



ASX Announcement (ASX: LAW)

28 December 2023

Implementation of Funding and Restructure Transaction

LawFinance Limited (ASX:LAW) (**LAW** or the **Company**) today lodged the attached cleansing prospectus with ASIC for the purposes of section 713(11) of the Corporations Act 2001 (Cth) (**Cleansing Prospectus**).

The Cleansing Prospectus contains a nominal offer of 100 shares at an issue priced of \$1.00 per new share (**Cleansing Offer**). The Cleansing Offer will only be extended to investors who are invited to participate by the Company and is not open to the general public.

As previously announced to ASX, the purpose of the Cleansing Prospectus is to remove any restrictions on the Shares issued under the Funding and Restructure Transaction approved at the Extraordinary General Meeting held on 22 December 2023 and to enable those Shares to be freely tradeable and quoted on ASX. The purpose of the Cleansing Offer is not to raise capital.

Authorised by:

The Board of Directors

For investor enquiries:

Phil Smith

LawFinance Limited

Tel: +61 2 9696 0220

Email: phil.smith@lawfinance.com.au

Signed for the purpose of section 351 of the Corporations Act by inclusion of an electronic signature by a director of LawFinance Limited:



Tim Storey, Director



Cleansing Prospectus

For the offer of up to 100 New Shares in the capital of the Company at a price of A\$1.00 per New Share to raise approximately A\$100 (before expenses) (**Cleansing Offer**).

This Prospectus has been prepared primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the issue of this Prospectus.

Not for release to US wire services or distribution in the United States

IMPORTANT
This Prospectus provides important information about the Company, the New Shares being issued by the Company under the Cleansing Offer. You should read the entire document, including your personalised Application Form. This Prospectus is a transaction specific document issued in accordance with section 713 of the <i>Corporations Act 2001</i> (Cth). If you have any questions as to its contents or the course of action you should follow, you should consult your professional adviser.

Table of Contents

1	Details of the Cleansing Offer	9
2	The Company and the Offers	13
3	Key risks	16
4	Additional Information	25
5	Glossary	33

Important Notice

About this Prospectus

This Prospectus is issued by LawFinance Limited ABN 72 088 749 008 (**LAW or Company**) dated 28 December 2023 and was lodged with ASIC and ASX on that date. ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Shares the subject of this Prospectus should be considered highly speculative.

The Cleansing Offer is only available to those who are personally invited to accept the Cleansing Offer. Applications for Shares offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Cleansing Prospectus.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult. This Prospectus is therefore intended to be read in conjunction with the information publicly available in relation to the Company which has been notified to ASX.

The information given in this Prospectus does not constitute investment advice or financial product advice. This Prospectus is of a general nature and has been prepared without taking into account your individual investment objectives, financial situation, tax position or particular investment needs. You should seek your own investment and/or financial advice.

Defined words and expressions

Some capitalised words and expressions used in this Prospectus have defined meanings. The Glossary in Section 5 defines these words and expressions.

Financial amounts and times

A reference to time in this Prospectus is to Sydney time unless otherwise stated. A reference to \$, A\$, dollars and cents is to Australian currency unless otherwise stated. Some numbers in this Prospectus have been rounded.

Date of this Prospectus

This Prospectus is dated 28 December 2023. A copy of this Prospectus has been lodged with the Australian Securities and Investments Commission (**ASIC**).

Neither ASIC nor ASX nor any of their respective officers or employees takes any responsibility for the content of this Prospectus. The fact that ASX has admitted the Company to the official list of ASX is not to be taken in any way as an indication of the merits of the Company, or the Cleansing Offer.

The expiry date of this Prospectus is 28 January 2025, being 13 months after the date of issue of the Prospectus. No securities will be issued on the basis of this Prospectus later than the expiry date.

Obtaining Prospectus and Application Form

This Prospectus will generally be made available in electronic form at [Announcements \(asx.com.au\)](https://www.lawfinance.com.au/Announcements) and will be posted on the Company's website at www.lawfinance.com.au.

You can obtain a hard copy of this Prospectus and the relevant Application Form free of charge by contacting the Company during the Offer Period as detailed in the Corporate Directory.

Any person who accesses the electronic version of this Prospectus should ensure that they download and read the entire Prospectus. The electronic version of this Prospectus is not available to persons in the United States or

elsewhere outside Australia. New Shares will only be issued on the basis of an electronic version of this Prospectus if the Company or Automic has received a valid Application Payment.

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

An Application for New Shares will only be accepted by following the instructions on the Application Form as described in Section 1.5 of this Prospectus.

The Company reserves the right not to accept an Application Payment 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 with the electronic Prospectus and any relevant supplementary or replacement prospectus, or any of those documents were incomplete or altered.

Disclaimer and no representations other than as set out in this Prospectus

No person is authorised to give any information or to make any representation in connection with the Cleansing Offer that is not contained in this Prospectus. Any information or representation that is not in this Prospectus may not be relied upon as having been authorised by the Company, its Directors or any other person in connection with the Cleansing Offer. The Company's business, financial condition, results of operations and prospects may have changed since the date of this Prospectus.

Except as required by law and then only to the extent so required, none of the Company, its Directors or associates warrants or guarantees the future performance of the Company, the New Shares or any return on any investment made pursuant to this Prospectus.

Future performance and forward-looking statements

This Prospectus contains certain "forward-looking statements". Forward-looking statements can generally be identified by the use of forward-looking words such as 'may', 'could', 'believe', 'estimate', 'expect', 'intend', 'anticipate', 'project', 'foresee', 'likely', 'should', 'target', 'plan', 'consider', 'aim', 'will', 'predict',

'outlook', 'guidance' and other similar words or expressions and include, but are not limited to, indications of, or guidance or outlook on, future earnings or financial position or performance of the Company, the outcome and effects of the Cleansing Offer and the use of proceeds. To the extent that certain statements contained in this Prospectus may constitute "forward-looking statements" or statements about "future matters", the information reflects only the Company's intent, belief or expectations (and no other person's intent, belief or expectations) as at the date of this Prospectus.

Any forward-looking statements, including projections, guidance on future revenues, earnings and estimates, are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. A number of important factors could cause actual results or performance to differ materially from the forward-looking statements.

