



Careteq Limited

ACN 612 267 857

Retail Entitlement Offer Booklet

4 for 5 non-renounceable pro-rata entitlement offer of New Shares at an issue price of \$0.025 (2.5 cents) per New Share

The Retail Entitlement Offer closes at 5.00 pm (Melbourne time) on Friday, 11 August 2023

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE AN ELIGIBLE RETAIL SHAREHOLDER YOU SHOULD READ THIS OFFER BOOKLET IN ITS ENTIRETY BEFORE DECIDING WHETHER TO APPLY FOR NEW SHARES.

IF YOU DO NOT UNDERSTAND ANY PART OF THIS OFFER BOOKLET, OR ARE IN ANY DOUBT AS TO HOW TO DEAL WITH IT OR YOUR ENTITLEMENT, YOU SHOULD CONSULT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER.

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN OR INTO
THE UNITED STATES, OR TO US PERSONS**

Important Information

About this document

This Retail Entitlement Offer Booklet (**Offer Booklet**) contains information relating to a proposed Retail Entitlement Offer to be undertaken by Careteq Limited (ACN 612 267 857) (**Careteq** or the **Company**). This Offer Booklet is important and requires your immediate attention. You should read this Offer Booklet carefully and in its entirety, and have regard to your own investment parameters, and if required, obtain independent professional investment advice, before deciding to invest in Careteq. In particular, you should consider the key risk factors outlined in the “Risk Factors” section of the Investor Presentation released to the ASX on 26 July 2023, any of which could affect the operating and financial performance of Careteq or the value of an investment Careteq.

The Retail Entitlement Offer is being made in accordance with section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84). Accordingly, this document is not a prospectus (and has not been, and will not be, lodged with ASIC) and does not contain all information which an investor may require to make an informed investment decision.

Forward-looking statements

This document contains forward-looking statements. Forward-looking statements can generally be identified by use of words such as “may”, “should”, “could”, “foresee”, “plan”, “aim”, “will”, “expect”, “intend”, “project”, “estimate”, “anticipate”, “believe”, “forecast”, “target”, “outlook”, “guidance” or “continue” or similar expressions. All statements other than those of historical facts included in the Offer Booklet are forward-looking statements, including those relating to the future financial condition, results of operations, projects and business of Careteq and certain plans and objectives of the management of Careteq. The forward-looking statements contained in this document are not based solely on historical facts but are based on current expectations about future events and results. These forward-looking statements are subject to inherent known and unknown risks and uncertainties and other factors which are beyond the control of Careteq. Please refer to the “Risk Factors” section of the Investor Presentation released to the ASX on 26 July 2023 for a summary of certain key risks. Such risks and uncertainties include factors and risks specific to the operations of Careteq, as well as general economic conditions, prevailing interest rates, conditions in the financial markets, government policies and regulations and competitive pressures. As a consequence, forward-looking statements are provided as a general guide only and actual events or results may differ materially from the expectations expressed or implied in such forward-looking statements.

Forward-looking statements in this Offer Booklet speak only at the date of this Offer Booklet. Subject to any continuing obligations under applicable law or the ASX Listing Rules, Careteq does not, in providing this information, undertake any obligation to publicly update or revise any of the forward-looking statements for any change in events, conditions or circumstances on which any such statement is based. Accordingly, you are cautioned not to place undue reliance on forward-looking statements contained in this document. Neither Careteq, nor any other person, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur.

Past performance

Investors should note that Careteq’s past performance, including past Share price performance, cannot be relied upon as an indicator of (and provides no guarantee or guidance as to) Careteq’s future performance including Careteq’s future financial position or Share price performance.

Foreign jurisdictions

This Offer Booklet and any accompanying Offer Announcement and the Application Form may not be distributed or released in the United States and do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any person acting to the account or benefit of a person in the United States, or in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer.

The New Shares have not been, and will not be, registered under the US Securities Act of 1933 (**Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, to persons in the United States or to persons who are acting for the account or benefit of a person in the United States unless they have been registered under the Securities Act or are offered or sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and any other applicable US state securities laws.

It is your responsibility to ensure that you comply with any laws of your jurisdiction which are applicable to you and which are relevant to your applying for New Shares under the Retail Entitlement Offer. No action has been taken to register or qualify the Retail Entitlement Offer or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia and New Zealand. The distribution of this Offer Booklet (including an electronic copy) outside Australia and New Zealand may be restricted by law. You should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities law.

Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Retail Entitlement Offer that is not contained in this Offer Booklet or the Offer Announcement. Any information or representation that is not contained in this Offer Booklet or the Offer Announcement may not be relied on as having been authorised by Careteq in connection with the Retail Entitlement Offer. Except as required by law, and only to the extent so required, none of Careteq, or any other person, warrants or guarantees the future performance of Careteq or any return on any investment made pursuant to the Retail Entitlement Offer.

