares are exercised or converted.

Fully diluted Share capital	Number of Shares
Shares on issue immediately prior to the date of this Prospectus (including the issue of Conversion Shares)*	884,139,932
Total Shares on issue if all Options and Conversion Shares on issue on completion of the Offer are exercised or converted	884,139,952

*This assumes no other Shares are issued between the date of this Prospectus and the date of exercise of the last Option or Convertible Share on issue.

Note, this number includes total Shares on issue on the date of this Prospectus (being 629,152,281), 38,641,497 Shares that would be issued if all outstanding options (which are detailed in the Company's announcement of 23 December 2021) were exercised and 216,346,154 Shares which would be issued upon conversion (assuming those convertible notes were issued on or around the date of the Prospectus at face value plus accumulated interest).

2.2 Financial effect of the Offer

The financial effect of the Offer will, assuming that twenty (20) Shares are issued pursuant to the Offer, be that cash reserves (before costs) will increase by approximately \$1.00.

After paying the expenses of the Offer of approximately \$8,206 there will be no remaining funds (refer to section 6.9 for further detail).

2.3 Effect of the Offer on control

The Company will not issue Securities under the Offer to Directors, related parties of the Company or any other person if the issue would breach the takeover prohibition in section 606 of the Corporations Act. The potential dilutionary effect of the Offer is 0%.

2.4 Dividend policy

The Directors may pay any interim and final dividends as, in their judgment, the financial position of the Company justifies. Subject to any rights attaching to Shares, the Directors may fix the amount, time for payment and method of payment of a dividend. However, the Company does not intend to declare and pay any dividends in the immediately foreseeable future.

Investors should be aware that no guarantee is given by the Company or the Directors as to the performance of the Company or as to the timing or amount of any dividend payment.

3. SECTION 3: RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

3.1 Rights attaching to Shares

The Constitution sets out the internal rules of the Company. The section below summarises the material provisions of the Constitution, including the rights and liabilities attached to Shares. This summary is not intended to constitute an exhaustive 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 Corporations Act, ASX Listing Rules and the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours. The Shares to be issued under this Prospectus will rank equally with the existing Shares.

Issue of Shares

The issue of Shares by the Company is under the control of the Board, subject to the Corporations Act, ASX Listing Rules and any rights attached to any special class of Shares.

Transfer of Shares

Pursuant to the Constitution, a Shareholder may transfer Shares as provided by an ASX settlement transfer or any other method of transferring securities introduced by ASX or operated in accordance with the ASX Settlement Operating Rules or ASX Listing Rules, or an instrument in writing approved by the Directors.

The Company participates in the securities registration and transfer system known as CHESS. Under CHESS, the Company may issue holding statements in lieu of share certificates. The Company is not permitted to charge any fee for registering a transfer of Securities. The Directors may refuse to register a transfer of Securities only if the refusal would not contravene the Corporations Act or the ASX Listing Rules or breach any escrow agreement entered into by the Company under the ASX Listing Rules.

Variation of Shares

The rights attached to any class of Shares may, unless their terms of issue state otherwise, be varied or cancelled with the written consent of 75% of the holders of issued Shares of the affected class or authorised by a special resolution passed at a separate meeting of the holders of the Shares of the affected class.

Meetings of members (general meetings)

The Directors may call a meeting of members whenever they think fit.

Members may call a meeting in accordance with the Corporations Act. The Constitution contains provisions prescribing the content requirements for notices of meetings sent to members. All members are entitled to attend. A quorum for a general meeting is two (2) members who are eligible to vote at the general meeting.

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

Voting rights

Subject to any rights or restrictions for the time being attached to any Shares or class of Shares of the Company, each Shareholder, whether present in person or by proxy, attorney or representative at a meeting of Shareholders, has one vote on a show of hands and one vote on a poll for each fully paid share held and a fraction of a vote for each partly paid share, equivalent to the proportion paid up on that Share. Resolutions of members will be decided by a show of hands unless a poll is demanded.