Investors should consider the forward-looking statements contained in this Prospectus in light of those disclosures and not place reliance on such statements. Any forward-looking statements, opinions and estimates in this Prospectus are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

Neither the Company nor its related bodies corporate or affiliates nor its Directors, officers, partners, employees and agents give any warranty, representation, assurance or guarantee that the occurrence of the events expressed or implied in any of the forward-looking statements in this Prospectus will actually occur or not occur (as the case may be). In addition, please note that past performance should not be relied upon as (and is not) an indication or guarantee of future performance.

Except as required by law or regulation (including the ASX Listing Rules), the Company undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or

results or otherwise. Indications of, guidance or outlook on, future earnings or financial position or performance are also forward-looking statements.

Past performance

The Company released its Full Year December 2022 Report on 31 March 2023 and its Preliminary FY2022 Accounts for the period ended 31 December 2022 on 28 February 2023. The Company also made disclosures as to past performance in its Quarterly Activities Report dated 5 May 2023. These documents (among others) can be read and/or downloaded from the Company's website: www.lawfinance.com.au. See Section 4.3 for further details.

Investors should note that past performance, including past Share price performance, of the Company cannot be relied upon as an indicator of (and provides no guidance as to) the Company's future performance including future Share price performance.

Financial information

Non-IFRS financial measures

Certain financial data included in, or incorporated by reference into, the Prospectus are non-IFRS financial information under ASIC Regulatory Guide 230 (Disclosing non-IFRS financial information) or non-GAAP financial measures under Regulation G issued by the US Securities and Exchange Commission. These non-IFRS/non-GAAP financial measures do not have a standardised meaning prescribed by Australian Accounting Standards and therefore may not be comparable to similarly titled measures presented by other entities and should not be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Although the Company believes any non-IFRS/non-GAAP financial measures included in this Prospectus provide useful information to users in measuring the financial performance and condition of its business, investors are cautioned not to place undue reliance on any non-IFRS/non-GAAP financial measures included in this Prospectus.

Pro forma financial information

The Prospectus contains pro forma financial information which is given for illustrative purposes only and should not be relied upon as it is not represented as being indicative of the

Company's future financial condition and/or performance.

Offering restrictions

This Prospectus and an Application Form do not constitute an offer in any place or country in which, or to any person to whom, it would not be lawful to make such an offer.

No action has been taken to register or qualify the New Shares other than Australia. The Prospectus and Application Form will only be available to investors who are invited by the Board to participate in the Cleansing Offer, have a registered address in Australia or as otherwise determined by the Company. The Cleansing Offer is not being extended to any Shareholder outside of Australia unless otherwise determined by the Company.

The distribution of this Prospectus and an Application Form (including an electronic copy) in jurisdictions outside of Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. In particular, this Prospectus does not, and is not intended to, constitute an offer of securities in the United States or any other jurisdiction where, or to any person to whom, it would be unlawful to make such an offer. The Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

See Section 4.5 on foreign selling restrictions.

Privacy Disclosure

Refer to the information in the privacy statement in Section 4.12. It is important that you understand that, by submitting an Application Payment and applying for the New Shares, you consent to the matters outlined in that statement.

Company's website

Any references to documents included on the Company's website are provided for convenience only and none of the documents

or other information on the website is incorporated by reference as content of this Prospectus.

Where can I obtain further information about the Company and the New Shares?

The Company is a disclosing entity for the purposes of the Corporations Act and as a result is subject to regular reporting and disclosure obligations under the Corporations Act and ASX Listing Rules. The Company must notify ASX immediately (subject to certain exceptions) if it becomes aware of information about it that a reasonable person would expect to have a material effect on the price or value of its securities. Copies of documents lodged with ASIC and ASX can be obtained from, or inspected at, an ASIC office and can also be obtained from www.lawfinance.com.au.

The Company will provide to you free of charge during the application period under the Prospectus with a copy of the following documents:

- the Company's most recently lodged annual financial reports; and
- any continuous disclosure notices lodged by the Company with ASX after the date of the latest annual financial report and before the lodgement of the prospectus with ASIC.

In addition, the following information can be obtained from www.lawfinance.com.au:

- the Company's quarterly, half-yearly and annual financial reports;
- all continuous disclosure notices lodged by the Company with ASX; and
- all other general information provided by the Company to its Shareholders and investors.

Enquiries

Enquires relating to the Prospectus should be directed to the Company Secretary on phil.smith@lawfinance.com.au

Corporate Directory

Directors

Tim Storey
Daniel Kleijn
Anthony Murphy

Australian Legal Adviser

Arnold Bloch Leibler
Level 21, 333 Collins Street
Melbourne, Victoria 3000

Registered Office

Level 5, 126 Phillip Street
Sydney NSW 2000
www.lawfinance.com.au

Registry

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

Key Dates

Key dates of Cleansing Offer

Placement	
Lodgement of Prospectus with ASIC and ASX	28 December 2023
Opening Date	15 January 2024
Closing Date	9 February 2024

Dates may change

The key dates for the Cleansing Offer are indicative only and may change without notice. The Company reserves the right to vary the dates set out above, including by extending the Closing Date of the Cleansing Offer, accepting late Applications or withdrawing the offer made under the Cleansing Offer at any time before the New Shares are issued, subject to the Corporations Act and other applicable laws.

Cooling off rights do not apply to an Application for New Shares. You cannot withdraw your Application once it has been accepted. Investors wishing to participate in the Cleansing Offer are encouraged to submit their Application Payments as soon as possible after the Cleansing Offer opens.

1 Details of the Cleansing Offer

1.1 Overview of the Cleansing Offer

The Company has undertaken a restructure of the Group's debt facilities and a recapitalisation transaction (**Funding and Restructure Transaction**) as described in the Notice of Extraordinary General Meeting sent to Shareholders and released to the ASX on 22 November 2023 (**Notice of Meeting**).

Pursuant to the Funding and Restructure Transaction, on the Implementation Date for the Funding and Restructure Transaction being 28 December 2023, prior to the lodgement of this prospectus, the Company issued 251,930,166 Shares to various lenders and investors as described in the Notice of Meeting (**Restructure Shares**).

Shareholder approval of the Funding and Restructure Transaction was obtained at an Extraordinary General Meeting held on 22 December 2023.

The Company was voluntarily suspended from quotation on ASX on 27 April 2023. As the Company has been suspended from trading on the ASX for more than 5 days in the last 12 months it is precluded from issuing a 'cleansing' notice in accordance with section 708A(5) of the Corporations Act. A cleansing notice would ordinarily be used to ensure the Restructure Shares are not subject to on-sale restrictions. This Prospectus will remove these on-sale restrictions.