No financial product advice

This Offer Booklet is not financial product advice, does not purport to contain all the information that you may require to make an investment decision, and has been prepared without taking into account your personal investment objectives, financial situation or needs.

Before deciding whether to apply for New Shares under the Retail Entitlement Offer, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If after reading this Offer Booklet, you have any questions about the Retail Entitlement Offer, you should contact your financial or other professional adviser.

Definitions and references to time

Capitalised words and expressions in this Offer Booklet have the meanings given in Section 4. A reference to time in this Offer Booklet is to Melbourne time, unless otherwise stated.

All financial amounts in this Offer Booklet are references to Australian currency, unless otherwise stated.

Trading in New Shares

Careteq will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by Careteq, the Share Registry or failure to maintain your updated details with the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

Date of this document

This Offer Booklet is dated 2 August 2023.

For any enquiries please call Automic Pty Ltd as Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia), or contact your stockbroker, accountant or other professional adviser.

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Chairman's Letter

2 August 2023

Dear Fellow Shareholder

On behalf of the Board of Careteq Limited (**Careteq**), it is my pleasure to invite you to participate in a non-renounceable pro-rata entitlement offer of 4 New Shares in Careteq (**New Shares**) for every 5 Shares held by you as at 7.00 pm (Melbourne time) on Friday, 28 July 2023 (**Record Date**), at an issue price of \$0.025 (2.5 cents) per New Share to raise up to approximately \$2.47 million (before costs).

On 26 July 2023, Careteq announced a capital raising via an accelerated non-renounceable pro-rata entitlement offer at a ratio of 4 New Shares for every 5 existing Shares comprised of an accelerated institutional entitlement offer (**Institutional Entitlement Offer**) and a retail entitlement offer (**Retail Entitlement Offer**) to raise up to approximately \$2.47 million (before costs) (together, the **Entitlement Offer**). This Offer Booklet relates to the Retail Entitlement Offer.

Funds raised from the Entitlement Offer (after costs) will be used for investment in software development, sales and marketing, general working capital and Entitlement Offer costs.

Overview of Retail Entitlement Offer

The Retail Entitlement Offer is being made to all eligible retail shareholders as defined in section 1.2 (**Eligible Retail Shareholders**) who are registered as a holder of Shares as at 7.00 pm (Melbourne time) on Friday, 28 July 2023.

Each Careteq Director who holds shares in Careteq, or controls an entity that holds Shares, intends to participate in the Retail Entitlement Offer for their full entitlement.

Under the Retail Entitlement Offer, Eligible Retail Shareholders have the opportunity to subscribe for 4 New Shares for every 5 Shares of which they are the registered holder as at the Record Date at an issue price of \$0.025 (2.5 cents) per New Share (**Issue Price**). Eligible Retail Shareholders are also invited to apply for additional New Shares in excess of their entitlement under the Shortfall Facility if there is a shortfall between applications received from Eligible Retail Shareholders and the number of New Shares proposed to be issued under the Retail Entitlement Offer.

The Issue Price represents a discount of:

- 28.6% to the last close price on 24 July 2023 of \$0.035;
- 38.5% to the 15-day VWAP of \$0.041 per Share; and
- 18.2% discount to the Theoretical Ex-Rights Price (**TERP**) of \$0.031.

The Retail Entitlement Offer is non-renounceable and therefore your entitlements will not be tradeable on the ASX or otherwise transferable. If you do not take up your entitlement in full, you will not receive any value in respect of that part of the entitlement that you do not take up.

Sequoia Corporate Finance Pty Ltd is acting as sole lead manager to the Entitlement Offer (**Lead Manager**). The Retail Entitlement Offer is not underwritten. However, the Lead Manager has procured advance commitments for any potential shortfall under the Entitlement Offer. The directors have reserved the right to issue any shortfall within 3 months after the close of the Retail Entitlement Offer. Details regarding the allocation policy in relation to the placement of any additional New Shares are set out in Section 1.6.

Careteq will not be printing or despatching hard copies of the Offer Booklet or Application Forms, except in response to a specific request by a Shareholder. Instead, an electronic copy of the Offer Booklet and your personalised Application Form is accessible (using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) from your latest Holding Statement, and postcode) at the following link: <https://investor.automic.com.au>. Shareholders should read the Offer Booklet in full prior to making an application under the Retail Entitlement Offer.

Your application under the Retail Entitlement Offer must be made by making payment in accordance with the personalised payment instructions on your Application Form. Your acceptance of the Retail Entitlement Offer should be made using this electronic service.