Directors

The business of the Company is to be managed by or under the direction of the Directors. The Company must have at least three (3) Directors and not more than nine (9). The Board may appoint a person to be a Director at any

time, but any such Director must retire at the next annual general meeting (at which meeting he or she may be eligible for election as Director).

The Company at a general meeting may elect Directors by ordinary resolution.

At each annual general meeting, one-third of the Directors shall retire, provided that no Directors but a managing director may hold office for a period in excess of three (3) years or until the third annual general meeting following their appointment, whichever is longer, without submitting themselves for re-election.

Winding Up

On a winding up of the Company a liquidator may, with the sanction of a special resolution of the Shareholders, divide among the Shareholders the property of the Company in proportion to the Shares held by them. The liquidator may determine how the division is to be carried out as between the members or different classes of members.

4. SECTION 4: RISK FACTORS

There are a number of risk factors that may have a material adverse effect on the Company's future operating and financial performance.

The Gratifii Group's underlying business model and the sustainability of such a business model are arguably unproven. Therefore, the Shares to be issued pursuant to this Prospectus are to be considered a speculative investment.

The following summary explains some of the risks associated with investment in the Company and which may impact upon the financial performance of the Gratifii Group and the Company. This section refers to risks which are specific to the Company and the industry and jurisdiction in which it operates, and also details general investment risks which may affect the Company and an investment in the Company. However, potential investors should read this Prospectus in its entirety and consult their professional advisers before applying for Shares under this Prospectus. The list of risk factors outlined here are not exhaustive.

Neither the Company, nor its Directors nor any of its professional advisers give any form of guarantee on future dividends, return on capital or the price at which the Shares might trade on ASX.

Investors should carefully consider the non-exhaustive list of risks associated with investing in the Company that are outlined below, and consult with their professional advisers before making an investment in the Company.

4.1 Company-specific risk factors

(a) Crowded space

The Company, through the Gratifii Group, has developed a range of software platforms and mobile applications that can be utilised as customer relationship management platforms. The Company competes with other companies in a mature market place. Some of these competitors have greater financial and human resource capability than the Company, and as a result may be in a better position to compete and provide services. Although the Gratifii Group has developed a comprehensive and proprietary technology portfolio, there is no guarantee that this value proposition will provide the Company with a competitive advantage over its competitors. There is no assurance that the activities of existing competitors or the entrance of new competitors will not adversely affect the Company's operating results and financial performance, or that the Gratifii Group and the Company will be able to keep up with technological developments or fluctuating market conditions as effectively as their competitors. Any adverse impact to the Gratifii Group's operating results and financial performance is likely to have a similarly adverse effect to the financial performance and operating results of the Company.

(b) New entrants and existing competitors replicate the Company platform

The Gratifii Group business model requires extensive merchant networks and consumer adoption to be successful. While the Gratifii Group aims to be a dominant supplier of consumer engagement technologies in the three regions in which it presently operates, there is no assurance that a competitor with significant financial resources cannot copy what the Gratifii Group has done or bring an alternative product to the market. If new entrants or existing competitors replicate the Gratifii Group's platforms, the financial performance of the Company is likely to be adversely affected.

(c) Privacy regulations

The Gratifii Group takes consumer privacy seriously and has strategies and protections in place to minimise security breaches and to protect data. However, there is no guarantee that these security measures could not be breached. If consumer privacy is breached, the Company may suffer reputational damage or be subject to an action from consumers or regulatory authorities, which is likely to impact the Company's financial results.

(d) Data security

The Gratifii Group has strategies and protections in place to minimise security breaches and to protect data. However, there is no guarantee that these security measures could not be breached. If the Gratifii Group's security measures are breached or the programs are subject to any form of cyber-attacks, then consumers may stop using the products, and the Company may suffer significant reputational damage.

(e) Management and staff

The Gratifii Group's operational success depends on the continuing efforts and retention of its management team and staff. If the Gratifii Group and Company is not able to attract and retain new team members, the business may be adversely affected.