1.2 Purpose of the Prospectus

The Company is seeking to raise a nominal amount of \$100 under this Prospectus and, accordingly, the purpose of this Prospectus is not to raise capital.

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to the Shares issued by the Company on or prior to the date of this Prospectus in accordance with section 708A(11) of the Corporations Act, including the Restructure Shares described in Section 1.1.

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

Section 708A(5) of the Corporations Act provides an exception to section 707(2) where an entity issues a 'cleansing' notice under section 708A(5). However, the Company has been suspended from trading on the ASX for more than 5 days in the last 12 months and as a result is precluded from issuing a 'cleansing' notice in accordance with section 708A(5) of the Corporations Act.

Section 708A(11) of the Corporations Act provides an exemption from this general requirement where:

- (a) the relevant securities are in a class of securities that are quoted securities of the body;
- (b) either:

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

The purpose of this Prospectus is to comply with section 708A(11)(b)(i) of the Corporations Act so that the eligible investors who subscribed for the Restructure Shares can sell the Restructure Shares within 12 months without disclosure.

1.3 Cleansing Offer

Under this Prospectus, the Company invites investors identified by the Directors to apply for up to 100 Shares at an issue price of \$1 per Share payable in full on application to raise approximately \$100 before costs. This Cleansing Offer is only being extended to investors who are invited by the Company to subscribe for Shares and is not open to the general public.

1.4 Cleansing Offer details

Overview

This Prospectus provides details of the New Shares being offered in the Company.

The maximum number of New Shares that can be issued is 100 ordinary shares in the Company. If the maximum number of New Shares are issued, this will raise up to \$100.

If you wish to participate in the Cleansing Offer, you must submit an Application Payment by the Closing Date in accordance with the instructions set out on the Application Form in paper form or by logging onto the Automic registry platform.

You should read this Prospectus carefully before making any decisions in relation to the Cleansing Offer or the New Shares.

Offer Period

The Cleansing Offer opens at 9:00am (Sydney time) on 15 January 2024 and will close at 5:00pm (Sydney time) on 9 February 2024 (**Offer Period**).

Issue of New Shares

In the event the Directors decide to issue New Shares under this Prospectus, the issue of Shares under the Cleansing Offer will take place as soon as practicable after the date of this Prospectus. Prior to allotment, all Application monies shall be held by the Company on trust as required by the Corporations Act. The Company, irrespective of whether an allotment of New Shares takes place, will retain any interest earned on the Application monies.

As discussed in section 1.3, the Directors will determine the recipients of all the New Shares. The Directors reserve the right to reject any Application or to allocate any Applicant fewer Shares than the number applied for.

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

New Shares issued under the Cleansing Offer will be issued in accordance with the ASX Listing Rules and key dates set out in this Prospectus.

All enquiries in relation to this Prospectus should be directed to the Company Secretary on phil.smith@lawfinance.com.au.

Quotation

The Company will apply for quotation of the New Shares on ASX within seven days from the date of this Prospectus. 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 now offered for subscription.

If ASX does not grant official quotation of the New Shares offered under this Prospectus before the expiration of three months after the date of issue of this Prospectus (or such period as varied by the ASIC), any New Shares will be void, any pending Applications received cancelled and all Application monies received pursuant to this Prospectus will be returned, without interest, in accordance with section 723(3) of the Corporations Act.

Foreign Shareholders

The distribution of this Prospectus and Application Form in jurisdictions outside of Australia may be restricted by law. In particular, this Prospectus may not be distributed in the United States. Any investors who come into possession of this Prospectus should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Prospectus does not constitute an offer or invitation to potential investors to whom it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the New Shares in any jurisdiction outside of Australia.

1.5 Application for Shares

An Application for New Shares must be made using the Application Form accompanying this Prospectus. To the maximum extent permitted by law, the Directors will have discretion over whether to accept any or all Applications. There is no guarantee that any Applications will be accepted.

Payment for the New Shares must be made in full at the issue price of \$1 per Share.

Applications for Shares must be made using the Application Form accompanying this Prospectus. To the maximum extent permitted by law, the Directors will have discretion over whether to accept any or all Applications. There is no guarantee that any applications will be accepted.

Completed Application Forms and accompanying cheques, made payable to "LawFinance Limited" and crossed "Not Negotiable", must be mailed or delivered to the address set out on the Application Form by no later than the Closing Date.

Application monies must be received by no later than 5.00 pm (Sydney time) on 9 February 2024. Applicants are encouraged to submit their Application monies as early as possible. No brokerage, stamp duty or other costs are payable by Applicants.

1.6 Minimum subscription

There is no minimum subscription for the Cleansing Offer.

1.7 Oversubscription

No oversubscriptions will be accepted by the Company.

1.8 Dispute Resolution

The Company may settle, in any manner it thinks fit, any difficulties, anomalies or disputes that arise in connection with or by reason of the operation of the Cleansing Offer. The decision of the Company will be conclusive and binding on all participants and other persons to whom the determination relates. The Company's rights may be exercised by the Board or any delegate of the Board. The powers of the Company under these terms and conditions may be exercised by the Directors or any delegate or representative of the Directors or senior officers of the Company.

1.9 Underwriting

The Cleansing Offer is not underwritten.

1.10 Disclaimer

The Company reserves the right to determine which investors will be invited to participate in the Cleansing Offer. Please see Section 1.3 of this Prospectus for more information.

The Company, its respective related bodies corporate and affiliates, and their respective directors, officers, partners, employees and agents disclaim all liability (to the maximum extent permitted by law) in respect of the determination as to which investors may participate in the Cleansing Offer.

No person is authorised to give any information or to make any representations in connection with the Cleansing Offer which are not contained in this Prospectus. Any information or representation not contained in this Prospectus may not be relied on as having been authorised by the Company in connection with the Cleansing Offer.

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

1.11 Tax implications

The taxation consequences of being granted the New Shares will depend on each investor's particular circumstances. It is each investor's responsibility to make their own enquiries concerning the taxation consequences of acquiring the New Shares.