To download your Application Form you have the following three choices:

I already have an online account with Automic share registry	I don't have an online account with Automic – but wish to register for one	I don't have an online account with Automic – but want to use Automic for this Entitlement Offer only
https://investor.automic.com.au Select: “Existing Users Sign In” Once you have successfully signed in, click on “Documents and Statements” Click on “Other Documents” on the left Download the Offer Booklet and Application Form	https://investor.automic.com.au/#/signup Select: Careteq Limited from the dropdown list in the ISSUER field Enter your holder number SRN / HIN (from your latest Holding Statement) Enter a partial holder name per the instructions Enter Postcode (Aust only) or Country of Residence (if not Australia) Tick box “I am not a robot”, then Next Complete prompts Once you have successfully signed in, click on “Documents and Statements” Click on “Other Documents” on the left Download the Offer Booklet and Application Form	https://investor.automic.com.au/#/login Select: Careteq Limited from the dropdown list in the ISSUER field Enter your holder number SRN / HIN (from your latest Holding Statement) Enter a partial holder name per the instructions Enter Postcode (Aust only) or Country of Residence (if not Australia) Tick box “I am not a robot”, then Access Once you have successfully signed in, click on “Documents and Statements” Click on “Other Documents” on the left Download the Offer Booklet and Application Form

If you are unable to access <https://investor.automic.com.au> online, you can obtain a copy of the Offer Booklet and your Application Form by calling Automic Group on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) or emailing hello@automicgroup.com.au and asking them to mail a paper copy of the Offer Booklet and your Application Form to you free of charge. You will need your SRN or HIN and full registered name and address to make this request. To accept an Offer using these paper copy documents, you will still need to make payment via BPay® or Electronic Funds Transfer (EFT).

Action you should take

The Retail Entitlement Offer is currently scheduled to close at **5.00 pm (Melbourne time) on Friday, 11 August 2023 (Closing Date)**. If you wish to subscribe for New Shares, you must ensure that your application and payment is received by this time in accordance with the instructions set out in Section 2.2.

This Offer Booklet contains important information regarding the Retail Entitlement Offer, and I encourage you to read it carefully before making any investment decision. If you have any questions, you should consult your financial or other professional adviser.

For any enquiries regarding the Retail Entitlement Offer please call the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia), or contact your stockbroker, accountant or other professional adviser.

Yours sincerely

A handwritten signature in black ink, appearing to read 'M. Simari'.

Mark Simari
Chairman
Careteq Limited

Key Dates

Event	Date
Announcement of the Entitlement Offer	Wednesday, 26 July 2023
Retail Entitlement Offer Opens	Wednesday, 2 August 2023
Despatch of Offer Booklet and Acceptance Forms	
Last day to extend the Retail Entitlement Offer Closing Date	Before 12.00 pm on Tuesday, 8 August 2023
Retail Entitlement Offer Closes	Friday, 11 August 2023
Announcement of Retail Entitlement Offer Results	Thursday, 17 August 2023
Allotment of New Shares issued under Retail Entitlement Offer	Friday, 18 August 2023
Normal trading of New Shares issued under Retail Entitlement Offer	Monday 21 August 2023

Dates and times in this Offer Booklet are indicative only and subject to change. Any material changes will be notified to ASX. All dates and times are references to Melbourne time. Careteq reserves the right to amend any or all of these dates and times, subject to the Corporations Act, the ASX Listing Rules and other applicable laws and regulations.

1. Overview of the Retail Entitlement Offer

1.1 Summary

The Retail Entitlement Offer is an accelerated, non-renounceable, pro-rata entitlement offer to Eligible Retail Shareholders of 4 New Shares for every 5 shares held as at the Record Date at an issue price of \$0.025 (2.5 cents) per New Share (**Issue Price**) to raise approximately \$2.47 million before costs and expenses.

The Retail Entitlement Offer is non-renounceable, which means that to the extent that any entitlement under the Retail Entitlement Offer is not taken up by any Eligible Retail Shareholder prior to the Closing Date, their entitlement will lapse and will not receive any benefit. Lapsed entitlements will be offered for subscription under the Shortfall Facility (refer to Section 1.6 for further details).

The Retail Entitlement Offer is not underwritten. However, the Lead Manager has procured advance commitments for any potential shortfall under the Entitlement Offer.

No brokerage fees are payable by Eligible Retail Shareholders who exercise their entitlement.

The choices available to Eligible Retail Shareholders in respect of the Retail Entitlement Offer are described in Section 2.1.

The Retail Entitlement Offer is currently scheduled to close at 5.00 pm (Melbourne time) on Friday, 11 August 2023.

1.2 Eligible Retail Shareholders

Unless the Company otherwise determines, the Retail Entitlement Offer is being made under this Offer Booklet and the Offer Announcement and the Application Form only to those Shareholders (**Eligible Retail Shareholders**) who:

- (a) are registered as a holder of Shares as at the Record Date;
- (b) have a registered address on the Careteq share register that is in Australia or New Zealand, or is a Shareholder that Careteq otherwise determines is eligible to participate;
- (c) are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Shares for the account or benefit of such persons in the United States); and
- (d) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without a prospectus or other disclosure document or any lodgement, filing, registration or qualification.