(f) Intellectual property

The Company, through the Gratifii Group, has developed and owns all of its products and software. The Company has copyright protection over its products and software, but none of these are patentable. These products are complex and work across a number of internet, smart phone platforms and software operating systems and so are difficult to recreate; but this will not prevent others from copying the Company's solutions. If the Company's intellectual property rights cannot be protected, have not been protected adequately or are not protected, competitors may utilise the Company's intellectual property, which may adversely affect the Company's ability to compete effectively in the market and the Company's financial performance.

While the Company has not, to the best of its knowledge, infringed any third parties' intellectual property rights, the Company may, in the future, face intellectual property infringement claims or litigation. If third parties claim involvement in developing the technology used in the Company's products, or if the Company infringes third party intellectual property, the Company's operations and financial performance may be adversely affected.

(g) Third party platforms

The Gratifii Group's products are reliant on stable internet and 3G, 4G and 5G mobile services.

The Company's performance is therefore dependent on the ability of its staff and products to continue to develop and operate on these platforms. Any changes in these platforms and operating systems may adversely affect the Company's ability to deliver services.

(h) Dependence on the internet

The successful continuation of the Gratifii Group's various product offerings will depend to an extent on the continued use of the internet as a communications and commerce platform. A delay in the development or adoption of new standards and protocols may cause the internet to become a less viable business tool due to its failure to meet activity, security, reliability, ease of access, cost and quality of service requirements of consumers.

Viruses and similar programs may harm the performance and acceptability of the internet as a business tool. If the internet does not remain a widespread communications medium regularly used for business and commerce, the demand for the Gratifii Group's products and services would be significantly reduced, impacting the Company's financial performance.

(i) Retention of customers

As well as attracting new customers, the Gratifii Group must also retain existing customers to maintain its current cash flows and operations. As with any business, the Company faces the risk of losing customers to competitors.

(j) Sovereign risk

The Gratifii Group's activities are subject to certain risks associated in operating in foreign countries, including South Africa and Singapore. These risks may include economic, social or political instability or change, hyperinflation or instability and changes of law affecting foreign ownership, taxation, working conditions, repatriation of income or return of capital and labour relations as well as government regulations that may require the employment of local staff or contractors or require other benefits to be provided to local residents. The risk of terrorism activities is a real risk in most jurisdictions in the world, and may affect the international operations of the Company.

(k) Foreign exchange risk

As a globally focused company, the Company (through the Gratifii Group) will be exposed to currency price fluctuations between Australia and Singapore, Australia and South Africa (and/or Australia and any other jurisdiction in which the Company operates its business going forward, including the United States, the United Kingdom and South Korea). The Company's potential exposure relates to foreign exchange rate fluctuations and foreign exchange charges which may result in the price of the Company's securities to fluctuate for reasons unrelated to the Company's financial condition or performance.

(l) Material agreement risk

The success of the Gratifii Group's proposed future strategy is reliant on counterparty performance under the material contracts to which the Company (or other Gratifii Group companies) are a party. The Company is substantially dependent on these counterparties continuing to perform and fulfil their obligations under their relevant arrangements with the Company or its subsidiaries. Further, due to the nature of existing contracts, some contracts are terminable at short notice. This means there is a possibility that existing contracts, and therefore existing revenue streams may disappear from the Company's business at short notice.

(m) Risk of software errors

If the Company fails to identify bugs, operating errors or other defects in its software products, these products may not perform properly, causing reputational damage. If the Company identifies errors in its software products, the Company may need to provide updates or software patches to correct these errors, which may be costly and time consuming.

(n) Ongoing product development, operation, maintenance and support

The Company may need to invest in continued product development and innovation to retain its current user base and engage new users. Regulatory changes, technological advances and competitor activity may also require the Company to develop new products or update existing products. Any increase in operating costs, maintenance costs or support costs may diminish revenues or may lead to delays in introducing new products to the market, which may adversely affect the Company's financial and business performance.

