

Bigtincan Holdings Limited
ACN 154 944 797

Prospectus

This Prospectus has been prepared for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on Acquisition Shares issued by the Company before the date of this Prospectus.

IMPORTANT NOTICE

This Prospectus is an important document which should be read in its entirety before making any investment decision. You should obtain independent advice if you have questions about the matters contained in this Prospectus.

Lodgement and quotation

This Prospectus is dated 27 January 2023 and a copy of this Prospectus was lodged with ASIC on that date. A copy of this Prospectus has been provided to ASX. Neither ASIC nor ASX take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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.

No Shares will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. Application will be made to ASX within 7 days after the date of this Prospectus for the quotation of the Shares the subject of this Prospectus.

No financial advice

The information in this Prospectus is not financial product advice and does not take into account your investment objectives, financial situation or particular needs. This Prospectus should not be construed as financial, taxation, legal or other advice. The Company is not licensed to provide financial product advice in respect of its securities or any other financial product.

This Prospectus is important and should be read in its entirety prior to deciding whether to invest in the Company. There are risks associated with an investment in the Shares of the Company and the Shares offered under this Prospectus must be regarded as a speculative investment. Some of the risks that should be considered are set out in Section 3 of this Prospectus. You should carefully consider these risks in light of your personal circumstances (including financial and tax issues). There may also be risks in addition to these that should be considered in light of your personal circumstances.

If you do not understand this Prospectus or are in doubt as to how to deal with it, you should seek professional guidance from your stockbroker, lawyer, accountant or other professional adviser before deciding whether to invest in the Shares.

No Offer where Offer would be illegal

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register the Shares in any jurisdiction outside Australia. The distribution of this Prospectus outside Australia may be restricted by law and persons who come into possession of this Prospectus outside Australia should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities law.

Defined words and expressions

Some words and expressions used in this Prospectus have defined meanings, which are set out in the Glossary in Section 5. A reference to time in this Prospectus is to Sydney time, unless otherwise stated. A reference to \$, A\$, AUD and cents is to Australian currency, unless otherwise stated.

Disclaimers

In making your decision of whether to invest, you should rely only on the information in this Prospectus. No person is authorised to provide any information or to make any representations in connection with the Offer, which is not in this Prospectus. Any information or representations not in this Prospectus may not be relied upon as having been authorised by the Company in connection with the Offer.

No person named in this Prospectus guarantees the Company's performance or any return on investment made pursuant to this Prospectus.

Any references to information on the Company's website are provided for convenience only. No document or other information included on the Company's website is incorporated by reference into this Prospectus.

IMPORTANT DATES

Lodgement of this Prospectus with ASX and ASIC	27 January 2023
Opening Date	30 January 2023
Closing Date	5.00 pm (AEDT), 31 January 2023

The above timetable is indicative only. All times are Sydney time. The Company reserves the right to vary the dates and times set out above subject to the Corporations Act, the Listing Rules and other applicable laws.

KEY FINANCIAL INFORMATION

Shares offered under the Offer	1,000
Issue price of Shares under the Offer	\$0.535

See Section 2.1 for further information on the capital structure of the Company.

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1. DETAILS OF THE OFFER

1.1 Offer

Under the Offer, the Company is offering 1,000 Shares at an issue price of \$0.535 each to raise \$535 (before costs).

The Offer will only be extended to specific persons on invitation from the Directors. Application Forms will only be provided by the Company to these persons.

1.2 Purpose

The primary purpose of this Prospectus is to remove any trading restrictions that attach to 1,117,900 Shares that were issued at an issue price of \$0.535 per Share to shareholders of SalesDirector.ai, as announced to the ASX on 28 December 2022.

Accordingly, the Company is seeking to raise only a nominal amount under this Prospectus as the purpose of this Prospectus is not to raise capital.

1.3 Previous issue of Shares

On 28 December 2022, the Company issued 1,117,900 Shares (**Acquisition Shares**) at \$0.535 per Share as part consideration for the acquisition of SalesDirector.ai. The Acquisition Shares were issued to shareholders (including employee shareholders) of SalesDirector.ai. For further details of the acquisition, refer to the Company's announcement dated 28 December 2022.

The Acquisition Shares were issued without disclosure under Part 6D.2 (Disclosure to Investors about Securities) of the Corporations Act and pursuant to the Company's placement capacity under Listing Rule 7.1.