Shareholders who are not Eligible Retail Shareholders are **Ineligible Retail Shareholders**.

Careteq is of the view that it is unreasonable to make an offer under the Retail Entitlement Offer to Shareholders outside of the above jurisdictions having regard to:

- (a) the number of Shareholders outside of those jurisdictions as a proportion of total Shareholders in Careteq;
- (b) the number and value of the New Shares that would have been offered to those Shareholders outside of those jurisdictions; and
- (c) the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

1.3 What is the entitlement of an Eligible Retail Shareholder?

The number of New Shares to which you are entitled under the Retail Entitlement Offer is shown in the personalised Application Form which accompanies this Offer Booklet. In calculating each Eligible Retail Shareholder's entitlement, fractional entitlements to New Shares have been rounded down to the nearest whole number of New Shares. Eligible Retail Shareholders can subscribe for all, or part, of their pro rata entitlement under the Retail Entitlement Offer. Detailed instructions on how to accept all, or part of, your pro rata entitlement are set out in Section 2.2.

Please note that if you choose not to take up your pro rata entitlement, your percentage shareholding in Careteq will be diluted.

1.4 No trading of entitlements

Entitlements under the Retail Entitlement Offer are non-renounceable and will not be tradeable on the ASX or otherwise transferable. Shareholders who do not take up their entitlement in full will not receive any value in respect of that part of the entitlement that they do not take up.

1.5 No underwriting

The Retail Entitlement Offer is not underwritten.

1.6 Shortfall Facility

The Retail Entitlement Offer will include a shortfall facility under which Eligible Retail Shareholders may, in addition to taking up their entitlements in full, apply for additional New Shares (**Additional Shares**) in excess of their entitlement (**Shortfall Facility**). Additional Shares will only be available where there is a shortfall between applications received from Eligible Retail Shareholders and the number of New Shares proposed to be issued under the Retail Entitlement Offer. Additional Shares will be issued at the Issue Price of \$0.025 (2.5 cents) per New Share.

Eligible Retail Shareholders who have taken up their entitlements in full and wish to subscribe for Additional Shares under the Shortfall Facility may do so by completing the appropriate section on their Application Form or by making payment for such Additional Shares in accordance with Section 2.2 of this Offer Booklet.

The Company reserves the right to issue an Eligible Retail Shareholder a lesser number of Additional Shares than applied for or no Additional Shares at all. The Directors (in consultation with the Lead Manager) will allocate Additional Shares pursuant to the Shortfall Facility.

Subject to consultation with the Lead Manager, the Company currently intends to allocate any Additional Shares under the Shortfall Facility as follows:

- (a) the Directors presently propose to allocate Additional Shares to Eligible Retail Shareholders in a manner considered appropriate to applicants having regard to the best interests of the Company, and the Company's desire to maximise the amount of funds raised from the Shortfall Facility;
- (b) in allocating Additional Shares, preference will not necessarily be conferred on Eligible Retail Shareholders;
- (c) the Directors will not allocate any Additional Shares to an applicant who is a related party of the Company in priority to, or to the exclusion of, another applicant who is not a related party of the Company;
- (d) the Company will not allocate Additional Shares under the Shortfall Facility in a way that results in the Applicant's voting power in the Company (together with their associates) exceeding 19.9% or otherwise results in a breach of the ASX Listing Rules, the Corporations Act or any other applicable law; and
- (e) the Directors will not otherwise exercise their discretion regarding the allocation of Additional Shares in a manner likely to exacerbate a potential control effect, except to the extent they consider necessary (acting reasonably) to prevent the issue of Shares contrary to law or the ASX Listing Rules.

All decisions regarding the allocation of the Additional Shares will be made by the Directors (in consultation with the Lead Manager) and will be final and binding on all applicants under the Shortfall Facility. As such, there is no guarantee that any Additional Shares applied for will be issued to Eligible Retail Shareholders.

The Company will have no liability to any applicant who receives less than the number of Additional Shares they applied for under the Shortfall Facility. If the Company scales back, any applications for Additional Shares under the Shortfall Facility, any application monies will be returned (without interest) as soon as practicable.

1.7 Lead Manager arrangements

Sequoia Corporate Finance Pty Ltd ACN 602 219 072 has been appointed as lead manager to the Entitlement Offer under the Mandate. Pursuant to the terms of that Mandate, the Lead Manager has provided, and will provide, corporate advisory and capital raising services in connection with the Entitlement Offer and in addition, has arranged, or will arrange, for sophisticated and professional investors and those to whom the New Shares may be offered without a disclosure document under section 708A of the Corporations Act to subscribe for any Additional Shares available following completion of the Retail Entitlement Offer.