4.2 General investment risks

Some of the general risks of investment which are considered beyond the control of the Company and the Gratifii Group are as follows:

(a) COVID-19 pandemic

The World Health Organisation declared the coronavirus disease (**COVID-19**) a pandemic on 11 March 2020. COVID-19 has and continues to impact global economic and equity markets in unpredictable ways, therefore the full financial effects and the duration of those effects is unknown. As a result, the Company's operations and therefore revenue may be adversely affected by the COVID-19 pandemic as well as any responses or initiatives from government or industry designed to mitigate the effects of COVID-19.

(b) The state of Australian and international economies

A downturn in the Australian and/or the international economy may negatively impact the performance of the Gratifii Group, which in turn may negatively impact the value of securities in the Company. Any deterioration in local economic conditions in Australia or wider regional economic conditions may have an adverse effect on the performance of the Company. The Company's revenues may be negatively influenced by changes in regional or local economic variables and consumer confidence in Australia and internationally. Unemployment rates, levels of personal disposable income and regional or local economic conditions may adversely affect consumer spending, decreasing demand for the Gratifii Group's products.

(c) Changes to government policies and legislative changes

Government policy and legislative changes which are outside the control of the Company may also have a negative impact on the financial performance of the Company.

(d) Movements in local and international stock markets

The price of stocks in a publicly listed company can be highly volatile and the value of a company's securities can be expected to fluctuate depending on various factors, including stock market sentiment, government policies, investor perceptions, economic conditions and market conditions which affect the technology industry. It is therefore possible that the Company's securities will trade at below the offer price.

(e) The Company's on-going funding requirements

Further funding may be required by the Company to develop the Gratifii Group's business model and commercial activities. There is no guarantee that the Company will be able to raise the additional required funding on a timely basis, on favourable terms or that such further funding will be sufficient to enable the Company to implement its planned commercial strategy. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or scale back its research and development activities and its marketing activities, as the case may be, which may inhibit growth and development opportunities for the Gratifii Group and adversely affect the business and financial condition of the Company and its performance. Further, the Company may not be able to maintain access to capital markets in order to fund unforeseen expenditure or to undertake further development of the Gratifii Group's business.

(f) Investment speculative

The Company is an early-stage company. The profitability and sustainability of the Company's business model is therefore uncertain and an investment in the Company therefore constitutes a speculative investment.

(g) Potential acquisitions

As part of its business strategy, the Company or other entities in the Gratifii Group may make acquisitions or significant investments in other companies or enterprises. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies or enterprises. Further, there is no guarantee that the Company will make any future acquisitions.

(h) Insurance risk

The Company may, where economically practicable and available, endeavour to mitigate some business risks by procuring relevant insurance cover. However, such insurance cover may not always be available or economically justifiable and the policy provisions and exclusions may render a particular claim by the Company outside the scope of the insurance cover. While the Company will undertake all reasonable due diligence in assessing the creditworthiness of its insurance providers there will remain the risk that an insurer defaults in the legitimate claim by the Company under an insurance policy. Insurance against all risks associated with the Company's business operations is not always available and where available the cost may be prohibitive.

(i) Reliance on key personnel

Senior management and key personnel of the Company shall direct the Company's operations and provide strategic management. However, if key employees cease to be employed there may be a detrimental impact to the Company.

(j) Force majeure risk

Force majeure events, such as riot, war, invasion, act of foreign enemies, hostilities (whether war be declared or not), acts of terrorism, requisition or compulsory acquisition by any governmental or competent authority, earthquakes, flood, fire or other physical natural disaster and strikes or industrial disputes at a national level, may adversely affect the Company's operations.

(k) Shareholder dilution

In the future, the Company may opt to issue shares or other securities in connection with further capital raisings or acquisitions. While any future issues of securities will be subject to the ASX Listing Rules and any applicable laws, Shareholders' existing shareholdings in the Company may be diluted as a result of any such future issue of securities.