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

The Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5). The Company lodged a cleansing notice in relation to the Acquisition Shares on 9 January 2023, however as the notice was lodged more than 5 business days after the date on which the Acquisition Shares were issued, the cleansing notice was not effective. None of the Acquisition Shares have been on-traded or offered for sale and, on 10 January 2023, the Company instructed its share registry to place a holding lock on the Acquisition Shares that were not already subject to voluntary trading restrictions.

Section 708A(11) of the Corporations Act provides another exemption from the general requirement under section 707(3) where:

- (a) the relevant securities are in a class of securities of the company that are already quoted on ASX;
- (b) a prospectus is lodged with ASIC either:
 - (i) 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) 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 were issued; and

- (c) the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

The primary purpose of this Prospectus is to comply with section 708A(11) of the Corporations Act to remove any trading restrictions that may have attached to the Acquisition Shares, so that subscribers for the Acquisition Shares may, if they choose to, sell those Shares within twelve months from the date of their issue without the issue of a prospectus.

Accordingly, the purpose of this Prospectus is to make the Offer and ensure that any on-sale of the Acquisition Shares does not breach section 707(3) of the Corporations Act.

The Shares issued under the Offer will be issued under the Company's existing placement capacity under Listing Rule 7.1. A total amount of \$535 will be raised under the Offer. The total estimated expenses of the Offer of \$15,456 will be paid by the Company from its cash reserves.

1.4 Minimum subscription

The Offer has no minimum subscription.

1.5 Oversubscriptions

No oversubscriptions will be accepted by the Company.

1.6 Shares

The Shares offered under the Offer are of the same class and will rank equally in all respects with existing Shares on issue. A summary of the rights and liabilities attaching to the Shares is set out in Section 4.9.

1.7 Offer Period

The Offer will open on the Opening Date and close on the Closing Date.

1.8 Applications

Applications for Shares under the Offer must only be made by investors at the direction of the Company and using the Application Form accompanying this Prospectus. By completing an Application Form, you will be taken to have declared that all details and statements made by you are complete and accurate and that you have received personally the Application Form together with a complete and unaltered copy of the Prospectus.

Payment for Shares must be made in full at the issue price of \$0.535 per Share. Completed Application Forms and accompanying cheques, made payable to "BIGTINCAN HOLDINGS LIMITED" and crossed "Not Negotiable", must be mailed or delivered to the address set out on the Application Form by no later than the Closing Date.

1.9 Capital raising fees

No capital raising fees will be paid in relation to applications made under the Offer.

1.10 ASX quotation

The Company will apply to ASX within 7 days after the date of this Prospectus for quotation of the Shares offered under this Prospectus. If approval for quotation of the Shares is not granted within 3 months after the date of this Prospectus, the Company will not issue any Shares and will repay all Application Monies without interest as soon as practicable.

1.11 Application monies

All Application Monies for Shares to be issued pursuant to the Offer will be held in trust on behalf of applicants until the Shares are issued or, if the Shares are not issued, until the Application Monies are returned to applicants. All interest earned on Application Monies (including those which do not result in the issue of Shares) will be retained by the Company.

1.12 Excluded information

In accordance with section 713(5) of the Corporations Act, information must be included in this Prospectus if the information:

- has been excluded from a continuous disclosure notice in accordance with the Listing Rules; and
- is information that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - the assets and liabilities, financial position and performance, profits and losses and prospects of the body; and
 - the rights and liabilities attaching to the securities being offered; and
- would reasonably expect to find in this Prospectus.

The Company confirms that there is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules, and which is required to be set out in this Prospectus.

1.13 Issue of Shares

Any issue of securities under this Prospectus will occur on or after the Closing Date. Following this, holding statements will be sent to applicants as required by ASX. It is the responsibility of applicants to determine their allocation prior to trading in the securities. Applicants who sell their securities before they receive their holding statement will do so at their own risk.

1.14 CHESS and issuer sponsorship

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

The Company will not issue certificates to security holders. Rather, holding statements (similar to bank statements) will be dispatched to security holders as soon as practicable after allotment. Holding statements will be sent either by CHESS (for security holders who elect to hold Shares on the CHESS sub-register) or by the Company's Share Registry (for security holders who elect to hold their Shares on the issuer sponsored sub-register). The statements will set out the number of Shares allotted under this Prospectus and the Holder Identification Number (for security holders who elect to hold Shares on the CHESS sub register) or Shareholder Reference Number (for security holders who elect to hold their shares 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 Listing Rules and the Corporations Act.

1.15 Privacy disclosure

Persons who apply for securities pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for securities, to provide facilities and services to

Shareholders, and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for securities will not be processed. In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company or the Share Registry.