The Directors do not consider that it is appropriate to give investors advice regarding the taxation consequences of being issued New Shares under this Prospectus as it is not possible to provide a comprehensive summary of the possible taxation positions of all investors. The Company, its advisers and officers do not accept any responsibility or liability for any taxation consequences to investors in respect of the Cleansing Offer or any subsequent dealing or exercise of the New Shares.

2 The Company and the Offers

2.1 Board of Directors

The Directors of the Company bring to the Board relevant experience and skills, including sector and business knowledge, financial management and corporate governance experience.

The Company's Board currently comprises:

Name	Role
Tim Storey	Non-Executive Chairman
Daniel Kleijn	Non-Executive Director
Anthony Murphy	Non-Executive Director

2.2 Directors' interests

Other than as set out below or elsewhere in this Prospectus, no Director or proposed director holds at the time of lodgement of this Prospectus with ASIC, or has held in the two years before the lodgement of this Prospectus with ASIC, an interest in:

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

Other than as set out below or elsewhere in this Prospectus, no Director or proposed director has been paid or agreed to be paid any amount, nor has any benefit been given or agreed to be given, either to induce him or her to become, or to qualify him or her as, a director or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the Cleansing Offer.

Interests of Directors – existing security interests

As at the date of this Prospectus and following the issue of Shares under the Funding and Restructure Transaction, the relevant interests held by Directors in the securities of the Company are set out in the table below:

Director	Shares	Other securities the Director has a relevant interest in	Voting power in the Company's Shares
Tim Storey	245,405	48,386 unlisted options exercisable at \$0.55 on or before 30 April 2024 100,000 unlisted options exercisable at \$2.50 on or before 8 December 2024	0.384%
Daniel Kleijn	581,996	264,998 unlisted options exercisable at \$0.55 on or before 30 April 2024.	0.911%

		916,668 unlisted options exercisable at \$2.50 on or before 8 December 2024.	
Anthony Murphy	310,409	55,456 unlisted options exercisable at \$0.55 on or before 30 April 2024. 100,000 unlisted options exercisable at \$2.50 on or before 8 December 2024.	0.329%

Remuneration

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive Directors.

Director	Remuneration for year ended 31 December 2021 (US\$)	Remuneration for year ended 31 December 2022 (US\$) ¹	Remuneration for year ended 31 December 2023 (US\$) ²
Tim Storey	34,859	56,035	13,333
Daniel Kleijn	410,843 (salary and fees)	724,495 (salary and fees)	104,335 (salary and fees)
Anthony Murphy	20,231	35,259	8,333

1 Further information on the fixed and variable components of each Director's remuneration can be found in the remuneration report section of the Full Year December 2022 Annual Report.

2. As per the ASX Announcement dated 28 February 2023, the directors of the Company agreed not to receive Directors Fees from 1 March 2023 until further notice to conserve cash resources. Remuneration paid to the Directors relates to the months of January and February 2023. No remuneration has been payable or expected to be payable for the remainder of the year ended 31 December 2023.

Indemnities

Subject to stated exceptions in the Constitution and to the extent permitted by law, the Company must indemnify every current or former officer of the Company and/or its related parties against any liability incurred by that person in that capacity, including negligence and legal costs.

The Company, to the extent permitted by law, may pay a premium for a contract insuring a person who is or has been a Director against liability incurred by that person as a Director.

The Company has entered into a policy of D&O liability insurance. It is intended that the policy would insure the Company and all of its officers in respect of any claims that this

¹ Refer to the Remuneration report, which is contained in the Full Year December 2022 Annual Report for full details of the remuneration of Directors.

² Numbers extracted from unaudited management accounts.

document contains untrue or misleading statements or information or omissions and in respect of official investigations in relation to the Cleansing Offer.

2.3 Purpose and effect of the Cleansing Offer

Purpose of the Cleansing Offer

The purpose of the Cleansing Offer is to issue up to 100 Shares in the capital of the Company at an issue price of \$1 per Share to raise approximately \$100 (before expenses) and to remove any trading restrictions that may have attached to the Restructure Shares issued by the Company prior to the date of this Prospectus.

Effect of the Cleansing Offer

The principal effect of the Cleansing Offer, assuming all Shares offered under the Prospectus pursuant to the Cleansing Offer are issued, will be to increase the number of Shares currently on issue by 100 Shares.

Financial effect of the Cleansing Offer

After expenses of approximately \$15,000, there will be no proceeds from the Cleansing Offer. The expenses of the Cleansing Offer (excluding \$100) will be met from the Company's existing cash reserves.

Effect of the Cleansing Offer on the capital structure

The effect of the Cleansing Offer on the capital structure of the Company, assuming the maximum number of securities offered under the Prospectus are issued, is set out below.

As at the date of this Prospectus	
Shares currently on issue (following the issue of Shares on the Implementation Date of the Funding and Restructure Transaction)	315,797,822
Shares to be issued pursuant to the Cleansing Offer ¹	100
Total Shares on issue after completion of the Cleansing Offer	315,797,922

¹ This assumes the Cleansing Offer is fully subscribed.

As at the date of this Prospectus	
Options currently on issue ²	16,771,795
Options offered pursuant to the Cleansing Offer	Nil
Total options on issue after completion of the Cleansing Offer	16,771,795

² Comprising:

- a) 916,667 unquoted options – exercise price \$2.50, expiry 8 December 2024
- b) 1,400,000 unquoted options – exercise price \$2.50, expiry 8 December 2024
- c) 14,455,128 unquoted options – exercise price \$0.55, expiry 30 April 2024.

3 Key risks

3.1 Introduction

By subscribing for New Shares, you will be exposed to a number of general and specific risks which can be broadly classified as risks associated with the New Shares, and with the Company's business, which may affect recovery in respect of the New Shares.

This Section describes the potential risks associated with the Company's business and the risks associated with the New Shares. It does not list every risk associated with the New Shares now or in the future. Some risks can be mitigated by appropriate commercial action, but many risks described in this Section of the Prospectus are partially or completely outside the control of the Company and its Directors.

The selection of risks is based on an assessment of a combination of the probability of the risk occurring and the impact of the risk if it did occur. This assessment is based on the knowledge of the Directors as at the date of this Prospectus. There is no guarantee or assurance the importance of different risks will not change or other risks will not emerge. Additional risks and uncertainties the Company is unaware of, or it currently considers to be immaterial, may also become important factors that adversely affect the Company's operating and financial performance.

