



Bridge SaaS Limited

(ACN 130 148 560)

Entitlement Issue Prospectus

For a non-renounceable entitlement issue of one (1) New Share for every one (1) existing Share held by those Shareholders registered at the Record Date at an issue price of \$0.03 per New Share to raise up to approximately \$2,398,831 (before costs) (**Offer**).

The Offer is fully underwritten by Proceso One Pty Ltd (ACN 668 654 859). Refer to Section 5.6 for details regarding the terms of the Underwriting Agreement.

The Offer closes at 5:00pm (AWST) on Monday, 23 October 2023.

Important Notice

This is an important document and should be read in its entirety.

This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. If you have any queries about any part of the Prospectus, please contact your professional adviser without delay. The Shares offered by this Prospectus should be considered speculative.

Corporate Directory

Directors

Ms Leanne Graham
Interim Executive Director

Mr Rupert Taylor-Price
Non-Executive Chairman

Mr Winton Willesee
Non-Executive Director

Joint Company Secretaries

Ms Erlyn Dawson
Mr Winton Willesee

Registered Office

Exchange Tower
Level 15, 2 The Esplanade
Perth WA 6000

Telephone: +61 (0) 2 8090 9000
Website: <https://bridge.website>

ASX Code

BGE

Lead Manager

Molo Capital
Level 1, 180 Greenhill Road
Parkside SA 5063

Underwriter

Proceso One Pty Ltd
481A New South Head Road
Double Bay NSW 2028

Share Registry*

Automic Pty Ltd
Level 5, 126 Phillip Street
Sydney NSW 2000

Tel (within Australia): 1300 288 664
Tel (outside Australia): +61 2 9698 5414

Solicitors

Nova Legal
Level 2, 50 Kings Park Road
West Perth WA 6005

Auditor*

RSM Australia Partners
Level 13, 60 Castlereagh Street
Sydney NSW 2000

Foreign Nominee

CPS Capital Group Pty Ltd
Level 45, 108 St Georges Terrace
Perth WA 6000

* These parties are included for information purposes only. They have not been involved in the preparation of this Prospectus.

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IMPORTANT INFORMATION

GENERAL

This Prospectus is dated 21 September 2023 and was lodged with ASIC on that date. Neither ASIC nor ASX, nor any of their officers, take any responsibility for the contents of this Prospectus.

This Prospectus expires 13 months from the date it was lodged with ASIC. No Shares will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. An application will be made to ASX for the quotation of the Shares the subject of this Prospectus in accordance with the timetable set out at the commencement of this Prospectus.

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is issued pursuant to section 713 of the Corporations Act. Section 713 allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities or options to acquire continuously quoted securities. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all information that would be included in a prospectus for an initial public offering.

This document is important and it should be read in its entirety. The Shares to be issued pursuant to this Prospectus should be viewed as a speculative investment and Eligible Shareholders should refer to Section 3 for details of certain risk factors which are considered to be relevant for the purposes of the Offer. Eligible Shareholders should consult their stockbroker, solicitor, accountant or other professional adviser if necessary.

No person is authorised to give any information or to make any representation in relation to the Offer which is not contained in this Prospectus and any such information may not be relied upon as having been authorised by the Directors.

A copy of this Prospectus can be downloaded from the Company's website at <https://bridge.website>. The offer constituted by an electronic version of this Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia. Any Shareholder may obtain a hard copy of this Prospectus by contacting the Company.

A number of terms and abbreviations used in this Prospectus have defined meanings set out in Section 7.

OVERSEAS SHAREHOLDERS

Shares will not be issued pursuant to this Prospectus in jurisdictions outside Australia and New Zealand. The distribution of this Prospectus in jurisdictions outside of Australia and New Zealand may be restricted by law and therefore persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the applicable securities law.

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

This Prospectus does not, and is not intended to, constitute an offer of securities in any jurisdiction where, or to any person to whom, it would be unlawful to make such an offer or issue. This Prospectus has not been, nor will it be lodged, filed or registered with any regulatory authority under the securities laws of any other country.

RISK FACTORS

Refer to Section 3 for details of the risks associated with an investment in the Company. As with any securities investment, there are risks associated with investing in the Company. Investors should be aware that an investment in the Company involves risks that may be greater than risks associated with an investment in some other companies. The principal risks that could affect the financial and market performance of the Company are detailed in Section 3 of this Prospectus. The Shares on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, investors should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can be effectively managed is limited.

Risks of investing in the Company's existing assets and general risks are set out in Section 3 of this Prospectus.

Careful consideration should be given to all matters raised in this Prospectus and the relative risk factors prior to applying for Shares offered for subscription under this Prospectus. Investors should consider the risk factors described in Section 3, together with the information contained elsewhere in this Prospectus, before deciding whether to apply for Shares.

TIMETABLE AND IMPORTANT DATES

EVENT	DATE
Announcement of the Offer and lodgement of Appendix 3B with ASX	Thursday, 21 September 2023
Lodgement of Prospectus with ASIC and ASX	Thursday, 21 September 2023
Ex date	Tuesday, 26 September 2023
Record Date for determining Entitlements under the Offer	Wednesday, 27 September 2023
Prospectus and Entitlement and Acceptance Form despatched to Eligible Shareholders, and Company announces that this has been completed. Notice also sent to Ineligible Shareholders.	Monday, 2 October 2023
Opening date of the Offer	Monday, 2 October 2023
Last day to extend Closing Date of the Offer	Wednesday, 18 October 2023
Closing Date of Offers (5.00pm WST)*	Monday, 23 October 2023
Securities quoted on a deferred settlement basis	Tuesday, 24 October 2023
Last day for the Company to announce the results of the Offer, issue Shares under the Offer and lodge an Appendix 2A	Monday, 30 October 2023
Deferred settlement trading ends	Monday, 30 October 2023
Commencement of trading of Shares on ASX*	Tuesday, 31 October 2023

* The Directors may extend the Closing Date of the Offer by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such the date the Shares are expected to commence trading on ASX may vary.

1. DETAILS OF THE OFFER

1.1 Offer

The Company is making a pro-rata non-renounceable entitlement issue (**Offer**) comprised of new fully paid ordinary shares in the capital of the Company (**New Shares**) on the basis of one (1) New Share for every one (1) existing Share held, at an issue price of \$0.03 per New Share. In the calculation of any Entitlement, fractions will be rounded down to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus and including the Placement Shares which will be issued prior to the Record Date (and assuming no Options are exercised or other Shares are issued prior to the Record Date), approximately 79,961,046 New Shares will be issued pursuant to the Offer to raise up to approximately \$2,398,831 (before costs).

As at the date of this Prospectus, the Company has 4,000,000 Options on issue, all of which may be exercised prior to the Record Date in order to participate in the Offer. Please refer to Section 2.4 for information on the exercise price and expiry date the Options on issue.

As at the date of this Prospectus, the Company has 1,548,904 Performance Options on issue, of which 480,000 Performance Options may be exercised prior to the Record Date in order to participate in the Offer. The vesting conditions for the remaining Performance Options are not capable of being satisfied prior to the Record Date. Therefore, they will not be able to be converted into Shares prior to the Record Date to participate in the Offer. Please refer to Section 2.4 for information on the exercise price, expiry date and vesting conditions of the Performance Options on issue.

All of the New Shares offered under the Offer will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.1 for further information regarding the rights and liabilities attaching to Shares.

Details of the purpose and effect of the Offer and the proposed use of funds raised are set out in Section 2.

Please refer to Section 1.4 for details on how to apply for New Shares under the Offer.

1.2 Minimum Subscription

There is no minimum subscription under the Offer.

1.3 Opening and Closing Dates

The Offer will open for receipt of acceptances on **Monday, 2 October 2023**.

The Offer will close at **5:00pm AWST on Monday, 23 October 2023**, or such later date as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine and provided that the Company gives ASX notice of the change at least 3 Business Days prior to the Closing Date.

1.4 How to Accept the Offer

Your acceptance of any New Shares under the Offer must be made by following the instructions on the online Entitlement and Acceptance Form available at one of the three links set out below and paying the application monies electronically by BPAY or EFT in accordance with the instructions set out in the Entitlement and Acceptance Form. You will need to provide your SRN or HIN, partial name and postcode to access the online application system.

(a) **How to access the Entitlement and Acceptance Form**

If you already have an online account with Automic share registry	https://investor.automic.com.au <ul style="list-style-type: none">• Select: “Existing Users Sign In”• Once you have successfully signed in, click on “Documents and Statements” > “Other Documents”• Download the Prospectus and Entitlement and Acceptance Form
If you don’t have an online account with Automic share registry but want to register for one	https://investor.automic.com.au/#/signup <ul style="list-style-type: none">• Select: Bridge SaaS Limited from the dropdown list in the ISSUER field• Enter you 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” > “Other Documents”• Download the Prospectus and Entitlement and Acceptance Form
If you don’t have an online account with Automic share registry but want to use Automic for this Offer only	https://investor.automic.com.au/#/loginsah <ul style="list-style-type: none">• Select: Bridge SaaS Limited from the dropdown list in the ISSUER field• Enter you 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” > “Other Documents”• Download the Prospectus and Entitlement and Acceptance Form

(b) **What Eligible Shareholders may do**

The Entitlement and Acceptance Form sets out the number of New Shares you are entitled to subscribe for. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for the maximum Entitlement.