1.16 Taxation

It is the responsibility of all investors to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer, by consulting their own professional tax advisers. Neither the Company nor the Directors accept any liability or responsibility in respect of the taxation consequences of the matters referred to in this Prospectus.

1.17 Enquiries concerning this Prospectus

Enquiries relating to this Prospectus should be directed to the Company Secretary, Mark Ohlsson, by telephone on +61 400 801 814.

2. EFFECT OF THE OFFER

2.1 Capital structure

The effect of the Offer on the capital structure of the Company is set out below.

Security	Number
Existing Shares	607,253,090
Shares offered under the Offer ¹	1,000
Total Shares	607,254,090
Existing Options (unquoted) ²	33,816,542
Existing Performance Share Appreciation Rights (unquoted)	3,350,880
Existing Service Rights (unquoted)	5,477,430
Fully diluted share capital³	649,898,942

Notes

1. These Shares are being offered for the purpose set out in Section 1.2.
2. This figure is comprised of the following unquoted Options:

Option	Expiry Date	Number
Options exercisable at \$0.00	1 July 2023	13,347
Options exercisable at \$0.07	12 September 2023	40,705
Options exercisable at \$0.20	7 February 2023 – 24 August 2026	1,826,208
Options exercisable at \$0.31	1 December 2025	1,100,000

Option	Expiry Date	Number
Options exercisable at \$0.32	1 July 2025 – 1 July 2026	900,000
Options exercisable at \$0.33	1 July 2025 – 1 January 2027	2,945,000
Options exercisable at \$0.34	14 May 2026	3,000
Options exercisable at \$0.35	14 April 2025 – 1 January 2027	313,000
Options exercisable at \$0.36	21 August 2026	78,000
Options exercisable at \$0.465	20 June 2029	2,250,000
Options exercisable at \$0.49	1 July 2029	1,000,000
Options exercisable at \$0.495	25 October 2029	1,343,939
Options exercisable at \$0.50	1 January 2027	1,500,000
Options exercisable at \$0.51	1 July 2026	87,500
Options exercisable at \$0.52	1 July 2026 – 26 October 2029	4,490,973
Options exercisable at \$0.54	1 October 2026 – 1 July 2027	5,485,225
Options exercisable at \$0.55	26 November 2026	3,000
Options exercisable at \$0.63	1 October 2029	160,000
Options exercisable at \$0.67	1 January 2027 – 1 July 2027	112,250
Options exercisable at \$0.68	1 April 2027	10,000
Options exercisable at \$0.74	1 April 2027	6,250
Options exercisable at \$0.77	4 January 2029 – 13 April 2029	483,275
Options exercisable at \$0.79	14 April 2029	60,375
Options exercisable at \$0.80	1 April 2027	5,000
Options exercisable at \$0.82	1 July 2027	313,050
Options exercisable at \$0.87	23 November 2027 – 4 April 2029	4,622,075
Options exercisable at \$0.92	1 April 2028 – 1 July 2028	1,804,702
Options exercisable at \$1.04	1 July 2028	1,734,293
Options exercisable at \$1.15	1 October 2027	139,875
Options exercisable at \$1.16	1 January 2028	560,500
Options exercisable at \$1.195	23 August 2028	425,000

3. This figure does not include any Shares or other securities that are issued after the date of this Prospectus and are not part of the Offer.

2.2 Effect of the Offer on control of the Company

The Offer will not have a material impact upon the control of the Company and any dilution effect on existing Shareholders is negligible. No new investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Offer.

2.3 Financial position

There will be minimal proceeds from the Offer. The Offer will have an immaterial effect on the Company's financial position, being receipt of funds up to \$535 and the payment of expenses of approximately \$15,456 from the Company's existing cash reserves.

3. RISK FACTORS

3.1 Introduction

Any potential investor should be aware that subscribing for Shares involves various risks. Participating in the Offer should be considered speculative. The Shares to be issued under this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or future share price of the Company.

The risks and uncertainties described below are not intended to be exhaustive. There may be additional risks and uncertainties that the Company is unaware of or that the Company currently considers to be immaterial, which may affect the Company and its related entities.

3.2 Risk factors

Based on the information available, a non-exhaustive list of risk factors for the Company is as follows.

(a) Specific risks

Bigtincan operates in a competitive industry

The sales engagement and mobile content enablement industry is subject to competition based on factors including price, service, quality, performance standards, information security, innovation and the ability to provide customers with an appropriate range of reliable and tailored services in a timely manner.