Neither the Company nor any of its Directors or any other party associated with the preparation of this Prospectus guarantees any specific objectives of the Company will be achieved or any particular performance of the Company or the New Shares will be achieved.

Before subscribing for New Shares, you must be satisfied that you have a sufficient understanding of the risks noted in this Section and have fully considered whether subscribing for New Shares is right for you, having regard to your own investment objectives, financial circumstances and taxation position. You should read this Prospectus in full and seek professional advice before subscribing for New Shares. You should also consider publicly available information on the Company and examine the full content of this Prospectus.

3.2 Risks associated with the Company

Key risks relating to the Company and the Group are set out below. It is not, however, possible to describe all of the risks which may adversely affect the Company's prospects and performance. The following list of risks is not intended to be exhaustive. Specific risk factors which may have a significant impact on the future performance of the Company include the following:

Insufficient collections under the PFG Book

Following the Funding and Restructure Transaction, the debt owing under the PFG Loan Agreement (the **PFG Loan**) represents the Group's only form of outstanding debt. A key focus for the Group following the Funding and Restructure Transaction is the wind down of the PFG Book and the repayment of the PFG Loan.

There is a risk that the Group is unable to achieve collections under the PFG Book sufficient to meet its obligations under the PFG Loan Agreement. If this were to occur, it could lead to an event of default with consequences including:

- (a) PFG may be entitled to take enforcement action in relation to its debt, which may include appointing a receiver to manage the realisation of the PFG Book;
- (b) PFG (and relevant loan participants) will be entitled to continue to retain 100% of the proceeds of PFG Book collected until the PFG Loan is repaid in full which would leave the Group without any operational funding; and
- (c) the Company expects that the realisable value of the PFG Book of receivables would be adversely impacted and the proceeds recovered in such a scenario may be insufficient to repay the PFG Loan in full.

A failure to collect a sufficient level of receivables the subject of the PFG Book may also result in an inadequate level of funding being released to the Group to fund its ongoing operations. If this were to occur and an alternative source of funding cannot be found, the Company may no longer be able to continue as a going concern and may be placed into administration and potentially Bankruptcy Protection in respect of its US operating subsidiaries.

Trident does not proceed or perform

As set out in the Notice of Meeting, one of the Company's key strategic priorities following the Funding and Restructure Transaction is to advance the Trident HG Joint Venture (**Trident HG**) as the main source of future origination growth for the Group.

The purpose of the Trident HG is to engage in the business of acquiring medical receivables from hospitals servicing and collecting those receivables, and any other actions reasonably related thereto, including selling receivables to affiliates or third parties.

Trident HG Joint Venture is yet to commence funding hospitals. Trident HG is still pursuing execution of its first Hospital funding agreement. This process has taken significantly longer than expectations.

There is a risk that the Trident HG does not proceed, or its operations do not perform or expand the way that the Board and management currently envisage. If that were to occur, the profitability expectations of the Group will be negatively affected going forward.

Trident HG needs to execute its first hospital funding agreement and commence funding operations in order to prove the funding concept and provide the Group with access to critical data and information to assess the viability of the model and its ability to scale. Until this occurs and has sufficient time to operate it is difficult to accurately predict how the Trident HG Joint Venture operations will actually perform/function. The strategies may evolve over time due to, among other things, market developments and trends, technical challenges, the emergence of new or enhanced technology, changing regulation and/or industry practice, and otherwise in the Group's sole discretion. As a result, the strategy, approaches, markets and products currently being pursued by the Group may not reflect the strategies, approaches, markets and products relevant to, or pursued by, the Group at a later date. Any change in strategy may involve a risk of delay to revenue generation or on collections by the Group. Any delay in implementation, failure to successfully implement, or unintended consequences of implementing any or all of the Group's growth strategies may have an adverse effect on the Group's future financial and operating performance.

Future investment opportunities may not arise or perform as expected

The Company is also seeking other appropriate growth/investment opportunities to pursue in parallel with advancing the Trident HG Joint Venture.

There are no limits on the strategies the Company may pursue including but not limited to, acquiring, or making significant other investments in, companies, products and/or technologies that are complimentary to LAW's business. The strategies may evolve over time due to, among other things, opportunities presented, market developments and trends, technical challenges, the emergence of new or enhanced technology, changing regulation and/or industry practice, and otherwise in the Company's sole discretion. As a result, the strategy, approaches, markets and products described in this document may not reflect the strategies, approaches, markets and products relevant to, or pursued by, the Company at a later date. Any change in strategy may involve a risk of delay to revenue generation or on collections by the Company and could also utilise the Group's limited available cash resources. Any delay in implementation, failure to successfully implement, or unintended consequences of implementing any or all of the Company's growth strategies may have an adverse effect on the Company's future financial and operating performance.

There is a risk that appropriate opportunities are not able to be identified or that opportunities which the Group identifies and participates in may not perform as expected. If that were to occur, the profitability expectations of the Group will be negatively affected going forward.

Reliance on new debt funding

The Company is reliant on new debt financing for the purchase / funding of medical receivables and may require debt funding to pursue other investment opportunities. The Company does not currently have any debt facilities that will allow for further debt funding to be provided.

The ability of the Company to continue to access debt funding for future activities is dependent on a number of factors including compliance with the covenants contained in its existing debt financing arrangements, general economic, political, capital and credit market conditions. Any breaches of existing covenants or changes in the conditions noted could adversely affect the Company's ability to operate its business or refinance its debt.

If debt funding is not able to be obtained on reasonable commercial terms or at all, there is a risk that the Group will not be able to pursue the Trident HG funding opportunity or any other identified investment opportunities, which require capital in addition to the Company's available cash resources immediately following the completion of the Funding and Restructure Transactions on 28 December 2023. This may impact the ability of the Group to continue as a going concern.

Reliance on equity funding

The medical receivable funding business operated by the Company relies on cash collections and access to funding to grow. The Company's business activities are reliant upon access to equity and debt markets to finance its day-to-day working capital and to invest in the origination of further medical receivables or other opportunities.

Access to these markets can change from time to time based on economic and financial market conditions, geopolitical issues in the markets in which the Company operates in, the risk appetite of banks and other credit providers, the investment appetite of equity investors and the view of whether the Company is a suitable party to extend credit to or invest in.

Residual EFI matters

As part of the Funding and Restructure Transaction, the Company was released from its guarantee and indemnity provided in connection with the EFI Facility Agreement. This

release was limited to its obligations under the EFI Facility Agreement and did not extend to any other potential claims.