You may participate in the Offer as follows:

- (i) if you wish to accept your **full** Entitlement:
 - (A) take up all of your Entitlement in accordance with the instructions on the accompanying Entitlement and Acceptance Form; and

- (B) pay the application monies for the amount indicated on your Entitlement and Acceptance Form (in full) by BPAY or EFT, so that it is received by no later than 5.00pm WST on the Closing Date; or
- (ii) if you only wish to accept **part** of your Entitlement:
 - (A) fill in the number of New Shares you wish to accept in the space provided on the Entitlement and Acceptance Form; and
 - (B) pay the appropriate application monies, by BPAY or EFT so that is received no later than 5.00pm WST on the Closing Date; or
- (iii) if you wish to accept your full Entitlement **and** apply for additional Shortfall Shares:
 - (A) fill in the number of Shortfall Shares you wish to apply for in addition to your full Entitlement in the space provided on the Entitlement and Acceptance Form; and
 - (B) pay the application monies for the amount indicated on your Entitlement and Acceptance Form plus any additional Shortfall Shares you wish to apply for (in full) by BPAY or EFT, so that it is received by no later than 5.00pm WST on the Closing Date;

If you apply for Shortfall Shares beyond your Entitlement you are deemed to have accepted your Entitlement in full. You should note that the allocation of Shortfall Shares is at the Company's absolute discretion as per the allocation policy set out in Section 1.5. Accordingly, your application for additional Shortfall Shares may be scaled-back. The Company's decision on the number of Shortfall Shares to be allocated to you will be final; or

- (iv) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

(c) **Payment options**

- (i) BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (A) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (B) 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.

If you have more than one shareholding of Shares and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those Shareholdings only use the unique customer reference number (**CRN**) specific to that Shareholding as set out in the applicable Entitlement and Acceptance Form. Do not use the same CRN for more than one of your Shareholdings. This can result in your application monies being applied to your Entitlement in respect of only one of your

Shareholdings (with the result that any application in respect of your remaining Shareholdings will not be valid).

(ii) Electronic Funds Transfer

For payment by Electronic Funds Transfer (**EFT**), please follow the instructions on the Entitlement and Acceptance Form. Multiple acceptances must be paid separately. You should be aware of your financial institution's cut-off time and any associated fees with processing an EFT. It is your responsibility to ensure funds are submitted correctly by the Closing Date and processed in time. Please note that should you choose to pay by EFT:

- (A) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (B) 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.

Please ensure you use your unique payment reference number located on the Entitlement and Acceptance Form. This will ensure your payment is processed correctly. Failure to do so may result in your funds not being allocated to your application and your Entitlement subsequently not being issued.

It is your responsibility to ensure that your payment of application monies is received by the share registry by no later than 5:00 pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. Any application monies received for more than your final allocation of New Shares will be refunded. No interest will be paid on any application monies received or refunded.

1.5 Shortfall

Any Entitlement not taken up pursuant to the Offer will form part of the Shortfall Offer (**Shortfall Shares**). The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three (3) months following the Closing Date of the Offer although it is intended that the Shortfall Offer will close prompt following the Closing Date for the Offer under the terms of the Underwriting Agreement.

The issue price for each New Share to be issued under the Shortfall Offer shall be \$0.03 being the price at which New Shares have been offered under the Offer.

Eligible Shareholders who take up their Entitlement in full may, in addition to their Entitlement, apply for Shortfall Shares regardless of the size of their present holding by completing the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. Separate application forms may be provided, together with a copy of this Prospectus, to other investors who are not currently Shareholders who are invited to participate in the Shortfall Offer. It is possible that there may be few or no Shortfall Shares available for issue, depending on the level of take up of Entitlements by Eligible Shareholders. There is also no guarantee that in the event Shortfall Shares are available for issue, they will be allocated to all or any of the Eligible Shareholders who have applied for them.

The Directors (in consultation with the Underwriter) reserve the right to issue Shortfall Shares at their absolute discretion, subject to any restrictions imposed by the Corporations Act and the Listing Rules. As such, there is no guarantee that Applicants under the Shortfall Offer will receive any Shortfall Shares applied for under the Shortfall Offer

The Directors and the Underwriter reserve the right to issue to an Applicant a lesser number of Shortfall Shares than the number for which the Applicant applies, or to reject or scale back an Application for Shortfall Shares, or to not proceed with placing the Shortfall Shares. In that event, Application Monies will be refunded by the Company (without interest) in accordance with the provisions of the Corporations Act. The Company and the Underwriter will have no liability to any Applicant who receives less than the number of Shortfall Shares they applied for under the Shortfall Offer.

All decisions regarding the allocation of Shortfall Shares will be made by the Directors in consultation with the Underwriter and will otherwise be subject to the terms of the Underwriting Agreement. It is presently intended that Shortfall Shares will be allocated as follows:

- (a) to Eligible Shareholders who apply for an excess of their full Entitlement so long as the issue of Shortfall Shares to that Eligible Shareholder would not take their voting power to in excess of 19.99%; and then
- (b) to other parties identified by the Directors and Underwriter, which may include parties who are not currently Shareholders.

Rupert Taylor-Price currently has a shareholding in the Company of 37.24%. The Company confirms that no Shortfall Shares will be issued to Mr Taylor-Price, to mitigate the effect of any increase in Mr Taylor-Price's control as a result of the Offer.

1.6 Non-renounceable

The Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

1.7 Underwriting

The Offer is fully underwritten by Proceso One Pty Ltd (ACN 668 654 859) (**Proceso** or **Underwriter**). Refer to Section 5.6 for details regarding the terms of the Underwriting Agreement.

1.8 Lead Manager

Molo Capital (ABN 46 770 600 287) (CAR 1295948 of AFSL 456663) (**Molo Capital** or **Lead Manager**) has been appointed as lead manager to the Placement and Offer. The terms of the appointment of the Lead Manager are summarised in Section 5.5 of this Prospectus.

1.9 ASX Listing

Application for Official Quotation of the New Shares offered pursuant to this Prospectus will be made in accordance with the timetable set out at the commencement of this Prospectus. If ASX does not grant Official Quotation of the New Shares offered pursuant to this Prospectus before the expiration of three (3) months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any New Shares and will repay all application monies for the New Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares offered for subscription under this Prospectus.

1.10 Issue of Shares

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

Where the number of Shares issued is less than the number applied for, or where no allotment is made, surplus Application Monies will be refunded without interest to the Applicant as soon as practicable.

Pending the allotment and issue of the Shares or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for the Shares issued under the Offer will be mailed in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus.

1.11 CHESS and Issuer Sponsorship

The Company is a participant in Clearing House Electronic Sub-Register System (**CHESS**), for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

1.12 Risks

As with any securities investment, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are detailed in Section 3 of this Prospectus. The Shares on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, investors should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

1.13 Overseas Shareholders

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

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares that these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

New Zealand

The Offer is not being made to the public in New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the Offer is being made in reliance on the *Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*.

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. 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.

Nominees and custodians

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident in other jurisdictions are responsible for ensuring that applying for Shares under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

1.14 Appointment of foreign nominee

Pursuant to ASX Listing Rule 7.7 and section 615 of the Corporations Act, the Company has appointed a foreign nominee, CPS Capital, to sell Entitlements to which Ineligible Shareholders are entitled. The nominee will have the absolute and sole discretion to determine the timing and price at which the Entitlements may be sold and the manner of any such sale. As required by section 615 of the Corporations Act, the Company has applied to ASIC for approval of CPS Capital to act as nominee to Ineligible Shareholders. As at the date of this Prospectus, ASIC has not yet provided this approval.

Any interest earned on the proceeds of the sale of these Entitlements will firstly be applied against expenses of such sale, including brokerage, and any balance will accrue to the relevant Ineligible Shareholders as described below.

The net proceeds of the sale of these Entitlements will then be forwarded by the Company as soon as practicable to the Ineligible Shareholders, in proportion to their share of such Entitlements (after deducting brokerage commission and other expenses). If any such net proceeds of sale are less than the reasonable costs that would be incurred by the Company for distributing those proceeds, such proceeds may be retained by the Company.

Notwithstanding that the nominee must sell Entitlements, Ineligible Shareholders may nevertheless receive no net proceeds if the costs of the sale are greater than the sale proceeds. In this regard, the nominee will not be required to sell Ineligible Shareholders' Entitlements at a particular price.

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Application Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

CPS Capital will be paid a fee of \$2,500 (plus GST) for their services.