Competition from new entrants to the industry

Bigtincan operates in an increasingly competitive industry where a number of participants are, or may, target entry into the industry with new and innovative products aimed at the industry. New entrants to the industry may offer more competitive prices for products due to a range of factors, including if they have greater financial resources than Bigtincan, which may enable them to offer products at more competitive prices while they establish their business. New entrants may also compete against Bigtincan with cheaper products that have less functionality than Bigtincan's offering.

Failure to retain existing customers and attract new customers

Bigtincan's business is dependent on its ability to retain its existing customers and attract new customers. Bigtincan's business operates under various subscription models, all of which are exposed to the risk of termination, expiry and non-renewal. Bigtincan is also dependent on its customers undertaking new projects that Bigtincan can seek to service.

Bigtincan is loss making

Bigtincan has historically focused on developing its platform and product and growing its customer base through relationships with channel partners and the recruitment of sales and marketing staff. While revenue has grown from FY14 to FY22, the focus on revenue growth has seen an increase in the cost base, resulting in the business historically generating NPAT losses and an expectation that NPAT losses will continue in the future. If Bigtincan fails to

generate positive NPAT in the future it may be required to raise further capital and Bigtincan's future operations may be adversely affected and its reputation may be damaged.

Reliance on a single product

Bigtincan's business model is substantially reliant upon a single product, being Bigtincan Hub. Bigtincan's success depends on its ability to keep customers satisfied with Bigtincan Hub. There is a risk that Bigtincan fails to properly maintain the Bigtincan Hub product or that updates or new releases may introduce errors or performance issues which could cause customer dissatisfaction and damage to reputation. Bigtincan's reputation may also suffer as a result of real or perceived reductions in functionality, product quality, reliability, security, value and customer support or a failure to reflect developments in technology or in the commercial, compliance and regulatory environment. Any of these factors may result in reduced sales and usage, loss of customers and an inability to attract new customers and possibly legal claims by customers.

Bigtincan's international footprint may not achieve intended goals

A significant part of Bigtincan's growth strategy is its goal to significantly grow its presence in the overseas markets in which it already operates. Bigtincan's growth plans may be inhibited by unforeseen issues particular to a territory, including differences in local cultures, business practices and regulation. Bigtincan's ability to grow and expand its international business may be subject to various risks, including the need to invest significant resources and management attention to the expansion and the possibility that the desired level of return on its international business will not be achieved.

Reliance on third party IT suppliers

Bigtincan relies on a number of third party suppliers to maintain and support Bigtincan Hub, its telecommunications facilities and its hosting infrastructure. If the contracts with these parties are terminated or there is a disruption for any reason in the provision of these services or software, Bigtincan's future financial performance and position may be adversely affected.

Disruption or failure of technology systems

Bigtincan and its customers are dependent on the performance, reliability and availability of Bigtincan's technology platforms, data centres and global communications systems (including servers, the internet, data centre hosting services and the cloud environment in which Bigtincan provides its products). There is a risk that these systems may be adversely affected by disruption, failure, service outages or data corruption that could occur as a result of computer viruses, malware, cyber attacks or other disruptions including natural disasters, power outages or other similar events.

Security breach and data privacy

Bigtincan products involve the storage and transmission of customers' confidential and proprietary information. Bigtincan's business could be materially impacted by security breaches of customers' data and information, either by unauthorised access, theft, destruction, loss of information or misappropriation or release of confidential customer data.

Ability to attract and retain key staff

Bigtincan's success depends to a significant extent on its key personnel, in particular the senior management team. Bigtincan's senior management have extensive experience in, and knowledge of, the sales enablement and

mobile content enablement industry. The loss of key members of senior management may adversely affect Bigtincan's ability to develop its products or implement its business strategies and may adversely affect its future financial performance.

Foreign exchange risk

A significant proportion of Bigtincan's revenues, costs and expenses are incurred in foreign currencies, whereas Bigtincan reports in Australian dollars. As a result of the use of these various currencies, Bigtincan is subject to foreign currency fluctuations, which may materially affect its financial position and operating results.

Integration risk

As part of its business strategy, Bigtincan has made and will continue to source acquisitions of, or significant investments in, companies, products and technologies that are complementary to its business. Any such transactions will expose Bigtincan to the risks commonly associated with making acquisitions. These risks will include integration of the acquired assets, people and operations into Bigtincan, financing risk such as short-term strain in working capital, achievement of integration benefits and synergies, and retention of key staff and customer and supplier relationships.