In connection with the Funding and Restructure Transaction, EFI and the other relevant EFI finance parties provided limited representations as at that date, including that to the best of their knowledge, information and belief they were not then aware of any claims that they have or might have against the Company under or in connection with the EFI finance documents, which includes the EFI Facility Agreement.

Notwithstanding this release and that representation provided by EFI, given the loan made under the EFI Facility Agreement has not been repaid in full and did not perform as expected by EFI and its related finance parties, there is a risk that EFI or its related finance parties may commence proceedings against the Company (and / or its officers) in connection with the EFI Facility Agreement.

Sale of NHF SPV III

As part of the Funding and Restructure Transaction and in connection with the sale of NHF SPV III to the EFI Purchaser, the Company provided various on-going assistance obligations relating to the orderly transfer of NHF SPV III and its business (including relevant legal proceedings).

There is a risk that these on-going obligations require greater resources from the Group than is currently anticipated which may impede the Company's ability to focus on collections of the PFG Book, the Trident HG Joint Venture and any other relevant growth opportunities/initiatives.

As part of the NHF SPV III sale, the EFI Purchaser and NHF SPV III provided the Group with limited indemnities in connection with certain losses that may be incurred in relation to the business of NHF SPV III following completion of its sale to the EFI Purchaser. Given the limited nature of these indemnities, there is a risk that a legacy claim may be made against a Group member in relation to receivables owned by NHF SPV III (and therefore no longer within the Group) which does not fall within the scope of this indemnity and therefore the Company may be required to spend resources in relation to and defending such claims.

Risks related to readmission to ASX quotation

The Company was voluntarily suspended from quotation on ASX on 27 April 2023. In order for the Company's Shares to be reinstated to quotation, the Company will need to satisfy ASX, for the purposes of ASX Listing Rules 12.1 and 12.2, that the Company's level of operations and financial condition are sufficient to warrant continued quotation of its Shares.

ASX has indicated that it is unlikely to approve the Company for reinstatement to quotation of the Company's Shares prior to the release of the Company's FY23 audited financial report in February 2024. Shareholders should be aware that there is no guarantee that ASX will agree to reinstatement at this time.

While no decision has been made, the Company may seek to delist from the ASX whether or not its Shares are reinstated to quotation after the release of the Company's FY23 audited financial report.

If the Company's Shares are not reinstated to quotation on ASX or they are reinstated but the Company subsequently delists from ASX, there may not be any ready market for the Company's Shares and Shareholders may not be able to realise their Shares at a reasonable price, within a reasonable time, or at all.

Changes in laws, regulations and policies

Changes to laws, regulations and accounting standards which apply to the Company from time to time could materially and adversely impact upon the operating and financial performance and cash flows of the Company. Specifically, it is possible that the law, regulations or government policies may change at any time, which may adversely impact the Company's business model and the industry in which it operates. As the industry of purchasing medical receivables grows, there is the possibility that regulators will increase their level of scrutiny of the business and impose regulatory changes that may impact on the Company's business. There is no guarantee as to how existing laws and regulations will be applied in the future. In particular, the key laws and regulations governing the Company's business, are summarised as follows:

- (a) the federal Anti-Kickback Statute (42 U.S.C. § 1320a-7b) (and similar applicable US state laws) makes it a felony offence for anyone to knowingly and wilfully offer, pay, solicit or receive remuneration if one purpose of the act is to induce patient referrals or the purchase, order or the arranging for or recommending the purchase or order of items or services, for which payment may be made in whole or in part by any federal or state healthcare program. Payments or inducements offered directly to patients, such as coupons, discounts, fee waivers and giveaways are also prohibited;
- (b) the Federal Stark Law (42 U.S.C. § 1395nn) prohibits physicians from referring Medicare patients for designated health services to any entity with which the physicians or an immediate family member of the physician has an interest or financial relationship, unless an exception applies. Federal Stark Law also prohibits the designated health services entity from submitting claims to Medicare for those services resulting from a prohibited referral;
- (c) the Health Insurance Portability and Accountability Act of 1996 (Pub. L. No. 104-191), the Health Information Technology for Economic and Clinical Health Act (Pub. L. No. 111-5), and their implementing regulations set forth at 45 C.F.R. Part 160, 162 and 164 as amended are the mandated federal privacy regulation for medical information. As a general rule, protected health information must be kept confidential and cannot be used or disclosed without a person's authorisation; and
- (d) other laws and regulations including consumer protection and usury laws, insurance laws and laws regulating security interests.

Management actions

The Directors will, to the best of their knowledge, experience and ability (in conjunction with the management) endeavour to anticipate, identify and manage the risks inherent in the activities of the Company, but without assuming any personal liability for the same, with the aim of reducing, avoiding and mitigating the impact of risks on the performance of the Company and its securities. Despite the Directors' best efforts, it may not be possible for the Directors to identify or mitigate all risks.

Disputes

The activities of the Company may result in disputes with third parties, including, without limitation, the Company's investors, financiers, competitors, regulators, partners, distributors, customers, directors, officers and employees, and service providers. The Company may incur substantial costs in connection with such disputes. Litigation is costly and consumes Board and management time and resources. It creates reputational risk, brand damage and potential liabilities for the Company, its Directors, officers and employees. Some of this litigation may, depending on its nature, have a material adverse

impact on the financial and operational performance and financial position of the Company. Further, a change in litigation strategy may involve material and as yet unanticipated risks, as well as a high degree of risk, including a higher degree of risk than the Company's strategy in place as of the date of this Prospectus.

Foreign exchange

The Company's key strategic priority following the Funding and Restructure Transaction is to advance the Trident HG Joint Venture as the main source of future origination growth for the Group. The Trident HG Joint Venture is a US investment opportunity and revenues generated via the venture, if any, will be in US dollars.

Adverse movements in the exchange rate between the Australian dollar and foreign currencies, mainly the US dollar, may have a detrimental impact on the financial position of the Company for the following reasons:

- (a) as an Australian based entity, the Company raises capital on the ASX in the Australian dollar, but all capital costs incurred by the Company in its operations are directed to US-based books in US dollars;
- (b) the revenue of the Company is derived from US-based collections through its receivables books, which are denominated in US dollars; and
- (c) general fluctuation of exchange rates provides risk for investors in the Company given the value attributed to securities in the Company is in Australian dollars, yet the fundamental value of the Company is based on US dollars.