1.15 Representations

The return of the Application Form or otherwise applying for Shares under the Offer will be taken by the Company to constitute a representation by the Applicant that it:

- (a) has received a printed or electronic copy of this Prospectus accompanying the form and has read it in full;
- (b) agrees to be bound by the terms of this Prospectus and the Constitution;
- (c) has obtained all necessary approvals and complied with all relevant laws and regulations for the purposes of Section 1.13 (to the extent that they are applicable) and confirms its eligibility in respect of an offer of securities under the applicable Offer;
- (d) declares that all details and statements in the Application Form are complete and accurate;
- (e) declares that it is over 18 years of age and has full legal capacity and power to perform all of its rights and obligations under the Application Form;
- (f) acknowledges that once the Application Form is returned or payment is made its acceptance may not be varied or withdrawn;
- (g) agrees to being issued the number of new securities that it applies for (or such other number issued in accordance with this Prospectus);
- (h) authorises the Company to register it as the holder(s) of the Shares issued to it under the applicable Offer;
- (i) acknowledges that the information contained in this Prospectus is not investment advice or a recommendation that the New Shares are suitable for it, given its investment objectives, financial situation or particular needs; and
- (j) authorises the Company and its officers or agents to do anything on its behalf necessary for the new securities to be issued to it, including correcting any errors in its Application Form or other form provided by it and acting on instructions received by the share registry using the contact details in the Application Form.

1.16 Taxation

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers. Taxation consequences will depend on particular circumstances. Neither the Company nor any of its officers accept any liability or responsibility in respect of the taxation consequences of the matters referred to above or any other taxation consequences connected with an investment in the securities of the Company.

1.17 Privacy Disclosure

If you complete an application for Shares, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a holder of equity securities in the Company, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including

the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Application, the Company may not be able to accept or process your Application.

1.18 Enquiries

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional adviser without delay.

If you have any questions regarding your Entitlement or the Offer, please contact the Company Secretary on +61 8 9389 3100 from 10:00am to 5:00pm (AWST), Monday to Friday.

2. PURPOSE AND EFFECT OF THE OFFER

2.1 Purpose of the Offer

The purpose of the Offer is to raise up to approximately \$2,398,831 (before costs). The funds raised from the Offer are intended to be used in accordance with the table set out below:

Item	Amount (\$)	Proportion (%)
Development of NDIS Product	\$1,075,200	44.8%
Employment Services Product	\$250,000	10.4%
Working capital ¹	\$919,631	38.3%
Expenses of the Offer ²	\$154,000	6.5%
Total	\$2,398,831	100%

Notes:

1. Funds allocated to working capital will be used for administration costs and corporate overheads, including director fees, ASX listing fees and fees for service providers.
2. Refer to Section 5.13 of this Prospectus for details regarding the estimated expenses of the Offer.

The above table is a statement of current intentions as at the date of this Prospectus. As with any budget, intervening events (such as project and general market risk factors affecting the Company) and new circumstances have the potential to affect the ultimate way funds will be applied. The Directors reserve the right to alter the way funds are applied on this basis.

On completion of the Offer, the Board believes the Company will have sufficient working capital to achieve its stated objectives.

2.2 Effect of the Offer

The principal effect of the Offer, assuming all Shares offered under the Prospectus are issued, will be to:

- (a) increase cash reserves by approximately \$2,244,831 (after deducting estimated cash expenses of the Offer) immediately after completion of the Offer; and
- (b) increase the number of Shares on issue from 79,961,046 as at the date of this Prospectus to 159,922,092 Shares.

A Summary of the Shares the Company will have on issue after the Offer is outlined in Section 2.4.

2.3 Pro-forma statement of financial position

Set out in Annexure B is an unaudited pro-forma statement of financial position of the Company prepared using the audited statement of financial position of the Company as at 30 June 2023 and on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma statement of financial position has been prepared assuming all Entitlements are accepted, no Options or convertible securities are exercised prior to the Record Date, including expenses of the Offer.

The unaudited pro-forma statement of financial position has been prepared for illustrative purposes only and gives effect to the transactions described in the notes to the pro-forma statement of financial position and the assumptions described therein as if they had occurred as of 30 June 2023. The historical and pro-forma financial information is presented in abbreviated form, insofar as it does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial statements.

2.4 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming all Shares offered under the Prospectus are issued (ignoring the effects of rounding of fractional Entitlements, and assuming no further Shares are issued prior to the Record Date), is set out below.

Security	Number
Shares¹	
Shares on issue as at the date of this Prospectus ²	79,961,046
New Shares to be issued pursuant to the Offer ³	79,961,046
Total Shares on issue on completion of the Offer	159,922,092
Options	
Options on issue as at the date of this Prospectus ⁴	4,000,000
Total Options on issue on completion of the Offer	4,000,000
Performance Options	
Performance Options on issue as at the date of this Prospectus ⁶	1,548,904
Total Performance Options on issue on completion of the Offer	1,548,904

Notes:

1. The rights and liabilities attaching to the existing Shares and New Shares are summarised in Section 4.1.
2. Figures include 10,400,000 Shares issued on or around 21 September 2023 as part of the Placement. 40,525,036 Shares are subject to escrow until 6 October 2024. Holders of escrowed Shares will receive an Entitlement in respect of the escrowed Shares. New Shares issued in respect of such Entitlement will be issued on the same terms as the other New Shares issued under the Offer and will not be subject to escrow requirements.
3. Based on the capital structure of the Company as at the date of this Prospectus (assuming no existing Options are exercised prior to the Record Date), a maximum of 79,961,046 New Shares may be issued under the Offer to raise up to approximately \$2,398,831 (before costs).
4. Comprising:
 - (a) 2,000,000 Options exercisable at \$0.25 and expiring on 30 September 2025; and
 - (b) 2,000,000 Options exercisable at \$0.05 and expiring on 6 September 2026.
5. Comprising:
 - (a) 147,226 Performance Options exercisable at \$0.20 and expiring on 30 June 2025, subject to various vesting conditions;
 - (b) 147,226 Performance Options exercisable at \$0.30 and expiring on 30 June 2026, subject to various vesting conditions;
 - (c) 147,226 Performance Options exercisable at \$0.40 and expiring on 30 June 2026, subject to various vesting conditions;

- (d) 147,226 Performance Options exercisable at \$0.45 and expiring on 30 June 2026, subject to various vesting conditions
- (e) 960,000 Performance Options exercisable at \$0.29 and expiring on 20 August 2024, subject to various vesting conditions; and

2.5 Details of substantial holders

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

Shareholder	Shares	%
Rupert Taylor-Price	29,774,393	37.24%
Balmain Resources Pty Ltd ¹	4,586,694	6.59%

Notes:

1. Comprising:
 - (a) 934,194 Shares held directly by Balmain Resources Pty Ltd;
 - (b) 2,723,000 Shares held indirectly via Cadex Petroleum Pty Limited; and
 - (c) 929,500 Shares held indirectly via Plough Lane Superannuation Pty Ltd.

In the event all Entitlements are accepted there will be no change to the substantial holders on completion of the Offer.

2.6 Effect on control of the Company

Underwriter

As at the date of this Prospectus, the Underwriter is a shareholder of the Company and the extent to which New Shares are issued pursuant to the Underwriting Agreement will increase the Underwriter's voting power in the Company. The Underwriter's present relevant interest and changes under several scenarios are set out in the table below.

Event	Shares held by Underwriter	Voting power of Underwriter
Fully subscribed	10,400,000	6.50%
75% subscribed	30,390,262	19%
50% subscribed	50,380,523	32%
25% subscribed	70,370,785	44%
0% subscribed	90,361,046	57%

The number of Shares held by the Underwriter and its voting power in the table above show the potential effect of the underwriting of the Offer. However, it is unlikely that no Shareholders will take up entitlements under the Offer. The underwriting obligations and therefore potential voting power of the Underwriter will reduce by a corresponding amount for the amount of entitlements under the Offer taken up by Shareholders. Furthermore, the voting power of the Underwriter will also be reduced to the extent that sub-underwriters take up any Shortfall. Any relevant interest acquired by the Underwriter or sub-underwriters will also be diluted if any Optionholders exercise and convert their Options to Shares.

Any increase in voting power of the Underwriter above 20% will be permitted pursuant to the "underwriting exception" in item 13 of section 611 of the Corporations Act.

In order to mitigate the potential control effects of the Underwriting, the Company has included a Shortfall Offer, as described in Section 1.5 above.

Notwithstanding the potential control effect of the Underwriter underwriting the Offer, the Company understands that, other than as disclosed in this Prospectus and previously announced by the Company, the Underwriter has no present intention of making any significant changes to the business of the Company. These intentions are based on information concerning the Company, its business and the business environment which is known to the Underwriter at the date of this Prospectus. These present intentions may change as new information becomes available, as circumstances change or in the light of all material information, facts and circumstances necessary to assess the operational, commercial, taxation and financial implications of those decisions at the relevant time.

Shareholders

As set out in Section 2.5, the Company's majority shareholder, Rupert Scott Taylor-Price, holds 29,774,393 Shares equivalent to a voting power of approximately 37.24% in the Company as at the date of this Prospectus. Mr Taylor-Price has indicated that he does not intend to take up any of his Entitlement under the Offer, however reserves the right to change his current intentions.