(b) General risks

COVID-19 pandemic

The global economy, including each of the markets in which Bigtincan operates, is in the midst of a pandemic relating to the novel coronavirus now known as COVID-19. The pandemic has led to the adoption of unprecedented preventative measures by governments and other authorities. Events related to COVID-19 have also resulted in significant market falls and volatility.

There is a high degree of uncertainty as to the future impacts of the COVID-19 pandemic and future government responses to the pandemic, especially if there are further developments in the spread of COVID-19. There is also a high degree of uncertainty as to the economic impact of the COVID-19 pandemic and the likelihood of an Australian and a global recession of uncertain duration and severity. The COVID-19 pandemic and the associated preventative measures have affected and will continue to adversely affect consumer behaviour and business activity levels and cause sudden and significant changes and volatility in regional and global economic conditions and financial markets. The impact of these factors may have a material adverse impact on Bigtincan's trading and financial performance.

Investment risk

Factors affecting the price at which Bigtincan shares are traded on the ASX could include domestic and international economic conditions. General movements in local and international stock markets, exchange rates, prevailing economic conditions, investor sentiment and interest rates could all affect the market price of Bigtincan's shares. These risks apply generally to any investment on the stock market. In addition, the prices of a listed entity's securities are affected by factors that might be unrelated to its operating performance, such as general market sentiment.

Trading may be illiquid

Bigtincan makes no guarantee that there will be an active market in the Shares listed on the ASX. There may be relatively few potential buyers or sellers of shares on the ASX at any time. This may increase the volatility of the market price of Bigtincan shares. It may also affect the prevailing market price at which investors are able to sell shares. This may result in investors receiving a market price that is less or more than the price that investors paid.

Global economic conditions

Bigtincan is dependent on global economic conditions and the global economic outlook, and on the economic conditions and outlook in its key markets and the enterprise mobility software market generally. Economic conditions may be affected by levels of business spending, inflation, interest rates, consumer confidence, access to debt and capital markets and government fiscal, monetary and regulatory policies. A prolonged downturn in general economic conditions may have a material adverse impact on Bigtincan's trading and financial performance.

Changes in law and accounting standards

Bigtincan is subject to local laws and regulations in each of the jurisdictions in which it operates (including taxation, copyright and privacy legislation). From time to time, changes of the laws and regulations may require Bigtincan to obtain additional approvals and/or licences that may significantly increase compliance costs and restrict Bigtincan's activities. Any changes to taxation laws, regulations or policies in jurisdictions in which Bigtincan operates may also adversely affect returns. Any changes to accounting standards may affect the future measurement and recognition of key income statement and balance sheet items. Such changes could materially and adversely affect the financial performance and position reported in Bigtincan's financial statements.

4. ADDITIONAL INFORMATION

4.1 Disclosing entity

The Company is a disclosing entity for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. These obligations include compliance with the requirements of the Listing Rules and the Corporations Act concerning notification of information to ASX. Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

4.2 Special prospectus

This Prospectus contains information required under the special prospectus content rules for continuously quoted securities pursuant to section 713 of the Corporations Act. This section enables disclosing entities to issue a special prospectus in relation to securities in a class of securities that have been quoted by ASX at all times in the 12 months before the date of this Prospectus or options to acquire such securities.

Apart from formal matters, a special prospectus need only contain information relating to the terms and conditions of the Offer, the effect of the Offer on the Company and the rights attaching to the Shares. Other general information is not required to be included by a disclosing entity as the periodic reporting and continuous disclosure requirements applicable to disclosing entities mean that all this information should have previously been released to the market.

4.3 Availability of documents

The Company will provide a copy of any of the following documents free of charge to any person who asks for a copy from the date of issue of this Prospectus to the Closing Date.

- The annual financial report of the Company for the year ended 30 June 2022, being the annual financial report most recently lodged with ASIC by the Company;
- Any continuous disclosure notices given by the Company to ASX since the lodgement of the above annual financial report and before the date of lodgement of this Prospectus with ASIC, being:

Date	Headline
25/1/2023	Application for quotation of securities - BTH
23/1/2023	Results of SPP
16/1/2023	Notification of cessation of securities
16/1/2023	Notification regarding unquoted securities - BTH
16/1/2023	Business Update
11/1/2023	Application for quotation of securities - BTH
9/1/2023	Notification under section 708A(5)(e) Corporations Act
9/1/2023	Application for quotation of securities - BTH
30/12/2022	Change of Director's Interest Notice
30/12/2022	Notification regarding unquoted securities - BTH
28/12/2022	Bigtincan acquires SalesDirector.ai
19/12/2022	Share Purchase Plan Booklet
19/12/2022	Share Purchase Plan
15/12/2022	Change in substantial holding
15/12/2022	Notice under Sec 708(5)(e) of Corporations Act
14/12/2022	Application for quotation of securities - BTH
14/12/2022	Market Update
8/12/2022	Proposed issue of securities - BTH
8/12/2022	Equity raising presentation
8/12/2022	Successful completion of institutional placement
8/12/2022	Media regarding approach from SQN Investors
7/12/2022	Trading Halt
7/12/2022	Pause in Trading

Date	Headline
2/12/2022	Unsolicited, Non-Bonding, Conditional Offer from SQN Investors
30/11/2022	Ceasing to be a substantial holder
29/11/2022	Appendix 3G
29/11/2022	Appendix 3G
29/11/2022	Appendix 3G
29/11/2022	Appendix 3G
29/11/2022	Appendix 3Gs late lodgement
22/11/2022	Becoming a substantial holder
22/11/2022	Results of Meeting
22/11/2022	AGM Presentation
18/11/2022	Offer update, s249D Notice withdrawal & Strategic Engagement
18/11/2022	BTH: Bigtincan Launches Zoom Integration and LiveTiles Update
27/10/2022	Q1 FY23 Appendix 4C and Commentary Presentation
27/10/2022	Q1 FY23 Appendix 4C and Commentary
26/10/2022	Quarterly Report and 4C Investor Briefing Notice
24/10/2022	Proxy Form
24/10/2022	Notice of Annual General Meeting
4/10/2022	LiveTiles Limited responds to media speculation
4/10/2022	Response to Media Speculation
3/10/2022	Appendix 4G

All documents referred to above are separate documents to this Prospectus and are not incorporated by reference into this Prospectus.

4.4 No excluded information

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules other than as set out in this Prospectus.

4.5 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 Shares under this Prospectus.

4.6 Market price of Shares

The highest and lowest closing market sale prices of the Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales were:

Highest: \$0.765 per Share on 5 December 2022.

Lowest: \$0.495 per Share on 10 January 2023.

The latest available closing market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$0.535 per Share on 25 January 2023.

4.7 Dividend policy

The Directors have no current intentions of declaring or paying dividends in the foreseeable future. The Board will review this policy as appropriate and the declaration and amounts of any dividends are at the sole discretion of the Board. In making a decision concerning dividends, the Board will take into account Bigtincan's earnings for the period, future capital requirements and other relevant factors such as the outlook for the Company.

4.8 Substantial shareholders

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

Substantial shareholder	Shares	Voting power
SQN Investors Master Fund LP through its general partner SQN Partners (GP) LLC and SQN Investors LP through its general partner SQN Investors (GP) LLC	74,940,121	12.34%
Regal Funds Management Pty Limited	59,312,475	9.77%
National Nominees Ltd ACF Australian Ethical Investment Limited	55,789,281	9.19%

4.9 Rights and liabilities attaching to Shares

The rights and liabilities attaching to ownership of Shares arise from a combination of the Constitution, statute, the Listing Rules and general law.

A summary of the significant rights, liabilities and obligations attaching to the Shares and a description of other material provisions of the Constitution are set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of Shareholders. The summary assumes that the Company is admitted to the official list of the ASX.

Voting at a general meeting

At a general meeting of the Company, every Shareholder present in person or by proxy, representative or attorney has one vote on a show of hands and, on a poll, one vote for each Share held.

Meeting of members

Each Shareholder is entitled to receive notice of, attend and vote at general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, Corporations Act and Listing Rules. The Company must give at least 28 days' written notice of a general meeting. The rights attaching to the Shares are set out in the Constitution. Those rights will also be subject to the Listing Rules in all respects while the Company maintains its listing on the ASX.

Dividends

The Board may pay any interim and final dividends that, in its judgement, the financial position of the Company justifies. The Board may also pay any dividend required to be paid under the terms of issue of a Share, and fix a record date for a dividend and the timing and method of payment.

Transfer of Shares

Subject to the Constitution and to any restrictions attached to a Shareholder's Share, Shares may be transferred in accordance with the ASX Settlement Operating Rules, Corporations Regulations and Listing Rules or by a written transfer in any usual form or in any other form approved by the Board and permitted by the relevant laws and ASX requirements. The Board may decline to register a transfer of Shares or apply a holding lock to prevent a transfer in accordance with the Corporations Act or the Listing Rules.