To this end, the Lead Manager has procured firm advance commitments to subscribe for Additional Shares under the Shortfall Facility for any potential shortfall under the Entitlement Offer.

It is noted that under the Mandate, the Lead Manager is entitled to receive:

- (a) management fee and selling fee of an aggregate of 6% of the funds raised under the Entitlement Offer and the Shortfall Facility (inclusive of any fees payable to any third party brokers, but exclusive of any GST) **(Management and Selling Fees)**; and
- (b) 9,000,000 unlisted options with an exercise price of \$0.0375 (3.75 cents) (being 150% of the Issue Price) and expiring 2 years from their date of issue **(Lead Manager Options)**.

1.8 Issue of New Shares

Careteq currently expects that New Shares will be issued on Friday, 18 August 2023. The issue of New Shares will only be made after permission for their quotation on ASX has been obtained. The fact that New Shares have been admitted to quotation on ASX is not to be taken in any way as an indication of the merits of Careteq or the New Shares.

1.9 Ranking of New Shares

When issued, the New Shares will be fully paid and will rank equally with existing Shares.

1.10 Withdrawal of the Retail Entitlement Offer

Careteq reserves the right to withdraw all or part of the Retail Entitlement Offer, and this Offer Booklet, at any time, subject to applicable laws. In that case, Careteq will refund application monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any application monies paid by you to Careteq will not entitle you to receive any interest and that any interest earned in respect of application monies will belong to Careteq.

1.11 Speculative nature of investment

In deciding whether to take up some or all of your entitlements under the Retail Entitlement Offer, you should:

- (a) have regard to Careteq's business and activities and to the key risk factors outlined in the "Risk Factors" section of the Investor Presentation released to the ASX on 26 July 2023; and

- (b) read this Offer Booklet carefully and in its entirety and have regard to your own investment parameters, and if required, obtain independent professional investment advice, before deciding to invest in Careteq.

1.12 Purpose and use of funds

The proceeds for the Entitlement Offer are proposed to be used as follows:

Investment in software development	\$0.6m (24%)
Investment in sales and marketing	\$0.7m(28%)
General working capital and Entitlement Offer costs	\$1.0m (41%)
Costs of the Entitlement Offer	\$0.2m (7%)
Total	\$2.5m (100%)

1.13 Financial Impact

Assuming the Retail Entitlement Offer is fully subscribed, the proceeds from the Retail Entitlement Offer, before allowing for costs and expenses, will amount to approximately \$2.47 million.

1.14 Effect on Capital Structure

The principal effect of the Entitlement Offer on Careteq's issued share capital will be to increase the total number of issued Shares. The following table sets out the number of Shares on issue prior to the announcement of the Entitlement Offer and, subject to the rounding of fractional entitlements under the Entitlement Offer, the total number of issued Shares at the completion of the Entitlement Offer:

Shares	Number
Shares on issue prior to the announcement of the Entitlement Offer	123,565,941
Shares to be issued under the Entitlement Offer	98,852,753 ¹
Total Shares on issue on completion of the Entitlement Offer	222,418,694

Note:

- The number of New Shares to be issued under the Entitlement Offer is subject to the rounding of fractional entitlements to New Shares.

2. Choices available to Eligible Retail Shareholders

2.1 Your choices

Before taking any action, you should read this Offer Booklet in its entirety and, if you have any questions, consult your financial or other professional adviser. If you are an Eligible Retail Shareholder, the following choices are available to you:

Option	See Section
Take up all of your entitlement under the Retail Entitlement Offer	2.2(a)
Take up part of your entitlement under the Retail Entitlement Offer	2.2(b)
Take up all of your entitlement under the Retail Entitlement Offer and apply for Additional Shares under the Shortfall Facility	2.2(c)
Take no action	2.7

2.2 How to participate in the Retail Entitlement Offer

(a) Taking up all of your entitlement

If you wish to accept your full entitlement:

- (i) refer to the Application Form which specifies the payment amount for your full entitlement; and
- (ii) make payment by BPAY® or EFT for your full entitlement by following the instructions on the Application Form.

(b) Taking up part of your entitlement

If you only wish to accept part of your entitlement:

- (i) calculate the payment amount for the portion of your entitlement that you wish to take up in accordance with the partial entitlement section of the Application Form; and
- (ii) make payment by BPAY® or EFT for that portion of your entitlement by following the instructions on the Application Form.

(c) Applying for Additional Shares under the Shortfall Facility

If you accept your full entitlement and wish to apply for Additional Shares in excess of your entitlement:

- (i) refer to the Shortfall Facility section in your Application Form; and
- (ii) make payment by BPAY® or EFT of the total payment amount for your full entitlement AND your participation in the Shortfall Facility by following the instructions on the Application Form.

Your application for Additional Shares may not be successful (wholly or partially). The decision in relation to the number of Additional Shares in excess of your entitlement to be allocated to you will be final. No interest will be paid on any application monies received and returned.