Costs of being a multinational firm

The Company incurs costs associated with complying with the reporting and compliance requirements of multiple jurisdictions, which is inherent to multinational companies such as the Company.

The Company's operations could also be subject to a number of risks inherent in global operations, including political and economic instability in foreign markets, inconsistent product regulation by foreign agencies or governments, imposition of product tariffs and burdens, cost of complying with a wide variety of international regulatory requirements, risks stemming from the Company's lack of local business experience in specific foreign countries, foreign currency fluctuations, difficulty in enforcing intellectual property rights, foreign taxes, and language and other cultural barriers.

Regulatory investigations and reviews

The Company may be the subject of regulatory investigations that may result in an adverse impact on the Company and stakeholders. The outcomes of any such investigations can be litigation, civil or criminal prosecution and/or lead to material fines, compensation, remediation expense and/or restrictions on the Company's ability to operate its business.

Key personnel

Shareholders will be dependent on the Company's management to assess financing opportunities as they arise. In common with many businesses, the success of the Company, will, to a significant extent, be dependent on the expertise and experience of its directors and senior management. A number of the senior management leaders of the Company are no longer with the Company and it is likely that the Company will need to recruit a number of new employees if the Trident HG Joint Venture and other investment opportunities are to be realised.

There is a risk that persons required to fill key roles cannot be found or those already in key roles will leave the Company. The loss of one or more of whom could have a material adverse effect on the Company, particularly if they possess knowledge of the Company's intellectual property, business and technology all of which have a commercial value. The continued success of the Company may be at risk if certain of these key personnel cease to be involved in the management of the Company.

Culture and talent

The Company has employee training, policies, procedures and other initiatives in place to foster a positive corporate culture that reflects the behaviours needed for future success. However, poor corporate culture can lead to, amongst other things, unethical practices, lack of trust, poor decision-making, increased employee turnover and reduced motivation. Any of these outcomes may have a material adverse impact on the Company's operations and financial performance.

Moreover, as with the Company's key personnel, the future success of the Company will depend substantially on its ability to attract and retain high quality staff and consultants. The Company relies on its highly capable staff to manage the operational, sales, compliance and other functions of its business. There is a risk that, if the Company is understaffed (or the workload of existing staff is unsustainable), the Company's operational and financial performance will suffer.

Failure of internal risk controls

The Company has risk management and governance frameworks designed to capture, assess and report on management of risks within the business, and to identify, manage and mitigate identified risks in the business (for example in the areas of financial reporting, separation of duties and the diligence and approval processes associated with funding new medical receivables).

Failure to adequately design, implement and abide by these risk management policies and practices may lead to an inability of the Company to mitigate future risk exposures and/or breaches of regulatory obligations. A failure to successfully do any of these things could result in losses, liabilities, reputational damage, fines, penalties, remediation costs, regulatory scrutiny and dissatisfaction among partners.

Credit risks

Credit market conditions and the operating performance of the Company and its Subsidiaries will affect the Company's ability to obtain new debts as well as to repay, refinance and increase its debt.

Deterioration of the credit conditions of key customers (including as a consequence of geopolitical events internationally and locally) may also affect the operating performance of the Group.

Insurance

The Company maintains insurance within ranges of coverage the Company believes to be consistent with industry practice and having regard to the nature of activities being conducted. No assurance, however, can be given that the Company will be able to obtain such insurance coverage at reasonable rates or that any coverage it arranges will be adequate and available to cover any such claims. If the Company and its Subsidiaries incur uninsured losses or liabilities, this may have a material adverse impact on the operating and financial performance of the Company and its Subsidiaries. There is a further risk that the Group's insurers may not insure every material risk, requiring the Company and its Subsidiaries to consider alternative hedging models.

Cyber risk, data loss, theft or corruption

The Company holds personal medical and financial information of patients/victims in the US which it stores on its own systems and networks and also with a variety of third party service providers.

The Company's information, technology and communication systems are vulnerable to certain threats such as hacking, data breaches, human error, severe weather, and electrical, hardware or software failure. Exploitation or hacking of any of the Company's systems or networks could lead to corruption, theft or loss of the data which could have a material adverse effect on the Company's business, financial condition and results. Further, if the Company's systems, networks or technology are subject to any type of 'cyber' crime, its technology may be perceived as unsecure which may lead to a decrease in the number of customers. As far as the Company is aware, its technology systems have not been hacked, but it is possible that the Company may experience negative publicity or potential breaches of U.S. privacy law or HIPPA compliance issues if their systems are able to be hacked at some point in the future.

The Company does not currently hold cyber insurance.

Taxation implications

Future changes in taxation law in Australia and the United States and the states in the US in which the Company and its Subsidiaries operate, including changes in interpretation or application of the law by the courts or taxation authorities in Australia, may affect taxation treatment of an investment in the Company's securities, or the holding or disposal of those securities. Further, changes in taxation law, or to the way taxation law is interpreted in the various jurisdictions in which the Company operates, may impact the Company's future tax liabilities.

3.3 Risks associated with acquiring New Shares

Nature of Investment

Any potential investor should be aware that subscribing for Shares involves risks. The New Shares to be issued pursuant to the Cleansing Offer carry no guarantee with respect to the payment of dividends, return on capital or the market value of the New Shares. An investor may not be able to recoup their initial investment. Specifically, the risks include:

- (a) the price at which the investor is able to sell the New Shares is less than the price paid due to changes in market conditions;
- (b) the investor is unable to sell the New Shares; and
- (c) the Company is placed in receivership or liquidation, making it reasonably foreseeable that Shareholders could receive none, or only some of their initial investment.

Inflation rate risk

An increase in the inflation rate may negatively impact the profitability of the Company or the market value of the New Shares including as a result of the increase in the Company's expenses.

Change in Australian tax system

Any future change in Australian tax law may affect the taxation treatment of the market price of the New Shares.

Shareholder limits

Various laws, including Chapter 6 of the Corporations Act and the *Foreign Acquisition and Takeovers Act 1975 (Cth)* may restrict the number of Shares that any person may hold. Mergers, acquisitions and divestments of Australian public companies listed on ASX (such as the Company) are regulated by detailed and comprehensive legislation and the rules and regulations of ASX.