Issue of further Shares

The Board may, subject to the Constitution, Corporations Act and the Listing Rules issue, allot or grant options for, or otherwise dispose of, Shares in the Company on such terms as the Board decides.

Winding up

If the Company is wound up, then subject to the Constitution, the Corporations Act and any rights or restrictions attached to any Shares or classes of shares, Shareholders will be entitled to a share in any surplus property of the Company in proportion to the number of Shares held by them.

If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide among the Shareholders the whole or part of the Company's property and decide how the division is to be carried out as between Shareholders or different classes of shareholders.

Non-marketable parcels

In accordance with the Listing Rules, the Board may sell Shares that constitute less than a marketable parcel by following the procedures set out in the Constitution. An unmarketable parcel of shares is defined in the Listing Rules and is generally a holding of shares with a market value of less than \$500.

Proportional takeover provisions

The Constitution contains provisions requiring Shareholder approval in relation to any proportional takeover bid. These provisions will cease to apply unless renewed by Shareholders passing a special resolution by the third anniversary of either the date those rules were adopted or the date those rules were last renewed.

Variation of class rights

The procedure set out in the Constitution must be followed for any variation of rights attached to the Shares. Under that section, and subject to the Corporations Act and

the terms of issue of a class of shares, the rights attached to any class of Shares may be varied:

- with the consent in writing of the holders of 75% of the issued shares included in that class; or
- by a special resolution passed at a separate meeting of the holders of those shares.

Amendment of Constitution

The Constitution can only be amended by special resolution passed by at least three-quarters of Shareholders present (in person or by proxy) and entitled to vote on the resolution at a general meeting of the Company.

4.10 Legal proceedings

To the knowledge of the Directors, there is no material current, pending or threatened litigation with which the Company is directly or indirectly involved.

4.11 Interests of directors

Other than as set out below or elsewhere in this Prospectus:

- (a) no Director or proposed Director holds at the date of this Prospectus or held at any time during the last two years before the date of lodgement of this Prospectus with ASIC, any interest in:
 - (i) the formation or promotion of the Company;
 - (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer of the Shares under this Prospectus; or
 - (iii) the Offer of the Shares under this Prospectus; and
- (b) no amounts have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person:
 - (i) to a Director or proposed Director to induce him or her to become, or to qualify as, a Director; or
 - (ii) for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or in connection with the Offer.

Remuneration of Directors

Under the Constitution, each Director is to be paid remuneration for ordinary services performed as a Director. This remuneration may be provided to a Director in cash or in any other form as is agreed between the Company and the Director. This does not include additional remuneration that may be paid for the provision of additional services or special exertions carried out by a Director at the Board's request, such as consulting services.

The current maximum aggregate remuneration that may be paid to non-executive directors is \$600,000 per annum. This amount may be increased by approval of the shareholders of the Company in general meeting.

The current agreed annual non-executive director fees to be paid are:

- Independent Chairman - \$150,000
- Non-Executive Director - \$100,000

- Committee Chair - \$15,000

Shareholdings of Directors

Directors are not required under the Constitution to hold any Shares.

After completion of the Offer the direct and indirect interests of each Director of the Company in the securities of the Company are set out in the following table.

Director	Shares	Options	Performance Share Appreciation Rights¹
Tom Amos	448,297	-	-
Wayne Stevenson	520,959	-	-
David Keane	23,740,992 ¹	3,000,000 ²	3,350,880 ³
Inese Kingsmill	-	-	-
Farouk Hussein ⁴	-	-	-

Notes

1. Director's interest for David Keane includes shares held by or with the beneficial ownership of Lai Sun Keane.
2. Comprises 1,500,000 Options exercisable at \$0.33 prior to 1 January 2027 and 1,500,000 Options exercisable at \$0.50 prior to 1 January 2027.
3. The Performance Share Appreciation Rights are exercisable at nil cost, but are subject to performance conditions with an expiry date of 2 October 2025.
4. Farouk Hussein is a representative of a major shareholder of Bigtincan, SQN Investors. SQN Investors has a relevant interest in 74,940,121 Shares.

Deeds of indemnity, insurance and access for Directors

The Company has entered into a deed of indemnity, insurance and access with each Director, which confirms the Director's right of access to Board papers and requires the Company to indemnify the Director, on a full indemnity basis and to the full extent permitted by law, against all losses or liabilities (including all reasonable legal costs) incurred by the Director as an officer of the Company or of a related body corporate.