5. SECTION 5: BOARD AND MANAGEMENT

5.1 Board and Management

The Board consists of:

- Mr Iain Dunstan (Executive Chairman);
- Mr Michael Hill (Non-Executive Director);
- Mr Stephen Borness (Non-Executive Director); and
- Mr Bryan Zekulich (Non-Executive Director).

The Company Secretary is Mr David Hwang.

For further information about the Board and management of the Company, please refer to the Company's ASX announcements, 2021 Annual Report and its website, www.Gratifii.com.

5.2 Interests of Directors

In the two years preceding the lodgement of this Prospectus with ASIC, no person has paid or agreed to pay any amount or has given any benefit to any Director to induce them to become, or qualify as a Director or for services provided by the Director in connection with:

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

except as set out in this Prospectus.

5.3 Holdings of Directors

As at the date of this Prospectus, the Directors (and their respective associates) have a relevant interest in the Securities of the Company as described in the 'Pre-Offer' column in the table below.

Director	Pre-Offer
M Hill	2,500,000 Shares 1,500,000 unlisted Options NIL Quoted Options
B Zekulich	5,000,000 Shares 1,500,000 unlisted Options NIL Quoted Options
I Dunstan	11,787,491 Shares 19,711,299 unlisted Options NIL Quoted Options
S Borness	2,000,000 Shares 1,500,000 unlisted Options NIL Quoted Options

Director	Pre-Offer
Total:	21,287,491 Shares 24,211,299 Unlisted Options NIL Quoted Options

5.4 Payment of Directors' Fees

In accordance with the Constitution, the Shareholders have approved an aggregate amount of up to \$400,000 per annum to be paid as non-executive Directors' fees. Payment of Directors' fees will be in addition to payments to Directors in any employment or consultancy capacity.

The Directors have received, or are entitled to receive the following remuneration (plus statutory superannuation guarantee payment, where applicable), for the period from their appointment until the date of this Prospectus:

	Remuneration for year ended 30 June 2021	Remuneration for year ending 30 June 2022
Iain Dunstan (Executive Chairman)	\$255,000 plus \$120,000 of Options per annum and statutory superannuation	\$375,000 plus statutory superannuation
Michael Hill (Non-Executive Director)	NIL – appointed after 30 June 2020	\$65,000 (plus superannuation)
Bryan Zekulich (Non-Executive Director)	NIL – appointed after 30 June 2020	\$65,000 (plus superannuation)
Stephen Borness (Non-Executive Director)	NIL – appointed after 30 June 2020	\$65,000 (plus superannuation)

5.5 Deeds of Access, Indemnity and Insurance

The Company has entered into a Deed of Access, Indemnity and Insurance with each of its Directors and its company secretary. Under the terms of these deeds, the Company indemnifies each Director to the extent permitted by the Corporations Act against any liability as a result of the Director acting as a Director of the Company.

6. SECTION 6: ADDITIONAL INFORMATION

6.1 Transaction Specific Prospectus

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 the 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 made reasonable enquiries, the Company believes that it has complied with the continuous disclosure 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 specified events or matters at the time at which they arose for the purpose of making such information available to the securities 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 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, an office of ASIC; and
- (c) the Company 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 ASIC;
 - (ii) any half-year financial report lodged by the Company with ASIC after lodgement of the annual financial report and before the lodgement of this Prospectus with 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 and before lodgement of this Prospectus with ASIC.

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

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisors:

- (a) would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and

- (ii) the rights and liabilities attaching to the Securities the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus.