(d) Payment

The Issue Price of \$0.025 (2.5 cents) per New Share is payable in full on application.

Payments must be received by 5.00 pm (Melbourne time) on the Closing Date and must be in Australian currency and made by BPAY® or EFT.

Please note that when you pay by BPAY® or EFT:

- (i) you do not need to return the Application Form but are taken to have made the declarations on that Application Form;
- (ii) if you do not pay for your entitlement in full, you are deemed to have taken up your entitlement in respect of such whole number of New Shares which is covered in full by your application monies;
- (iii) if you have multiple holdings you will have multiple unique reference numbers. To ensure that you receive your entitlement in respect of each holding, you must use the unique reference number shown on each personalised Application Form when paying for any New Shares that you wish to apply for in respect of that holding. Payments in excess of the amount payable for one holding will not be treated as payment for another holding, and the excess will be refunded to the Applicant without interest; and
- (iv) you must quote your unique payment reference as your payment reference/description when processing your BPAY or EFT payment. Failure to do so may result in your funds not being allocated to your application and shares subsequently not issued.

It is your responsibility to ensure that funds submitted through BPAY® or EFT are received by no later than 5.00 pm (Melbourne time) on the Closing Date. Different financial institutions may implement earlier cut-off times with regards to electronic payment, so please take this into consideration when making payment by BPAY® or EFT.

Application monies will be held in trust in a subscription account until New Shares are issued. Any interest earned on application monies will be for the benefit of Careteq and will be retained by Careteq irrespective of whether any issue of New Shares takes place.

(e) **No return of Application Forms**

In light of the period the Retail Entitlement Offer is open, it is considered unlikely that Application Forms that are posted with a payment by cheque will be received by the Company in time for the Company to accept under the application. In light of this, the Company has resolved that **payments must be made by BPAY® or by EFT** and may not be made by cheque or money order.

As such, Applicants **do NOT need to return** their completed Application Forms to the Company.

2.3 Representations you will be taken to make by acceptance

By completing and returning your Application Form or making a payment by BPAY® or EFT, you will be deemed to have:

- (a) acknowledged that you have fully read and understood this Offer Booklet and the Application Form in their entirety and you acknowledge the matters and make the warranties and representations and agreements contained in this Offer Booklet and the Application Form;
- (b) agreed to be bound by the terms of the Retail Entitlement Offer, the provisions of this Offer Booklet and Careteq's constitution;
- (c) authorised Careteq to register you as the holder of the New Shares allotted to you;
- (d) declared that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Retail Entitlement Offer;

- (e) acknowledged that once Careteq receives your Application Form or any payment of application monies via BPAY® or EFT, you may not withdraw your application or funds provided except as allowed by law;
- (f) agreed to apply for and be issued up to the number of New Shares specified in the Application Form, or for which you have submitted payment of any application monies via BPAY®, at the Issue Price per New Share;
- (g) authorised Careteq, the Share Registry and their respective officers, employees or agents to do anything on your behalf necessary for New Shares to be issued to you;
- (h) declared that you were the registered holder at the Record Date of the Shares indicated in the Application Form as being held by you on the Record Date;
- (i) acknowledged that the information contained in this Offer Booklet and your Application Form is not investment advice nor a recommendation that the New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- (j) acknowledged that this Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Careteq and is given in the context of Careteq's past and ongoing continuous disclosure announcements to the ASX;
- (k) acknowledged the key risk factors outlined in the "Risk Factors" section of the Investor Presentation released to the ASX on 26 July 2023, and that investments in Careteq are subject to risks;
- (l) acknowledged that none of Careteq or its related bodies corporate, affiliates and none of its or their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of Careteq, nor do they guarantee the repayment of capital;
- (m) agreed to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and your holding of Shares on the Record Date; and
- (n) authorised Careteq to correct any errors in your Application Form.

If you are a sophisticated, professional, institutional or other Shareholder or potential investor in a jurisdiction outside of Australia or New Zealand and the Retail Entitlement Offer is extended to you, you further warrant, represent and agree that:

- (a) you are not an Ineligible Retail Shareholder and it is lawful for Careteq to extend the Retail Entitlement Offer to you and for you to accept the Retail Entitlement Offer without the Company being required to take any further action in the relevant jurisdiction concerned;
- (b) you are responsible for ensuring that your applying for New Shares under the Retail Entitlement Offer does not breach any laws or regulations in the relevant jurisdiction;
- (c) that there has been no breach of any such laws and regulations and all necessary approvals and consents have been obtained by you to the extension of the Retail Entitlement Offer to you and your acceptance of the Retail Entitlement Offer;
- (d) acknowledge that the New Shares have not, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdictions in the United States, and accordingly, the New Shares may not be offered or sold by, directly or indirectly, any person in the United States or persons acting for the account of benefit of a person in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable US state securities laws;