Should Mr Taylor-Price fully participate in the Offer then, while the number of Shares Mr Taylor-Price holds will increase, the Offer will have no significant effect on Mr Taylor-Price's current interests in the Company (assuming that Mr Taylor-Price does not apply for and is allocated Shortfall Shares), as shown in the table below:

Shareholder	Pre-Offer Shares	%	Post-Offer Shares	%
Rupert Taylor Price	29,774,393	37.24%	59,548,786	37.24%

2.7 Potential dilution

Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 50% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus).

Examples of how the dilution may impact Shareholders is set out in the table below:

Holder	Holding as at Record date	% at Record Date	Entitlement	% if full Entitlement taken up	% if no Entitlement taken up
Shareholder 1	25,000,000	31.27%	25,000,000	31.27%	15.63%
Shareholder 2	12,500,000	15.63%	12,500,000	15.63%	7.82%
Shareholder 3	10,000,000	12.51%	10,000,000	12.51%	6.25%
Shareholder 4	5,000,000	6.25%	5,000,000	6.25%	3.13%
Shareholder 5	1,000,000	1.25%	1,000,000	1.25%	0.63%

Note: The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are placed under the Shortfall Offer pursuant to the terms of the Underwriting Agreement. Percentages have been calculated on the basis of there being 79,961,046 Shares on issue at the

date of this Prospectus and 159,922,092 Shares on issue on completion of the Offer. Refer to Section 2.4 for further details of the Company's capital structure.

3. RISK FACTORS

3.1 Introduction

The New Shares offered under this Prospectus should be considered speculative because of the nature of the Company's business.

Whilst the Directors recommend that Shareholders take up their entitlement to Shares, there are however numerous risk factors involved. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which the New Shares will trade (subject to satisfying ASX of the quotation requirements).

The following is a summary of the more material matters to be considered and should be read in conjunction with specific matters referred to in the Company's announcements and reports. However, the summary is not exhaustive and potential investors should examine the contents of this Prospectus in its entirety and consult their professional advisors before deciding whether to apply for the Shares.

3.2 Company specific

(a) Government Policy and Spending

The majority of the Company's business is through customers who deal in various Federal Government programs and largely depends on the government programs. The market in which the Company operates significantly depends on the continuation of such legislative programs and the government budget capabilities to support such programs. Any changes in federal and state government initiatives or programs may have a significant impact on the Company's operations and future financial performance. Additionally, any changes to the allocation of the Federal Government budget to such programs may also have a significant impact on the Company's operations and future financial performance.

(b) Reduction in use of third party service providers

The Federal Government may decide to deliver services directly, rather than using third party providers such as Bridge. Any change to the way in which the Federal Government delivers such programs, may significantly impact the value of the Company's existing contracts and the ability of the Company to renew existing contracts and enter into new contracts.

Any change in the delivery of the Federal Government programs may also impact the future financial performance and operations of the Company.

(c) Sales and Retention

The Company's ability to retain existing customers and attract new customers is directly dependent on the success of the business.

The way in which the Company sells its products is by way of license/subscription agreements. As such, these are typically only for a set period of time and are therefore exposed to the risk of customers choosing not to renew the product/service once the agreement expires.

Outside of the Company's control, are factors within the particular sectors in which the Company operates - for example, the care and employment sectors. Changes

within these sectors are not within the Company's control, however these can directly impact the Company's ability to retain and/or attract customers.

If the Company is unable to attract new customers and/or retain a significant portion of its existing customers, this will directly impact the Company's financial performance.

(d) **Competition**

The Company operates in a competitive landscape in the care and employment sectors. Such competition may arise from other specialist software vendors in Australia and overseas, which may include companies that have greater capital resources and closer customer relationships than Bridge. Further, competitors of the Company may use factors such as pricing, quality, information security and innovation to set themselves apart and ahead of the Company.

If the Company is significantly slower than its competitors to adapt to technological change and industry needs, it could lead to a reduction in the use of the Company's products and services.

The Company's ability to attract customers or meet business objectives may be adversely affected by any significant competition or failure to keep pace with technological and software changes and needs.

(e) **Expansion into new markets**

New markets, whether these be different sectors or new geographical markets, each have their respective laws and regulations. If, in the future, the Company expands into new markets, the Company would then have to ensure that it complies with the relevant laws and regulations of the market(s). This would likely result in additional compliance costs and a shift in management's focus from other objectives of the Company. Further, there would be the risk of the Company's brand being unknown in new markets, particularly new geographical markets.

The Company has and currently operates in the employment services sector. The Company has also recently moved into the NDIS vertical. However, an element of the Company's growth plan is to expand further into the NDIS sector, followed by exploring the possibility of moving into other sectors. In doing so, the Company will be entering new markets where the Company does not have an already established reputation, nor does the Company have a track record to anticipate the demand for the Company's products.

Specifically, by attempting to enter the new markets of NDIS and exploring the possibility of moving into other markets, there is the possibility that the Company will face risks such as: the product not fitting these markets; the features created by the Company may not work in such a way that the Providers want and/or need; the actual market demand in the NDIS and/or other sectors may not be as strong as the Company anticipates; and the Company's competitors may be too entrenched in the current Providers in the NDIS and/or other markets, and therefore Providers may not want to switch to Bridge.

(f) **Software, technology systems and security breaches**

The Company is a provider of care and employment software, and therefore the Company is very reliant on servers, the internet, technology systems and hosting services, as well as the reliability and performance of these. All of these are provided to the Company by third parties, and therefore such reliance may be a risk, as any

operational issues directly related to each of these are outside of the Company's control.

There is also the risk that the Company faces security breaches, such as computer viruses, malware, hacking, cyber-attacks, or data corruption which may adversely impact the Company's systems and software, such as disruption to or failure of the Company's information systems and product delivery platforms. Such a disruption can result in operational and business delays to the Company, which in turn, can materially impact the financial performance and position of the Company.

The above can further lead to the risks of brand/reputation damage to the Company, potential for claims being brought against the Company, all reducing the customer appeal for the Company.

(g) Product research and development

A significant aspect of the Company's business is to identify emerging technologies and software, as well as anticipate areas which may require research and innovation. If the Company fails to identify and invest in research into such emerging technologies and software, this could leave the Company behind its competitors, as well as result in customers moving to use of the products of the Company's competitors. Such investment from the Company is based on informed and calculated assumptions.

There is also the risk that if the Company invests into new and emerging technologies and/or areas, the Company may not receive the benefits of doing so for quite some time, or at all. As such, the Company may have invested significant cost and time with no benefit to come from this investment.

(h) Changes to laws or regulations

The Company is subject to local laws and regulations in all the jurisdictions in which the Company provides its services and products. The Company is familiar with keeping up to date with changes to laws or regulations. However, there is the risk that the Company may fail to keep up to date with any changes to or the introduction of laws or regulations, which may impact operations. Further, changes to existing laws or regulations, particularly in respect of compliance and/or reporting obligations, may significantly increase costs for the Company.

(i) Maintenance of security and government accreditations

Given the sectors in which the Company operates in, security and government accreditations are a very important factor to the Company's operations and its reputation. There may be instances where the Company is required to provide ongoing disclosures or maintenance of accreditations.

If the Company fails to meet and/or maintain such security accreditations, this would adversely impact the Company's operations, including the ability to maintain and attract new customers and even continue its business.

(j) Software implementation projects

The nature of the Company's business is such that its current or potential customers have continuously changing needs in respect of the software/products the Company provides. If the Company is unable to implement and deliver changes to its products, which cater to the customers' needs, this creates a risk in the retention of these customers and their satisfaction with the Company. Such a risk is more significant with the larger value customers of the Company.

(k) **Reliance on key personnel**

The Company's operations and success will depend to a large extent on the continuing efforts of senior and key personnel. The loss of a senior or key member of the Company, may adversely affect the Company and its operations. Further, should the Company be unable to retain and attract highly skilled personnel, this may impede the Company's business and the Company achieving its objectives.

(l) **Protection of intellectual property**

The Company protects its intellectual property through reliance on laws and regulations surrounding intellectual property. The Company also protects its intellectual property through trade secrets, internal data security policies and measures and contractual arrangements. However, the Company cannot guarantee that there will be no unauthorised use (or misuse) of its intellectual property.

The commercial value of intellectual property assets depends completely on the applicable legal protections. However, such legal mechanisms do not guarantee that the Company's competitive position will be maintained or that the intellectual property will be protected. The Company cannot give assurances that employees or third parties will not breach confidentiality agreements or misappropriate the Company's intellectual property or any commercially sensitive information.

There is the possibility that third parties may assert intellectual property, unfair competition or like claims against the Company under copyright, trade secret or other laws and regulations. If the Company is required to defend such claims, whether such claims are determined in the Company's favour or not, the costs of such litigation may be significant and may divert management's attention from normal commercial operations. The Company is not aware of any claims of this nature in relation to any of the intellectual property rights in which it has.

(m) **Supplier and third party reliance**

The Company relies on a number of suppliers and third party providers, to maintain and support its operations and business.

Any material changes in the trading terms, relationship or supply from such suppliers and/or third parties may impact the Company's ability to provide the current services and products to its customers on the current terms and conditions.