6.2 ASX information and Share information

The Company will provide free of charge to any person who requests it during the period of the Offer, a copy of:

- (a) the Annual Report of the Company for the year ended 30 June 2021 containing the financial statements of the Company for the financial year ended 2021, being the last financial year for which financial statements were lodged with ASIC in relation to the Company on 6 October 2021; and
- (b) the following continuous disclosure notices given by the Company to notify the ASX of information relating to the Company during the period from the date of lodgement of the Annual Report of the Company referred to in paragraph (a) and before the date of issue of this Prospectus are as follows:

Date	Announcement Title
6 October 2021	Annual Report to shareholders
6 October 2021	Appendix 4G and Corporate Governance Statement
8 October 2021	Notice of Annual General Meeting/Proxy Form
8 October 2021	Letter to Shareholders – Notice of AGM
12 October 2021	Proposed issue of securities – GTI
26 October 2021	Quarterly Activity Report and Appendix 4C
29 October 2021	Gratific signs PaaS contract with Click Frenzy
3 November 2021	Jobkeeper Payment Disclosure
8 November 2021	Executive Chairman's Address to the Annual General Meeting
8 November 2021	AGM Presentation
8 November 2021	Results of Annual General Meeting
15 November 2021	Notification regarding unquoted securities - GTI
17 November 2021	Notification regarding unquoted securities - GTI
17 November 2021	Change of Director's Interest Notice - I Dunstan
17 November 2021	Change of Director's Interest Notice - S Borness
19 November 2021	Application for quotation of securities - GTI
3 December 2021	Application for quotation of securities - GTI
17 December 2021	GTI on track to exceed 2Q forecast revenue
23 December 2021	Application for quotation of securities - GTI
28 January 2022	Quarterly Activity/Appendix 4C Cash Flow Report
31 January 2022	2Q FY22 Quarterly Activities Report - Updated

The ASX announcements are available through the Company's website or on the Company's ASX announcements page. Alternatively, the Company's file is available for inspection at the ASX during office hours.

6.3 Highest and lowest prices 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 and lowest market sale prices of Shares in the Company on the ASX in the 3-month period immediately prior to the date of this Prospectus, and the most recent date of the respective sales are set out below:

	Price	Date
Highest	\$0.036	28 October 2021
Lowest	\$0.027	26 November 2021, 2 – 6 December 2021, 10 and 16 December 2021
Last	\$0.030	31 January 2022

6.4 Details of substantial holders

Based on publicly available information as at 1 February 2022, the people that hold more than 5% of Shares on issue as at the date of this Prospectus are set out in the table below:

Name	Shares	Percentage shareholding
HSBC Custody Nominees (Australia) Limited	46,869,943	7.45%
Total Securities of substantial holders (more than 5%)	46,869,943	7.45%

** Note: these figures are approximate percentages and due to rounding, percentages indicated may not precisely reflect the absolute figures.*

6.5 Determination by ASIC

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

6.6 Corporate governance

The Company reports on its compliance with the ASX Corporate Governance Principles and Recommendations in its annual reports and, where the Company's practices do not comply with the Corporate Governance Principles and Recommendations, the Company is working towards compliance. For copies of the Company's corporate governance policies and charters, please visit the Company's registered office or the Company's website.

6.7 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner, nor any company with which any of those persons is or was associated, has or had within 2 years before the lodgement of this Prospectus with ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid (in cash or Securities or otherwise) to any expert, promoter or any other 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, or to any firm in which any of those persons

is or was a partner, or to any company with which any of those persons is or was associated, for services rendered by that person, or by the firm or the company, in connection with the formation or promotion of the Company or the Offer.

Thomson Geer has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Thomson Geer \$5,000.00 (excluding GST and disbursements) for these services.

6.8 Litigation

Other than the matter disclosed below, the Company is not involved in any litigation, arbitration or other legal proceedings and the Directors are not aware of any threatened or pending litigation or arbitration against the Company.

6.9 Expenses of the Offer

The estimated total expenses of the Offer are \$8,206 (excluding GST), as set out in the table below.

Expense	\$
ASIC fees	\$3,206
Legal fees	\$5,000
Total	\$8,206

6.10 Consents and disclaimers

The following consents have been given in accordance with the Corporations Act and have not been withdrawn as at the date of lodgement of this Prospectus with ASIC.