- (e) acknowledge and agree that the information in this Offer Booklet remains subject to change without notice;
- (f) represent and warrant that you are not in the United States and you are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the Retail Entitlement Offer in respect of that person);
- (g) are not engaged in the business of distributing securities;
- (h) you and each person on whose account you are acting have not and will not send this Offer Booklet, the Application Form or any other materials relating to the Retail Entitlement Offer to any person in the United States or any other country outside Australia and New Zealand;
- (i) if in the future you decide to sell or otherwise transfer the New Shares acquired under the Retail Entitlement Offer you will only do so in “regular way” transactions on ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, in the United States;
- (j) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting an Application Form (i) is resident in Australia or New Zealand and (ii) is not in the United States and is not acting for the account or benefit of a person in the United States; and
- (k) you make all representations and warranties set out in this Offer Booklet and the Application Form.

2.4 No minimum subscription

There is no minimum subscription for an Eligible Retail Shareholder under the Retail Entitlement Offer.

2.5 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been made.

2.6 Refunds of excess application monies

Any application monies received for more than the number of New Shares issued to you will be refunded as soon as reasonably practicable following the close of the Retail Entitlement Offer. No interest will be paid on any application monies. Payment of any refund will be made by cheque and mailed to your address as last recorded in Careteq’s register of members.

2.7 If you do nothing

If you do not apply for Shares pursuant to the Retail Entitlement Offer, your entitlement under the Retail Entitlement Offer will lapse.

If you do not apply for Shares pursuant to the Retail Entitlement Offer, your percentage ownership in Careteq will be diluted because the issue of New Shares to other Eligible Retail Shareholders under the Retail Entitlement Offer will increase the total number of Shares on issue.

3. Further Information

3.1 Taxation

Taxation implications of participating in the Retail Entitlement Offer will vary depending on the particular circumstances of individual Eligible Retail Shareholders. Eligible Retail Shareholders are advised to obtain their own professional taxation advice before making a decision in relation to the Retail Entitlement Offer.

3.2 This Offer Booklet is not a prospectus

The Retail Entitlement Offer is being conducted in accordance with section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84). In general terms, section 708AA relates to rights issues by certain companies that do not require the preparation of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Booklet is less than the level of disclosure required in a prospectus.

As a result, in deciding whether or not to accept the Retail Entitlement Offer, you should rely on your own knowledge of Careteq, refer to disclosures made by Careteq to the ASX (which are available for inspection on the ASX website www.asx.com.au and on Careteq's website at www.careteq.com.au, in particular, the ASX announcement released on 26 July 2023) and seek the advice of your financial or professional adviser.

3.3 Holding Statements and trading of New Shares

Eligible Retail Shareholders will be provided with a holding statement, which will set out the number of New Shares allotted to them under this Retail Entitlement Offer. It is your responsibility to determine your holding of New Shares before trading to avoid the risk of selling New Shares you do not own. To the maximum extent permitted by law, Careteq disclaims any liability to persons who trade New Shares before they receive their holding statements, whether on the basis of confirmation of the allocation provided by Careteq or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

3.4 Treatment of Ineligible Retail Shareholders

This Offer Booklet and the accompanying Application Form are being sent only to Shareholders with registered addresses in Australia and New Zealand, or to Shareholders in other jurisdictions where Careteq is satisfied that it is lawful to do so. Careteq is of the view that it is unreasonable to extend the offer to other Shareholders having regard to their small number and the value of New Shares which would be offered to them and the cost of complying with the legal requirements and requirements of the regulatory authorities in those overseas jurisdictions.

The information in this Offer Booklet has been prepared to comply with the requirements of the securities laws of Australia. To the extent that you hold Shares on behalf of another person resident outside Australia, it is your responsibility to ensure that any participation (including for your own account or when you hold Shares beneficially for another person) complies with all applicable foreign laws and that each beneficial owner on whose behalf you are submitting the personalised Application Form is not in the United States and not acting for the account or benefit of a person in the United States.

This Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Retail Entitlement Offer or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia and New Zealand.

The distribution of this Offer Booklet and the accompanying Application Form (including an electronic copy) outside Australia may be restricted by law. If you come into possession of this Offer Booklet, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

3.5 Foreign Shareholders

(a) General restrictions

This Offer Booklet and the accompanying Application Form do not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. The distribution of this Offer Booklet in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Offer Booklet outside the above jurisdictions should 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 New Shares or to otherwise permit an offering of New Shares outside Australia.

Return of the Application Form or your BPAY® or EFT payment will be taken by Careteq as a representation by you that there has been no breach of any such laws.

