



ASX Announcement
Spacetalk Ltd. (ASX:SPA)
6 December 2022

Despatch of Offer Letter to Eligible Shareholders

Spacetalk Ltd. (ASX:SPA) (“Spacetalk” or “Company”), the Australian company that provides safety and connectivity to families, is pleased to announce the despatch of the letter to eligible shareholders attached as an Annexure to this announcement, in relation to the Non-Renounceable Entitlement Offer (**Entitlement Offer**) as announced to ASX on 23 November 2022.

The Company also advises that the offer and the offer website below are now open
www.computersharecas.com.au/spacetalk

This announcement has been authorised by the Spacetalk Company Secretary.



For more information, please contact:

Dimitri Burshtein

Investor Relations and Corporate Development

dburshtein@spacetalkwatch.com

M: +61 493 041 751

About Spacetalk Ltd.

Spacetalk Ltd. (ASX:SPA) is an Australian company that strives to bring the best wearables and software ecosystem to families around the world to advance child safety, development, and wellness.

The ASX-listed company is recognised globally as a leader in the connected wearables industry thanks to its unique proprietary ecosystem that keeps families connected. This market-leading hardware and trusted, parent-controlled software platform enable children and families to experience the benefits of mobile technology securely and with confidence.


With the Spacetalk App, parents can prevent their children's access to the open internet, social media and inappropriate adult content while blocking calls and messages from unknown senders. The app also keeps track of a child's location and is customisable so every feature can be enabled and disabled as needed.

Spacetalk's best-in-class software platform supports children's development by facilitating engaging, confidence-building experiences that the whole family can participate in and enjoy.

The Spacetalk smartphone-watch is a child's first mobile phone, offering all the benefits of a smartphone and operating on a secure, private and parent-controlled ecosystem that can be customised to reflect each family's needs and values. Together, the watches and software platform provide a complete digital communication solution that families can rely on at all times.

Spacetalk was founded in 2001 and listed on the ASX in 2003 as MGM Wireless Limited, which developed the world's first SMS student absence notification platform for schools and went on to become Australia's most successful school messaging company. On 12 November 2020 the Company changed its name to Spacetalk Ltd.

To learn more about the Spacetalk devices and app platform, and the Company, please visit: <https://www.spacetalkwatch.com/>. Investor Centre: <https://investors.spacetalkwatch.com/>.



SPA
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

SRN/HIN: SRN WITHHELD

6 December 2022

Dear Shareholder

Entitlement Offer Now Open

On 23 November 2022, Spacetalk Limited (ASX:SPA) (**Spacetalk** or **Company**) announced a pro rata, non-renounceable entitlement offer of up to 132,027,726 new fully paid ordinary shares in the Company (**New Shares**) on the basis that Eligible Shareholders will be entitled to subscribe for one (1) New Share for every 1.65 existing shares held at 5:00 pm (ACDT) on Thursday, 1 December 2022 (**Record Date**) at an issue price of \$0.03 per New Share, to raise up to approximately \$3,960,832 (**Entitlement Offer**).

A person is eligible to participate in the Entitlement Offer if they are a registered holder of shares in the Company on the Record Date and have an address on the Company's share register in Australia or New Zealand (**Eligible Shareholder**).

The Entitlement Offer is now open and closes at 5:00 pm (ACDT) on Thursday, 15 December 2022 (unless extended).

Further details of the Entitlement Offer are set out in the Prospectus, which can be accessed through either of the following means:

ONLINE – The Prospectus and personalised Entitlement and Acceptance Form (including the BPAY payment details) can be accessed via the following link:

www.computersharecas.com.au/spacetalk

PAPER – Eligible Shareholders can request a paper copy of the Prospectus and personalised Entitlement and Acceptance Form by contacting Spacetalk's share registry, Computershare Investor Services Pty Limited on **1300 850 505** (within Australia) or **+61 3 9415 4000** (outside Australia).

Further details on the Entitlement Offer, and the intended use of funds, is set out in the Prospectus.

Access the Entitlement Offer

An electronic version of the Prospectus is available to Eligible Shareholders, together with a personalised Entitlement and Acceptance Form, via the following link:

www.computersharecas.com.au/spacetalk

You will need the holder ID shown on the front of this letter to access the documentation. A printed copy of the Prospectus and personalised Entitlement and Acceptance Form is also available on request by contacting the Company on +61 8 8104 9555 between 8.30 am and 5.00 pm (ACDT) during the Offer open period. Please note that there may be some delays in delivery of the Prospectus via post, and Eligible Shareholders are encouraged to access the Prospectus online.

Any Eligible Shareholder who wants to participate in the Entitlement Offer will need to follow the "What Eligible Shareholders may do" instructions in section 2.2 of the Prospectus. Eligible Shareholders who elect not to participate should be aware that their shareholding interest in Spacetalk will be diluted as a result. The Entitlement and Acceptance Form provides details on the options for participation in the Entitlement Offer, and further information in respect of the eligible applications under the Entitlement Offer is set out at 2.4 of the Prospectus.

If you wish to participate in the Entitlement Offer, please make payment of your application monies by following the instructions set out in your Entitlement and Acceptance Form by no later than 5.00pm (ACDT) on Thursday, 15 December 2022 (**Closing Date**). Acceptances will not be valid if they are received after the Closing Date. If the Company does not accept an application under the Entitlement Offer for any reason, the Company will refund any excess application monies by cheque sent to the applicant's address recorded on the register, without any interest, unless your nominated bank account has been provided to the Share Registry, in which case the refund will be paid by direct credit.

Questions


If you have any questions in relation to any of the above matters, please contact Spacetalk's share registry, Computershare Investor Services Pty Limited, on **1300 850 505** (within Australia) or **+61 3 9415 4000** (outside Australia) between 8:30am and 5:00pm (AEDT), Monday to Friday.

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

Yours sincerely,



Georg Chmiel
Non-Executive Chair

IMPORTANT NOTICE AND DISCLAIMER

The lodgement of an Application Form for a particular amount of New Shares in connection with the Entitlement Offer does not, and is not to be construed or interpreted as, a guarantee or entitlement to be issued securities under the Entitlement Offer or to be issued the same number of securities as detailed in the Application Form. Any level of oversubscriptions will be scaled back in the sole discretion of the Board of Spacetalk. All scale back decisions made by the Board are final.

Determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company. Each of Spacetalk and its related bodies corporate (as defined in the Corporations Act 2001 (Cth)) and affiliates and each of their respective directors, officers, employees, partners, consultants, contractors, agents and advisers disclaim any duty or liability (including, without limitation, any liability arising from fault, negligence or negligent misstatement) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

This letter is not a prospectus or offering document under Australian law or under any other law. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia and New Zealand. This letter is for information purposes only and does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any New Shares in Spacetalk.

The provision of this letter is not, and should not be considered as, financial product advice. The information in this letter is general information only and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional adviser.

This letter has been prepared for publication in Australia and may not be released to US wire services or distributed in or into the United States. This letter does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this letter have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.



About Spacetalk Limited

About Spacetalk Ltd. Spacetalk Ltd. (ASX:SPA) is an Australian company that strives to bring the best wearables and software ecosystem to families around the world to advance child safety, development, and wellness.

The ASX-listed company is recognised globally as a leader in the connected wearables industry thanks to its unique proprietary ecosystem that keeps families connected. This market-leading hardware and trusted, parent-controlled software platform enable children and families to experience the benefits of mobile technology securely and with confidence.

To learn more about the Spacetalk devices and app platform, and the Company, please visit: <https://www.spacetalkwatch.com/>. Investor Centre: <https://investors.spacetalkwatch.com/>.