Thomson Geer has given, before lodgement of this Prospectus, their written consent to being named in this Prospectus as solicitors to the Company in the form and context in which they are named. Thomson Geer did not authorise or cause the issue of this Prospectus or the making of the Offer. Thomson Geer make no representation regarding, and to the extent permitted by law exclude any responsibility for, any statements in or omissions from any part of this Prospectus.

6.11 Directors' statement

The Directors state that they have made all reasonable enquiries and have reasonable grounds to believe that any statements by the Directors in this Prospectus are true and not misleading and that in respect to any other statements made in this Prospectus by persons other than Directors, the Directors have made reasonable enquiry and have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given the consent required by section 716 of the Corporations Act to the issue of this Prospectus and have not withdrawn that consent, before lodgement of this Prospectus with the ASIC.

This Prospectus is prepared on the basis that:

- (a) certain matters may be reasonably expected to be known to professional advisers of any kind with whom Applicants may reasonably be expected to consult; and
- (b) information is known to Applicants or their professional advisers by virtue of any legislation or laws of the Commonwealth of Australia or any State of Australia.

7. SECTION 7: DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors. In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of the Company.



Iain Dunstan
Dated: 1 February 2022

8. SECTION 8: GLOSSARY OF TERMS

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

“\$” means Australian dollars;

“AEDT” means Australian Eastern Daylight Time;

“Annual Report” means the annual report for the Company for the financial year ended 30 June 2021;

“Applicant” means a person who submits an Application;

“Application” means a valid application to subscribe for Securities under this Prospectus;

“Application Form” means the relevant application form to apply for Shares offered under this Prospectus;

“ASIC” means Australian Securities and Investments Commission;

“ASX” means ASX Limited (ACN 008 624 691) or the securities exchange which it operates;

“ASX Listing Rules” means the listing rules of ASX as at the date of this Prospectus;

“ASX Settlement Operating Rules” means the settlement operating rules of ASX as at the date of this Prospectus;

“Board” means the board of Directors of the Company unless the context indicates otherwise;

“Chair” means the chairperson of the Board;

“CHESS” means ASX Clearing House Electronic Subregister System;

“Closing Date” means [1] February 2022 or such earlier or later date as the Directors may determine;

“Company” means Gratifii Limited (ACN 125 688 940);

“Constitution” means the Constitution of the Company as at the date of issue of this Prospectus;

“Corporate Governance Principles and Recommendations” means the *Corporate Governance Principles and Recommendations (Fourth Edition)*;

“Corporations Act” means the *Corporations Act 2001* (Cth);

“COVID-19” means the coronavirus disease;

“Conversion Shares” has the meaning given to that term in section 1.2 of this Prospectus;

“Deed of Access, Indemnity and Insurance” means those deeds described in section 5.5;

“Directors” means the board of directors of the Company as it is constituted from time to time;

“Gratifii Group” means:

- CSB Engage Pte Ltd (201133493R), a company incorporated in Singapore;
- CSB Engage (Aus) Pty Ltd (ACN 169 438 957), a company incorporated in Australia;
- CSB Engage SA Pty Ltd (2009/022981/07), a company incorporated in South Africa;
- Neat Tickets Pty Ltd (ACN 153 820 887), a company incorporated in Australia; and
- Waratah (No 1) Pty Ltd (ACN 149 390 189), a company incorporated in Australia;

“Offer” means the offer made by this Prospectus;

“Official Quotation” means official quotation by ASX in accordance with the ASX Listing Rules;

“Opening Date” means [1] February 2022 or as varied by the Directors;

“Option” means an option to acquire one Share;

“Professional and Sophisticated Investors” means investors within the definition in sections 708(8) or 708(11) of the Corporations Act;

“Prospectus” means this prospectus dated [1] February 2022 and which was lodged with ASIC on that date;

“Risk Factors” means risks faced by the Company as set out in section 4 of this Prospectus;

“Securities” means Shares, Options and/or Conversion Shares, as the context dictates;

“Share” means a fully paid ordinary share in the capital of the Company;

“Shareholder” means a holder of Shares in the Company; and

“Share Registry” means Automic Pty Ltd.