(n) **Changes to government funding or regulations**

Changes to the government programs and funding may result in a significant change to the Company's operations and products. If the Company does not stay up-to-date with announced anticipated changes by government departments to funding and programs, the Company may not be in a position to swiftly adapt its services and products to accommodate these changes. This would adversely affect the Company's business, specifically its customers and financial performance.

(o) **The Company is exposed to risks from future business combinations**

From time to time, the Company may investigate and undertake product and /or adjacent market acquisitions, and other growth initiatives that are consistent with its stated growth strategy. Implementing such projects can be time consuming and costly, and the process of integration may create unforeseen operating difficulties and expenditure. The risks the Company may face in connection with its expansions, acquisitions and other growth initiatives include:

- (i) difficulty in integrating and migrating the operations, systems, technologies and employees of the acquired business;
- (ii) disruption to the Company's existing business and diversion of management's attention on transition and integration of the acquired business;
- (iii) difficulty in entering markets in which the Company has limited direct or prior experience and where competitors have established market positions;
- (iv) potential loss of key employees, clients or suppliers of the acquired business;
- (v) assumption of liabilities and incurrence of debt to fund acquisitions;
- (vi) assumption of contractual obligations that contain terms that are not beneficial to the Company;
- (vii) failure to realise the expected synergies and increases in revenue, margins and net profit from acquisitions; and
- (viii) limited experience with local laws, regulations and business customs in new and unfamiliar markets.
- (ix) The occurrence of any of the above events may result in the expansion, acquisition or other growth initiative failing to meet strategic objectives, generate the anticipated improvement in financial performance or produce other expected synergies.

In addition, the availability or opportunity for future expansion, acquisition or other growth initiatives may be affected by factors outside the control of the Company, the Directors and its senior management team, and are not reliably predictable (including without limitation, commercial or regulatory changes).

Following completion of the Offer, the Directors intend to seek out new opportunities as well as explore opportunities that expand upon the Company's existing business activities. As these opportunities are still being assessed at the date of this Prospectus, significant risks exist in relation to the Directors' ability to identify suitable opportunities and then successfully exploit those opportunities. There may also be additional risks which the Company is exposed to as a result of these acquisitions, which are unknown at the date of this Prospectus and accordingly, are unable to be disclosed.

As part of its business strategy, the Company may make acquisitions of, or significant investments in, complementary companies or assets. Any such transactions would be accompanied by the risks inherent in making acquisitions of companies and assets. For example, there may be liabilities in connection with such acquisitions which are not identified in the Company's due diligence or the acquisitions may not prove to be successful.

(p) **Brand or reputational damage**

The financial success of the Company is directly linked and dependent on the Company's reputation and perception of its brand. At present, the Company has a strong brand awareness amongst its customers and Employment Services providers. Enhancing and maintaining the reputation of the Company's brand is material to the Company's business and future growth.

Whilst the Company can and does implement strategies to maintain and enhance its reputation and brand, there are a number of factors which may impact the Company's

reputation or brand, and are outside of the Company's control. These include, but not limited to: technology providers, business partners, and actions of third parties.

A damaged reputation or brand may result in customers and providers no longer wanting to engage in business with the Company, which would directly impact the financial position and success of the Company.

(q) **Execute and manage the Company growth strategy**

In order to successfully execute the Company's growth strategy, there are a number of things the Company must do, including identifying new opportunities for the Company to expand its operations into. Further, the Company's growth may be dependent on the Company successfully competing for certain government contracts. In addition to identifying and executing growth strategies, the success of the Company is dependent on being able to then manage its growth. The Company's growth strategy is based on assumptions made by the Company, which come from the Company's prior operations and the direction that the Directors see the Company moving in. If the Company is unable to effectively execute and manage its growth strategies, this would have a material adverse effect on the Company's business.

(r) **Impairment of Company goodwill or intangible assets**

Under the generally accepted Australian Accounting Standards, intangible assets and goodwill is required to be regularly tested for impairment. Given that the Company has a significant amount of intangible assets relating to goodwill on the Company balance sheet, if this goodwill is impaired following a review, the Company would need to disclose the value of the intangible assets, resulting in an expense on the income statement. In doing so, there is the risk that the Company's financial position and reported earnings are materially impacted.

3.3 General risks

(a) **Economic Conditions**

General economic conditions, inflation, currency fluctuation, interest rates and supply and demand may have an adverse impact on the Company, as well as the Company's ability to fund its operations. These are factors which are outside of the control of the Company.

(b) **Changes in Legislation and Government Regulations**

Government legislation and regulations in Australia, or other relevant jurisdictions, may change, including, but not limited to, changes to tax regulations. This may impact the activities of the Company, and subsequently the relative attractiveness of investing in the Company. Any such changes may also affect the Company's share price.

(c) **Equity market conditions**

Securities listed on the stock market can experience extreme price and volume fluctuations that are often unrelated to the operating performances of such companies. The market price of Securities may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general.

General factors that may affect the market price of Securities include economic conditions in both Australia and internationally (particularly Australian, US and Chinese economic conditions), investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in

commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

(d) **Inability to pay dividends**

Whether the Company is able to pay dividends is determined by the Board from time to time, and is entirely dependent on the profitability of the Company and the business. There is the risk that there will be times where the Company's ability to pay dividends reduces or ceases, based on the financial performance of the Company.

(e) **Changes to taxation**

Taxation law is continuously changing and the tax information provided in this Prospectus is based on taxation law at the date of this Prospectus. Changes to tax law can impact the Company and Shareholders in a number of ways, including, but not limited to: a change in the tax liabilities of the Company, the tax treatment of Shareholders, claiming tax deductions, or the ability to claim R&D offsets. Such changes can also expose the Company to the risk of regulatory claims/actions.

Further to the above, acquiring Shares in the Company may have different tax considerations for Shareholders. Accordingly, prospective shareholders are encouraged to seek their own independent professional advice in respect with any investment in the Company.

(f) **Litigation risk**

The Company and its operations face the risk of possible litigation or proceedings, including, but not limited to, those such as occupation and personal claims, employee claims and contractual disputes. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may adversely impact on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

(g) **Australian Accounting Standards**

Australian Accounting Standards (**AAS**) are set by the Australian Accounting Standards Board (**AASB**) and are outside the control of the Company, the Directors and its senior management team. The AASB may introduce new or refined AAS, which may affect future measurement and recognition of key statements of profit or loss and statement of financial position items, including revenue and receivables. There is also a risk that interpretations of existing AAS, including those relating to the measurement and recognition of key statements of profit or loss and statement of financial position items, including revenue and receivables, may differ.

Changes to AAS issued by the AASB, or changes to the commonly held views on the application of those standards, could materially adversely affect the financial performance and position reported in the Company's consolidated financial statements.

(h) **Unforeseen expenditure risks**

Expenditure may need to be incurred which has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any such additional expenditure requirements, however if such expenditure is subsequently

required or incurred, this may adversely impact budgeted expenditure proposals by the Company.

(i) **Force majeure events**

The Company's current and future operations may be adversely affected by events which are outside of the Company's control. Such events could impact economies in jurisdictions in which the Company operates in, which in-turn may adversely affect the Company's share price. These events may include (but are not limited to), fires, floods, war, explosions or other catastrophes, epidemics, quarantine restrictions, or acts of terrorism.

(j) **COVID-19**

The outbreak of the coronavirus disease (COVID-19) is impacting global economic markets, and the extent and nature of the effect of the COVID-19 outbreak remains unknown in respect to the performance of the Company. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Additionally, any governmental or industry measures taken in response to COVID-19 are likely to be beyond the Company's control and may impact its operations.

The Company's Directors are monitoring the situation closely and have considered the impact COVID-19 may have on the Company's business and financial performance. However, the COVID-19 situation is continually evolving, and the consequences are therefore inevitably uncertain. Should any of these impacts appear to be material prior to the close of the Public Offer, the Company will notify investors under a supplementary prospectus.

(k) **Insurance**

The Company intends to insure its operations in accordance with the industry practice. However, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial position and performance of the Company.

3.4 Speculative investment

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

Therefore, the New Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Shares pursuant to this Prospectus.

4. RIGHTS ATTACHING TO SECURITIES

4.1 Rights and liabilities attaching to Shares

The New Shares offered under the Offer will rank equally in all respects with existing Shares on issue.

Full details of the rights and liabilities attaching to the Shares are:

- (a) set out in the Constitution, a copy of which can be inspected during office hours at the Company's registered office during the Offer period; and
- (b) in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the more significant rights attaching to the Shares. This summary is not exhaustive and does not constitute a definite statement of the rights and liabilities of the Shareholders. To obtain such a statement, persons should seek independent legal advice.

(a) **General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution.

(b) **Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative or if a determination has been made, by direct vote;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote (even though he or she may represent more than one member); and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall (or where a Direct Vote has been lodged), in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares, shall have such number of votes being equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable in respect of those Shares (excluding amounts credited).

(c) **Dividend rights**

Subject to and in accordance with the Corporations Act, the Listing Rules, the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in

respect of such Shares. The Directors may rescind a decision to pay a dividend if they decide, before the payment date, that the Company's financial position no longer justifies the payment.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company.