(b) New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

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

3.6 Custodians and nominees

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders. Careteq is not required to determine whether or not any Eligible Retail Shareholder is acting as a nominee, trustee or custodian or the identity or residence of any beneficial owners of Shares. Where any registered holder that qualifies as an Eligible Retail Shareholder is acting as a nominee for a foreign person, that registered holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with applicable foreign laws. For the avoidance of doubt, custodians and nominees that hold on behalf of a beneficial holder in the United States may not submit an Application Form on behalf of such beneficial holders in the United States.

3.7 Privacy

By submitting an Application Form, you will be providing personal information to Careteq (directly or through the Share Registry). Careteq collects, holds and will use that information to assess and process your application, administer your shareholding in Careteq and to provide related services to you. Careteq may disclose your personal information for purposes related to your shareholding in Careteq, including to the Share Registry, Careteq's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to the ASX and regulatory bodies. You can obtain access to personal information that Careteq holds about you. To make a request for access to your personal information held by (or on behalf of) Careteq, please contact Careteq through the Share Registry.

3.8 Governing law

This Offer Booklet, the Retail Entitlement Offer and the contracts formed on acceptance of the Retail Entitlement Offer are governed by the laws applicable in Victoria, Australia. Each Applicant for New Shares submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

4. Glossary and Interpretation

4.1 Definitions

In this Offer Booklet, the following words have the following meanings unless the context requires otherwise:

\$ or A\$	Australian dollars.
Additional Shares	has the meaning given in Section 1.6.
Applicant	a Shareholder as at the Record Date applying for New Shares under this Retail Entitlement Offer.
Application Form	the personalised entitlement and acceptance form to subscribe for New Shares accompanying this Offer Booklet.
ASIC	the Australian Securities and Investments Commission.
Offer Announcement	the announcement released to the ASX by Careteq on 26 July 2023.
ASX	ASX Limited (ACN 008 624 691) or, as the context requires, the financial market known as the Australian Securities Exchange operated by it.
ASX Listing Rules	the official listing rules of the ASX as amended or replaced from time to time.
Board	the board of directors of Careteq.
Closing Date	the deadline for accepting the Retail Entitlement Offer, being 5.00 pm (Melbourne time) on Friday, 11 August 2023 (subject to change).
Company or Careteq	Careteq Limited (ACN 612 267 857).
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Directors	the directors of Careteq.
Eligible Retail Shareholder	has the meaning given in Section 1.2.
Entitlement Offer	the accelerated non-renounceable pro-rata entitlement offer at a ratio of 4 New Shares for every 5 existing Shares comprised of an Institutional Entitlement Offer and a Retail Entitlement Offer to raise up to approximately \$2.47 million (before costs).
Ineligible Retail Shareholder	has the meaning given in Section 1.2.
Institutional Entitlement Offer	the accelerated non-renounceable pro-rata entitlement offer to eligible institutional shareholders.
Issue Price	the price payable for each New Share under the Retail Entitlement Offer, being \$0.025 (2.5 cents).
Lead Manager	Sequoia Corporate Finance Pty Ltd (ACN 602 219 072).
Mandate	the mandate issued by the Lead Manager to the Company on 15 June 2023.
New Shares	the Shares offered pursuant to the Retail Entitlement Offer.
Offer Booklet	this Retail Entitlement Offer booklet dated Wednesday, 2 August 2023.
Record Date	7.00 pm (Melbourne time) on Friday, 28 July 2023.
Retail Entitlement Offer	the accelerated non-renounceable pro-rata entitlement offer of New Shares to Eligible Retail Shareholders in accordance with the terms of this Offer Booklet.
Securities Act	the U.S. Securities Act of 1933.
Share	a fully paid ordinary share in the capital of Careteq.
Share Registry	Automic Pty Ltd (ACN 152 260 814).
Shareholder	a registered holder of Shares.

Shortfall Facility	the mechanism by which Eligible Retail Shareholders can apply for Additional Shares as described in Section 1.6.
VWAP	volume weighted average price.

4.2 Interpretation

In this Offer Booklet, unless the context otherwise requires:

- (a) the singular includes the plural, and vice versa;
- (b) words importing one gender include other genders;
- (c) other parts of speech and grammatical forms of a word or phrase defined in this document have corresponding meanings;
- (d) terms used in this document and defined in the Corporations Act have the meanings ascribed to them in the Corporations Act;
- (e) other grammatical forms of a word or phrase defined in this document have a corresponding meaning; and
- (f) a reference to a Section is a reference to a Section of this Offer Booklet.

Corporate Directory

HEAD OFFICE	Level 10, 99 Queen Street Melbourne VIC 3000 Tel: 1300 110 366
LEAD MANAGER	Sequoia Corporate Finance Pty Ltd Level 8, 525 Flinders Street Melbourne VIC 3000
SHARE REGISTRY	Automic Pty Ltd GPO Box 5193 Sydney NSW 2001 Tel: 1300 288 664 (within Australia) Tel: + 61 2 9698 5414 (outside Australia)