Enter your details below (clearly in capital letters using pen), attach EFT payment receipt and return in accordance with the instructions on page 2 of the form.



AUTOMIC GROUP

CORRECT FORMS OF REGISTRABLE TITLE

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual	Mr John Richard Sample	J R Sample
Joint Holdings	Mr John Richard Sample & Mrs Anne Sample	John Richard & Anne Sample
Company	ABC Pty Ltd	ABC P/L or ABC Co
Trusts	Mr John Richard Sample <Sample Family A/C>	John Sample Family Company
Superannuation Funds	Mr John Sample & Mrs Anne Sample <Sample Family Super A/C>	John & Anne Superannuation Fund
Partnerships	Mr John Sample & Mr Richard Sample <Sample & Son A/C>	John Sample & Son
Clubs/Unincorporated Bodies	Mr John Sample <Health Club A/C>	Health Club
Deceased Estates	Mr John Sample <Estate Late Anne Sample A/C>	Anne Sample (Deceased)

INSTRUCTIONS FOR COMPLETING THE FORM

This is an Application Form for shares in Gratifii Limited ACN 125 688 940, at a subscription price of \$0.05 per Share (**Offer**).

- Shares Applied For & Payment Amount** - Enter the number of Shares & the amount of the application monies payable you wish to apply for.
- Applicant Name(s) and Postal Address** - The Application must be in the name of a natural person(s), companies or other legal entities acceptable by the Company. At least one full given name and surname is required for each natural person. Refer to the table above for the correct forms of registrable title(s). Applicants using the wrong form of names may be rejected. Next, enter your postal address for the registration of your holding and all correspondence. Only one address can be recorded against a holding.
- Contact Details** - Please provide your contact details for us to contact you between 9:00am and 5:00pm (AEDT) should we need to speak to you about your application. In providing your email address you elect to receive electronic communications. You can change your communication preferences at any time by logging in to the Investor Portal accessible at <https://investor.automic.com.au/#/home>.
- CHESS Holders** - If you are sponsored by a stockbroker or other participant and you wish to hold Shares allotted to you under this Application on the CHESS
- subregister, enter your CHESS HIN. Otherwise leave the section blank and on allotment you will be sponsored by the Company and a "Securityholder Reference Number" (SRN) will be allocated to you.
- TFN/ABN/Exemption** - If you wish to have your Tax File Number, ABN or Exemption registered against your holding, please enter the details. Collection of TFN's is authorised by taxation laws but quotation is not compulsory and it will not affect your Application.
- Payment** - Payments for Applications made using a paper Application Form can only be made by Electronic Funds Transfer (EFT) to the following bank account:
Beneficiary Name: Gratifii Limited - Share Offer Account
Beneficiary Bank: NAB
Account Number: 18-474-2390
BSB: 086-492
Swift Code: NATAAU3302S

DECLARATIONS

BY SUBMITTING THIS APPLICATION FORM WITH THE APPLICATION MONIES, I/WE DECLARE THAT I/WE:

- Have completed this Application Form in accordance with the instructions on the form;
- Declare that the Application Form and all details and statements made by me/us are complete and accurate;
- I/we agree to provide further information or personal details, including information related to tax-related requirements, and acknowledge that processing of my application may be delayed, or my application may be rejected if such required information has not been provided;
- Where I/we have been provided information about another individual, warrant that I/we have obtained that individual's consent to the transfer of their information to the Company;
- Authorise the Company and their agents to do anything on my/our behalf necessary (including the completion and execution of documents) to enable the Shares to be allocated;
- Agree to be bound by the Constitution of the Company; and
- Acknowledge that neither the Company nor any person or entity guarantees any particular rate of return of the Shares, nor do they guarantee the repayment of capital.

LODGEMENT INSTRUCTIONS

Completed Application Forms must be sent to the Company by post or delivered to:

Gratifii Limited
Level 2
25 Cooper St,
Surry Hills NSW 2010