The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied. Pending any application of the reserves, the Directors may invest or use the reserves in the business of the Company or in other investments as they think fit. Any amount set aside as a reserve is not required to be held separately from the Company's other assets and may be used by the Company or invested as the Directors think fit.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time and payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **Restricted Securities**

The Company shall comply in all respects with the requirements of the Listing Rules with respect to Restricted Securities.

Without limiting the generality of the above:

- (i) a holder of Restricted Securities must not Dispose of, or agree or offer to Dispose of, the Securities during the escrow period applicable to those Securities except as permitted by the Listing Rules of the ASX;
- (ii) if the Restricted Securities are in the same class as quoted Securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored subregister and are to have a Holding Lock applied for the duration of the escrow period applicable to those Securities;
- (iii) the Company will refuse to acknowledge any Disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those Securities except as permitted by the Listing Rules or the ASX;
- (iv) a holder of Restricted Securities will not be entitled to participate in any return of capital on those Securities during the escrow period applicable to those Securities except as permitted by the Listing Rules or the ASX; and
- (v) if a holder of Restricted Securities breaches a Restriction Deed or a provision of this Constitution restricting a Disposal of those Securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those Securities for so long as the breach continues.

(e) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the shareholders in kind the whole or any

part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders. No member is obliged to accept any Shares, securities or other assets in respect of which there is any liability.

The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

(f) **Shareholder liability**

As the Shares under the Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(g) **Transfer of Shares**

Subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules, the Shares are freely transferable.

(h) **Variation of rights**

Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Alteration of Constitution**

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

5. ADDITIONAL INFORMATION

5.1 Nature of this Prospectus

This Prospectus is issued under the special prospectus content rules for continuously quoted securities in section 713 of the Corporations Act. This enables listed disclosing entities, such as the Company, to issue a prospectus for continuously quoted securities (and options to acquire continuously quoted securities) with modified disclosure requirements if they satisfy certain requirements.

The information in this Prospectus principally concerns the terms and conditions of the Offer and the information reasonably necessary to make an informed assessment of:

- (a) the effect of the Offer on the Company; and
- (b) the rights and liabilities attaching to the New Shares offered pursuant to this Prospectus.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering securities in an entity that is not already listed on a stock exchange. Shareholders should therefore also have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in the Company.

5.2 Company Update

A review of the initial NDIS product strategy has been completed. Bridge has commenced next stages of refinement of its NDIS product roadmap, including an analysis of the market and the broader NDIS ecosystem in the context of the new NDIA PACE Portal. Viable business opportunities for potential NDIS software solutions are being explored and evaluated in this context along with associated development and delivery strategies to get these to market. Bridge continues to actively pursue NDIS strategic partnerships with a view to further strengthening channels in the NDIS industry.

In the Employment Services business, the Company is continuing its dual focus on growing new business and on customer retention, in the context of cost consciousness and operational efficiencies.

The Company received certification in April 2023 from Global Compliance Certification (**GCC**) that its Information Security Management System (**ISMS**) conforms to the requirements of the International Organisation for Standardisation (**ISO**) 27001:2013. Receipt of this certification aligns Bridge with globally recognised data security best practice and demonstrates the Company's ongoing commitment to offering a secure and trusted environment for its customers and their clients. The Company's GCC certification also includes certification that Bridge conforms to the requirements of the Department of Education, Skills and Employment's ISMS. The scope of the GCC certification is as a Third Party Employment and Skills system provider to both the Employment Services and NDIS sectors.

The Company received Third Party Employment and Skills (**TPES**) System re-accreditation in July 2023 from the Department of Employment and Workplace Relations (**Department** or **DEWR**). TPES System accreditation forms part of the Department's Right Fit For Risk (**RFFR**) framework and demonstrates the Company's Employment Services software is compliant with the Department's information security requirements. This re-accreditation is crucial to the Company's continued partnership with Employment Service providers to effectively manage risk in relation to information security and enables the Company to

continue to support providers with a secure and trusted system environment for their teams and for their clients.

5.3 Continuous reporting and disclosure obligations

As the Company is admitted to the official list of ASX, the Company is a “disclosing entity” for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

Price sensitive information is publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

Investors are encouraged to check and monitor any further announcements made by the Company to ASX prior to securities being issued under the Offer. To do so, please refer to the Company’s ASX announcements platform via www.asx.com.au.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a “transaction-specific” prospectus in respect of the Offer.

In general terms, a “transaction-specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of the issuing company.

As a disclosing entity under the Corporations Act, the Company states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report of the Company for the financial year ended 30 June 2022;
 - (ii) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to above and before the lodgement of this Prospectus with ASIC; and
 - (iii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to above and before the lodgement of this Prospectus with ASIC (see below).

As at the date of this Prospectus, there is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:

- (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to the Shares the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with ASX in respect of the Company since the Company lodged its annual financial report for the financial year ended 30 June 2023 on 15 September 2023.

Date	Title
21/09/2023	Application for quotation of securities – BGE
21/09/2023	Management Changes
21/09/2023	Proposed issue of securities – BGE
21/09/2023	Proposed issue of securities – BGE
21/09/2023	Placement and Non-Renounceable Rights Issue
19/09/2023	Trading Halt
15/09/2023	Appendix 4G & Corporate Governance Statement.
15/09/2023	Annual Report to shareholders

5.4 Market Price of Shares

The highest and lowest closing prices of Shares on the ASX during the three (3) months preceding the date of this Prospectus, and the closing price on the trading day before the date of this Prospectus, are set out below.

	Price	Date
Highest	\$0.04	7 July 2023
Lowest	\$0.021	15 and 18 September 2023
Last	\$0.021	18 September 2023

5.5 Lead Manager Mandate

The Company has entered into a mandate with Molo Capital to act as lead manager to the Placement and the Offer (**Lead Manager Mandate**). In accordance with the Lead Manager Mandate, the Company has agreed to pay the following fees to the Lead Manager (and/or its nominees):

- (a) a cash fee of 4% (plus GST) of the total gross proceeds raised under the Placement and the Offer (equal to approximately \$12,480 (plus GST)); or
- (b) a cash fee of 4% (plus GST) of the total amount underwritten by the Underwriter (equal to approximately \$95,953.24 (plus GST)).

The Lead Manager is also entitled to be reimbursed for reasonable costs and expenses incidental to the Offer.

The Lead Manager Mandate may be terminated by the Parties by mutual agreement.

The Lead Manager Mandate otherwise contains terms and conditions considered standard for an agreement of this nature.

5.6 Underwriting Agreement

By an agreement between the Company and Proceso One Pty Ltd (ACN 668 654 859) (**Underwriting Agreement**), the Underwriter has agreed to fully underwrite the Offer up to the value of \$2,398,831 (being the total amount to be raised under the Offer).

The Underwriter will be responsible for any fees payable to any sub-underwriters or other brokers involved in the Offer and introduced by the Underwriter.

The Underwriter is also entitled to be reimbursed for reasonable costs and expenses incidental to the Offer.

The obligation of the Underwriter to underwrite the Offer is subject to certain conditions precedent and events of termination as set out in Annexure A, which are customary for any agreement of this nature. If those conditions are not satisfied or if those termination events occur, the Underwriter may terminate the Underwriting Agreement.

The Underwriting Agreement also contains a number of indemnities, representations and warranties from the Company to the Underwriter that are considered standard for an agreement of this type.

5.7 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any other legal proceedings pending or threatened against the Company.

5.8 Director Disclosures

Ms Leanne Graham was a director of Optima Technology Group Limited (ACN 131 445 335) and Optima Technology Group (Operations) Pty Ltd (ACN 158 837 097 (together, **Optima**) and resigned from both entities on 2 March 2023. Prior to Ms Graham's resignation, Optima released its half year report on 28 February 2023 on a going concern's basis. In July 2023, Optima went into voluntary administration in July 2023. The other Directors have considered the circumstances surrounding Ms Graham's involvement in Optima and are of the view that Ms Graham's involvement in no way impacts her appointment and contribution as a Director of the Company.

Mr Winton Willesee was appointed as a director of Cove Resources Limited, a company listed on the ASX, on 4 June 2008. In January 2014, the board of Cove Resources appointed an administrator due to concerns around the future availability of capital to fund its continued minerals exploration operations. Cove Resources was subject to a recapitalisation, including

an arrangement with creditors that allowed it to cease to be in administration and resume trading on the ASX.

Mr Willesee was appointed as a director of xTV Networks Limited on 7 July 2016. Shortly after his appointment, the newly formed board undertook a review of the affairs of the company and determined that a restructuring was required and appointed an administrator. Thereafter, xTV Networks was subject to a recapitalisation, including an arrangement with creditors that allowed it to cease to be in administration and resume trading on the ASX.

The other Directors have considered the circumstances surrounding Mr Willesee's involvement in Cove Resources Limited and xTV Networks Limited and are of the view that Mr Willesee's involvement in no way impacts his appointment and contribution as a Director of the Company.