Under the deeds of indemnity, insurance and access, the Company must maintain a directors' and officers' insurance policy insuring the Directors and officers against liability as a Director and officer of Bigtincan and its related bodies corporate until seven years after a Director in office ceases to hold office as a Director or as a director or officer of a related body corporate (or the date any relevant proceedings commenced during the seven year period have been finally resolved).

4.12 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no person performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus has had, within the 2 years before lodgement of this Prospectus with 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 its formation or promotion or the Offer of the Shares under this Prospectus; or
- (c) the Offer of the Shares under this Prospectus.

Other than as set out in this Prospectus, no amounts or benefits have been paid or agreed to be paid for services rendered by the person performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus.

4.13 Costs of the Offer

The Company will pay all of the costs associated with the Offer. The total estimated costs (excluding GST) in connection with the Offer are summarised below:

Item	\$
ASIC fees	3,206
ASX fees	1,250
Prospectus preparation expenses	11,000
Total	15,456

4.14 Consents

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

Each of the parties referred to in this Section:

- (a) has not made any statement that is included in this Prospectus, or any statement on which a statement is made in this Prospectus is based, other than as specified in this Section;
- (b) has not authorised or caused the issue of any part of this Prospectus;
- (c) makes no representations or warranty, express or implied, as to the fairness, accuracy or completeness; and
- (d) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statements made in, or omissions from, this Prospectus, other than as specified in this section, and excludes and disclaims all liability for any damage, loss (including direct, indirect or consequential loss), cost or expense that may be incurred by an investor as a result of this Prospectus being inaccurate or incomplete in any way or for any reason.

4.15 Governing law

This Prospectus, the Offer and the contracts formed on acceptance of Applications under the Offer are governed by the laws in force in the State of New South Wales and each applicant for Shares submits to the non-exclusive jurisdiction of the courts of New South Wales.

4.16 Authorisation

Each Director has authorised the issue of this Prospectus. Each Director has consented (and has not withdrawn their consent) to the lodgement of this Prospectus with ASIC.

Dated: 27 January 2023



Tom Amos
Chairman
Bigtincan Holdings Limited

5. GLOSSARY

In this Prospectus, unless the context requires otherwise, the following terms have the meaning set out below.

\$ means Australian dollars.

Acquisition Shares has the meaning given in Section 1.3.

AEDT means Australian Eastern Daylight Time.

Application Form means the “Application Form” in the form accompanying this Prospectus pursuant to which a person may, by invitation from the Company, apply for Shares under the Offer.

Application Monies means the monies received from persons applying for Shares under the Offer.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the financial market known as the Australian Securities Exchange it operates, as the context requires.

ASX Settlement means ASX Settlement Pty Limited ACN 008 504 532.

Board means the Board of Directors of the Company.

CHESS means the Clearing House Electronic Subregister System operated by ASX Settlement.

Closing Date means the date that the Offer closes being 5.00pm (AEDT) on 31 January 2023 or such other time and date as the Company determines.

Company or **Bigtincan** means Bigtincan Holdings Limited ACN 154 944 797.

Constitution means the constitution of the Company.

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

Directors means the directors of the Company.

Listing Rules means the official listing rules of the ASX, as amended or waived from time to time.

Offer means the offer of Shares under this Prospectus.

Opening Date means the first date for receipt of applications under the Offer being 30 January 2023 (AEDT), or such other date as the Company determines.

Option means an option to acquire a Share.

Privacy Act means the *Privacy Act*, 1988 (Cth).

Prospectus means this prospectus dated 27 January 2023 for the issue of Shares.

Section means a section of this Prospectus unless otherwise specified.

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

Share Registry means Computershare Investor Services Pty Limited.

Shareholder means a holder of a Share.

6. CORPORATE DIRECTORY

Directors

Tom Amos
Independent Chairman

Wayne Stevenson
Independent Non-Executive Director

David Keane
Chief Executive Officer and Executive Director

Inese Kingsmill
Independent Non-Executive Director

Farouk Hussein
Non-Executive Director

Company Secretary

Mark Ohlsson

Registered Office

Level 6, 338 Pitt Street
Sydney NSW 2000

Website

<http://www.bigtincan.com>

ASX Code

BTH

Share Registry *

Computershare Investor Services Pty Limited
Level 3
60 Carrington Street
Sydney NSW 2000

Auditors *

KPMG
Level 38, Tower Three
300 Barangaroo Avenue
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.*