Other than as set out above, no Director has been an officer of a company that has entered into any form of external administration as result of insolvency during the time that they were an officer or, within a 12 month period after they ceased to be an officer.

5.9 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director has, or had within two years before lodgement of this Prospectus with ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid (in cash or securities or otherwise) and no benefits have been given or agreed to be given to any Director:

- (d) to induce him to become, or to qualify him as, a Director; or
- (e) for services rendered by him in connection with the formation or promotion of the Company or the Offer.

Remuneration

The remuneration (including superannuation unless stated otherwise) paid to the Directors for the two financial years prior to the date of this Prospectus, and proposed to be paid to the Directors for the current financial year (on an annualised basis), is set out below.

Director	FY 2022	FY 2023	FY 2024
Ms Leanne Graham ¹	\$6,883	\$103,247	\$127,100
Mr Rupert Taylor-Price ²	\$2,578	\$78,501	\$77,000
Mr Winton Willesee ³	nil	\$9,433	\$60,500

Notes:

- 1 Ms Graham was appointed as a Director on 24 May 2022. Ms Graham's remuneration does not include superannuation as she is a New Zealand resident. Ms Graham's remuneration for FY 2022 includes \$1,841 in equity-based payments and FY 2023 includes \$18,743 in equity-based payments. Ms Graham was appointed interim Executive Director of the Company on 20 September 2023. With effect from 20 September 2023, Ms Graham will be paid an executive services fee of \$266,400 per annum (in addition to her existing Director fee of \$55,000 per annum).

- 2 Mr Taylor-Price was appointed a Director on 13 March 2008. Mr Taylor-Price's remuneration noted is excluding applicable statutory superannuation. Mr Taylor-Price's remuneration for FY 2022 comprises \$2,578 of equity-based payments and FY 2023 includes \$18,743 of equity-based payments. Mr Taylor-Price is also a Director of Vault Systems Pty Ltd. Vault Systems Pty Ltd provides the Company cloud hosting services pursuant to a separate agreement. In FY 2023 Vault Systems Pty Ltd provided services which amounted to \$611,626 on normal commercial terms.
- 3 Mr Willesee was appointed as a Director on 5 May 2023. Mr Willesee is also a Director of Azalea Corporate Services Pty Ltd. Azalea Corporate Services Pty Ltd provide company secretarial services to the Company pursuant to a separate mandate under which the Company pays \$5,850 (plus GST) per month. The Company has also agreed to pay Azalea Corporate Services Pty Ltd a one-off fee of \$13,500 to manage the Placement and the Offer.

Further information relating to the remuneration of Directors can be found in the Company's annual financial report for the financial year ended 30 June 2023, which was announced to ASX on 15 September 2023.

Securities

The securities in which the Directors and their associates have or are proposed to have relevant interests in at the date of this Prospectus are set out below.

Director	Shares	Entitlement to New Shares	Options	Performance Options
Ms Leanne Graham ¹	nil	nil	1,000,000	400,000
Mr Rupert Taylor-Price ²	29,774,393	29,774,393	nil	560,000
Mr Winton Willesee ³	nil	nil	1,000,000	nil

- 1 Comprising:
 - (a) 1,000,000 unlisted Options (exercisable at \$0.05 each and expiring on 6 September 2026), held indirectly via Cloud Rainmakers Limited an entity associated with Ms Graham;
 - (b) 200,000 Class E Performance Options (exercisable at \$0.29 each and expiring on 20 August 2024) subject to vesting conditions and escrowed until 6 October 2024, held indirectly via Cloud Rainmakers Limited an entity associated with Ms Graham; and
 - (c) 200,000 Class F Performance Options (exercisable at \$0.29 each and expiring on 20 August 2024) subject to vesting conditions and escrowed until 6 October 2024, held indirectly via Cloud Rainmakers Limited an entity associated with Ms Graham.
- 2 Comprising:
 - (a) 29,774,393 Shares held directly, which are escrowed until 6 October 2024;
 - (b) 280,000 Class E Performance Options (exercisable at \$0.29 each and expiring on 20 August 2024) subject to vesting conditions and escrowed until 6 October 2024, held directly; and
 - (c) 280,000 Class F Performance Options (exercisable at \$0.29 each and expiring on 20 August 2024), subject to vesting conditions and escrowed until 6 October 2024, held directly.
- 3 1,000,000 unlisted Options (exercisable at \$0.05 each and expiring on 6 September 2026), held indirectly via Chinchinchee Nominees Pty Ltd, being a nominee holder for a director entity associated with Mr Willesee.

As at the date of this Prospectus, the Directors do not intend to participate in the Offer.

5.10 Related party transactions

There are no related party transactions entered into in relation to the Offer that have not otherwise been disclosed in this Prospectus.

5.11 Interests of experts and advisers

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

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

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

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

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

- (a) the formation or promotion of the Company; or
- (b) the Offer.

Nova Legal has acted as solicitors to the Company in relation to the Offer. The Company estimates it will pay Nova Legal \$15,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with ASIC, Nova Legal has been paid fees totalling \$223,271.58 (including disbursements and GST), for legal services provided to the Company.

Molo Capital has been appointed as Lead Manager to the Offer and will be paid the fees set out in Section 5.5 for those services. During the 24 months preceding lodgement of this Prospectus with ASIC, Molo Capital has been paid fees totalling \$320,000 (excluding GST and disbursements) for capital raising services provided to the Company.

Proceso One Pty Ltd has been appointed as Underwriter to the Offer and will be paid the fees set out in Section 5.6 for those services. During the 24 months preceding lodgement of this Prospectus with ASIC, Proceso One Pty Ltd has not been paid any fees for underwriting services provided to the Company.

CPS Capital Group Pty Ltd has been appointed as the nominee pursuant to section 615 of the Corporations Act. The Company will pay CPS Capital Group Pty Ltd \$2,500 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with ASIC, CPS Capital Group Pty Ltd has not been paid any fees by the Company.

Automic Pty Ltd has been appointed to conduct the Company's share registry functions and to provide administrative services in respect of the processing of Entitlement and Acceptance Forms receive pursuant to this Prospectus, and will be paid for these services on standard industry terms and conditions.

5.12 Consents

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

Each of the parties referred to in this Section:

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

Nova Legal has given its written consent to being named as the solicitors to the Company in this Prospectus.

Molo Capital has given its written consent to being named as Lead Manager to the Offer.

Proceso One Pty Ltd has given its written consent to being named as Underwriter to the Offer.

CPS Capital Group Pty Ltd has given its written consent to being named as the nominee pursuant to section 615 of the Corporations Act.

Automic Pty Ltd has given its written consent to being named as the share registry to the Company in this Prospectus.

5.13 Estimated expenses of the Offer

The estimated cash costs of the Offer (exclusive of GST) are set out below:

Item	Amount (\$)
ASIC lodgement fee	\$3,206
ASX quotation fee	\$10,575
Legal fees	\$15,000
Broker and broker facilitation fees	\$100,953
Printing, registry and other expenses	\$24,266
Total	\$154,000

5.14 Electronic Prospectus

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Forms. If you have not, please phone the Company on the number set out in the Corporate Directory to this Prospectus and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website as set out in the Corporate Directory to this Prospectus.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement.

6. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.



Winton Willesee
Non-Executive Director
Bridge SaaS Limited

7. DEFINITIONS

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

Applicant means a Shareholder who applies for New Shares pursuant to the Offer or a Shareholder of other party who applies for Shortfall Shares pursuant to the Shortfall Offer.

Application Form means an Entitlement and Acceptance Form.

Application Money means the aggregate amount of money payable for Shares applied for in the Entitlement and Acceptance Forms.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

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

AWST means Western Standard Time as observed in Perth, Western Australia.

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

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

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

Company means Bridge SaaS Limited (ACN 130 148 560).

Constitution means the constitution of the Company as at the date of this Prospectus.

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

CPS Capital means CPS Capital Group Pty Ltd (ABN 75 088 055 636) (AFSL 294848).

Directors means the directors of the Company as at the date of this Prospectus.

Eligible Shareholders means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date and have a registered address in Australia or New Zealand.

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

Entitlement and Acceptance Form means the entitlement and acceptance form either attached to or accompanying this Prospectus.

IPO Prospectus means the Company's Replacement IPO Prospectus dated 15 August 2022.

Lead Manager Mandate means the joint lead manager mandate between the Company and the Lead Manager, as summarised in Section 5.5.

Lead Manager means Molo Capital (ABN 46 770 600 287) (CAR 1295948 of AFSL 456663).

NDIS means the National Disability Insurance Scheme.

New Share means a new Share offered pursuant to the Offer and having the terms and conditions set out in Section 4.1.

Offer means the non-renounceable rights issue offer of New Shares, the subject of this Prospectus.

Offer Period means the period commencing on the Opening Date and ending on the Closing Date.

Official Quotation means official quotation on ASX.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Placement means the Placement announced by the Company on or around 21 September 2023.

Placement Shares means the 10,400,000 Shares to be issued under the Placement.

Prospectus means this prospectus.

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

Section means a section of this Prospectus.

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

Shareholder means a holder of a Share.

Shortfall means those Shares under the Offer not applied for by Shareholders under their Entitlement (if any).

Shortfall Shares means those New Shares issued pursuant to the Shortfall.

Annexure A – Underwriting Agreement

Proceso One may terminate its obligations under the Underwriting Agreement if:

- (a) **failure to lodge documents:** the Company fails to lodge the ASX Announcement, Offer Document, Cleansing Notice or any other document required to be lodged with ASX in a form approved by the Underwriter on the relevant dates set out in the Timetable;
- (b) **misleading statement in the Offer Document:** a material statement in the Offer Document is found to be untrue, misleading or deceptive or it is found that the Offer Document contains a material omission or a new circumstance arises after the Lodgement Date which would be required under the Corporations Act to have been included in the Offer Document if it had arisen before the Lodgement Date;
- (c) **documents to not comply:** the ASX Announcement, Offer Document, Cleansing Notice or any other document required to be lodged with ASX do not comply with the Corporations Act, the Listing Rules or any other applicable law;
- (d) **changes in prospects of the Company:** any adverse change occurs in the condition, financial position or prospects of the Company or a Related Body Corporate that is, in the Underwriter's reasonable opinion, material;
- (e) **breach of Constitution:** the Company or any of its subsidiaries (if any) breaches its Constitution which would, in the Underwriter's reasonable opinion, materially and adversely affect the Company or the Offer;
- (f) **breach of law or regulation:** the Company or any of its subsidiaries or any Officer of the Company or a Related Body Corporate of the Company contravenes any provision of the Corporations Act, the Listing Rules or any other legislation of the Commonwealth of Australia or any State or Territory of Australia which would, in the Underwriter's reasonable opinion, materially and adversely affect the Company or the Offer;
- (g) **Prescribed Occurrence:** except for the issue of Shares upon the exercise of the Company's existing Options, a Prescribed Occurrence occurs in relation to the Company or any of the Company's subsidiaries which would, in the Underwriter's reasonable opinion, materially and adversely affect the Company or the Offer;
- (h) **insolvency:** an Insolvency Event occurs;
- (i) **breach of this Agreement:** the Company or any of its subsidiaries is in breach of any provision of this Agreement that, in the Underwriter's reasonable opinion, is material. Without limiting what else may be material, a breach of any of the following provisions is deemed to be material for the purposes of this clause:
 - (i) any warranty or undertaking in the Agreement;
 - (ii) the Company's obligation to give the Shortfall Notice in accordance with the Agreement; and
 - (iii) the Company's obligation to give the Closing Certificate in accordance with the Agreement;
- (j) **breach of laws:** there occurs a contravention by the Company of any applicable laws in relation to the Offer including without limitation the Corporations Act, the Constitution of the

Company or any of the Listing Rules which would, in the Underwriter's reasonable opinion, materially and adversely affect the Company or the Offer;

- (k) **no quotation:** approval for the quotation of all of the New Shares on the ASX is refused, not granted or granted subject to any condition which is unacceptable to the Underwriter (acting reasonably) or is subsequently withdrawn;
- (l) **breach of warranty:** any warranty given by the Company under this Agreement is not true or has ceased to be true in any respect which would, in the Underwriter's reasonable opinion, materially and adversely affect the Company or the Offer;
- (m) **conviction of Officers:** any Officer of the Company or any of its subsidiaries is charged with or convicted of any criminal offence involving fraudulent or dishonest conduct;
- (n) **unapproved alteration of capital:** the Company alters, or announces an intention to alter, its capital structure or its Constitution without the prior consent of the Underwriter (such consent not to be unreasonably withheld or delayed) which would, in the Underwriter's reasonable opinion, materially and adversely affect the Company or the Offer;
- (o) **unapproved Encumbrances:** the Company or any of its subsidiaries gives security in favour of any person who is not a security holder at the date of this Agreement which would, in the Underwriter's reasonable opinion, materially and adversely affect the Company or the Offer;
- (p) **false or misleading information given to the Underwriter:** any information that is, in the Underwriter's reasonable opinion, material that was supplied at any time by or on behalf of the Company to the Underwriter in respect of any aspect of the Company or any of its subsidiaries or the Offer is or becomes misleading or deceptive or contains a material omission;
- (q) **commencement of hostilities:** an outbreak of hostilities not presently existing or an escalation of hostilities occurs (whether war has been declared or not) or a terrorist act is committed involving any one or more of Australia, the United Kingdom, the United States of America the People's Republic of China (including the Special Administrative Region of Hong Kong), the countries of the former Union of Soviet Socialist Republics (excluding wars or hostilities within those countries), Indonesia or Japan which would, in the Underwriter's reasonable opinion, materially and adversely affect the Company or the Offer;
- (r) **changes of law:** the Australian Government adopts or announces any change in any applicable laws or governmental policies which would, in the Underwriter's reasonable opinion, materially and adversely affect the Company or the Offer;
- (s) **quotation on the ASX:** unconditional approval (or conditional approval subject only to Standard Conditions) to the Official Quotation of all of the New Shares on ASX is refused or not granted by ASX on or before the ASX Approval Date, or if granted, the approval is subsequently withdrawn, qualified (other than by Standard Conditions) or withheld or ASX indicates to the Company or the Underwriter that approval is likely to be withdrawn, qualified (other than by Standard Conditions) or withheld;
- (t) **grant by the ASX:** any grant by the ASX referred to in clause (k) above is withdrawn or is made subject to any conditions other than the Standard Conditions;
- (u) **statements issued in breach of this Agreement:** during the term of this Agreement a breach occurs in relation to the Company's Undertakings regarding statements;
- (v) **withdrawal of Offer:** the Company withdraws the Offer;
- (w) **significant change to management or board:** there is a significant change to the composition of the senior executives of the Company or of its board of directors, including

any requisitions by shareholders to remove a member of the board pursuant to sections 203D and 249D of the Corporations Act (without the approval of the Underwriter);

- (x) **sections 203D and 249D notices:** the receipt by the Company of a valid notice from shareholders pursuant to sections 203D or 249D of the Corporations Act which in the Underwriter's reasonable opinion is prejudicial to the Offer;
- (y) **judgment:** a judgment in an amount exceeding \$250,000 is obtained against the Company or any Related Body Corporate of the Company and is not set aside or satisfied within five Business Days;
- (z) **requirement to repay money received from Applicants:** any circumstance arises after the Offer Document is lodged a consequence of which is either that the Company is required to repay the money received from Applicants or to offer Applicants an opportunity to withdraw their Applications;
- (aa) **movement in the All Ordinaries Index or the Small Ordinaries Index:** the All Ordinaries Index or the Small Ordinaries Index is at any time on any two consecutive Business Days prior to allotment of the New Shares 85% or less of the level that Index attained at the close of trading on the Business Day before the date of signing this Agreement;
- (bb) **failure to provide financial information:** the Company failing to provide the Underwriter with financial information, capital expenditure and other financial reports as may be requested, in a form acceptable to the Underwriter;
- (cc) **failure to provide copies of draft announcements:** the Company failing to provide the Underwriter with a copy of any draft announcement as to the progress or the result of the Offer or in respect of the Company generally prior to the making of such announcement;
- (dd) **suspension:** the Company is removed from the official list of ASX or ASX suspends the Company's shares from quotation (which for the avoidance of doubt, does not include a trading halt or voluntary suspension) and that suspension is not lifted within 24 hours following such suspension;
- (ee) **Timetable:** an event specified in the Timetable is delayed for more than 5 Business Days, other than in accordance with the Agreement;
- (ff) **investigation:** any person is appointed under any legislation in respect of companies to investigate the affairs of the Company and such investigation has not been withdrawn prior to Completion; and
- (gg) **new circumstance:** any new circumstance arises since the Offer Documents were issued that would, in the reasonable opinion of the Underwriter, have been required to be included in the Offer Documents if it had arisen before the Offer Documents were issued.

Capitalised words used in the termination events that are not defined in the Prospectus have the meaning set out in the Underwriting Agreement.

Annexure B – Pro Forma Statement of Financial Position

BRIDGE SAAS LIMITED STATEMENT OF FINANCIAL POSITION

	As at 30 June 2023 Audited \$	Rights Issue Proforma
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	1,885,538	4,130,369
Trade and other receivables	148,539	148,539
Prepayments	30,770	30,770
TOTAL CURRENT ASSETS	2,064,847	4,309,678
NON-CURRENT ASSETS		
Property, plant and equipment	3,453	3,453
TOTAL NON-CURRENT ASSETS	3,453	3,453
TOTAL ASSETS	2,068,300	4,313,131
LIABILITIES		
CURRENT LIABILITIES		
Trade and other payables	341,858	341,858
Contract liabilities	255,524	255,524
Employee benefits	117,997	117,997
TOTAL CURRENT LIABILITIES	715,379	715,379
NET ASSETS	1,352,921	3,597,792
EQUITY		
Issued capital	5,137,118	7,381,949
Reserves-share based payments	175,248	175,248
Retained earnings	(3,959,445)	(3,959,445)
TOTAL EQUITY	1,352,921	3,597,792