Shareholders should take care to ensure that their holding of the New Shares does not breach any applicable restrictions on ownership.

Market price and liquidity of New Shares

The market price of the Shares may be volatile and this may affect your ability to sell your Shares at all, or at an acceptable price.

The market price of the Shares may fluctuate over time as a result of a number of factors. The historic share price performance of the Shares provides no guidance as to the future market price of the Shares.

There is also no guarantee that there will be a liquid market for Shares at that time, or the market may be less liquid than that for comparable securities issued by other entities at that time.

In addition, there is no guarantee that Shares will remain continuously quoted on ASX. Trading of ASX listed securities may be suspended in certain circumstances.

Shareholders should be aware that there are risks associated with any securities investment. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

3.4 General risks

General risk factors outside the Company's control which may have a significant impact on the future performance of the Company include, but are not limited to the following:

- (a) economic conditions in Australia, the United States and internationally;
- (b) major structural issues affecting many developed economies, particularly those countries with high sovereign debt levels;
- (c) market volatility, especially given the present uncertainties in international trade, financial and political conditions;
- (d) any force majeure events, including the ongoing volatility posed by the COVID-19 worldwide pandemic noted above;
- (e) changes in the earnings of companies in Australia (whether as a result of general weakness in economic conditions or otherwise);
- (f) changes in investor sentiment and perceptions in local and international stock markets;
- (g) changes in commodity prices;
- (h) changes in applicable law and regulations; and

- (i) geo-political conditions such as acts or threats of terrorism, military conflicts or international hostilities, in particular the ongoing invasion of Ukraine by Russia.

This summary of the risks associated with the New Shares and the risks associated with the Company's business is not exhaustive and you should read the whole of this Prospectus carefully. If you are uncertain about which course of action to take, you should seek professional advice.

4 Additional Information

This Section 4 sets out a number of matters of which you should be aware that have not been addressed in detail elsewhere in this Prospectus. It gives details of the availability of certain other important documents and a summary of some of these documents that are relevant for your investment decision.

4.1 Nature of this Prospectus

This Prospectus is a transaction-specific prospectus issued by the Company in accordance with the provisions of the Corporations Act applicable to a prospectus for continuously quoted securities. It has been prepared in accordance with section 713 of the Corporations Act.

This Prospectus does not contain the same level of disclosure as an initial public offering prospectus or a prospectus prepared in accordance with section 710 of the Corporations Act.

As a disclosing entity (as defined in section 111AC of the Corporations Act), the Company is subject to regular reporting and disclosure obligations, including the preparation of annual and half yearly reports. As a listed company, the Company is subject to the ASX Listing Rules which require, subject to certain exceptions, immediate disclosure to the market of any information of which the Company is aware which a reasonable person might expect to have a material impact on the price or value of the New Shares.

In summary, the content rules for prospectuses involving the issue of continuously quoted securities require such prospectuses to contain information only in relation to the effect of the Cleansing Offer on the Company, the rights and liabilities attaching to the Shares. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the Company. Accordingly, this Prospectus does not contain the same level of disclosure as a prospectus of an unlisted company or an initial public offering prospectus or a prospectus prepared in accordance with section 710 of the Corporations Act. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

For the purposes of satisfying section 713(5) of the Corporations Act, a prospectus must also incorporate such information if such information:

- (a) has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
- (b) is information that investors and their professional advisers 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 body; and

- (ii) the rights and liabilities attaching to the securities being offered.

The prospectus must contain this information only to the extent to which it is reasonable for investors and their professional advisers to expect to find such information in the prospectus.

The Company will make further announcements in respect of any matters in accordance with its disclosure obligations as and when material developments occur.

4.2 Company announcements

Investors may view a record of the Company's ASX announcements at the Company's website (www.lawfinance.com.au) or via the ASX website (www.asx.com.au). ASIC also maintains records in respect of documents lodged with it by the Company, and these may be obtained from or inspected at the office of ASIC. This Prospectus is intended to be read in conjunction with all information previously publicly disclosed by the Company.

The following announcements (continuous disclosure notices) have been made by the Company to ASX since the lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with ASIC are set out in the table below.

Date	Headline
28 December 2023	<u>Completion of the Funding and Restructure Transaction</u> <u>Lodgement of Cleansing Prospectus</u>
22 December 2023	<u>Results of Extraordinary General Meeting</u>
22 November 2023	<u>Notice of Extraordinary General Meeting/Proxy Form</u>
17 November 2023	<u>Release of Securities from Escrow</u>
11 October 2023	<u>Notification of cessation of securities - LAW</u>
14 September 2023	<u>Appendix 4D and Half-Year Report</u>
8 September 2023	<u>Change of Registered Office</u>
31 August 2023	<u>Market Update</u>
31 July 2023	<u>Quarterly Activities Report and Appendix 4C</u>
14 July 2023	<u>Market Update</u>
3 July 2023	<u>Market Update</u>
1 June 2023	<u>Market Update</u>
31 May 2023	<u>Results of Meeting</u>
19 May 2023	<u>Notice under ASX Listing Rule 3.10A</u>
11 May 2023	<u>Market Update</u>
5 May 2023	<u>Quarterly Cashflow Report and Appendix 4C</u>

5 May 2023	<u>Market Update</u>
28 April 2023	<u>Notice of Annual General Meeting / Proxy Form</u>
27 April 2023	<u>Suspension from Quotation</u>
26 April 2023	<u>Standstill Agreement</u>
24 April 2023	<u>Trading Halt</u>
24 April 2023	<u>Pause in Trading</u>
31 March 2023	<u>Corporate Governance Statement and Appendix 4G</u>
31 March 2023	<u>Full Year December 2022 Annual Report</u>

4.3 Availability of other documents

The Company will provide a copy of any of the following documents, free of charge, to any Shareholder who so requests them during the Offer Period under this Prospectus:

- (a) Company Constitution;
- (b) the Company's Full Year 2022 Annual Report; and
- (c) any other document used to notify ASX of information relating to the Company under the continuous disclosure provisions of the ASX Listing Rules and the Corporations Act after the date of the annual financial report referred to above and before lodgement of this Prospectus with ASIC.

All requests for copies of the above documents should be addressed to:

*Automic Group
Level 5
126 Philip St
Sydney NSW 2000*

All documents are also available on the ASX website (www.asx.com.au). ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

4.4 Rights and liabilities attaching to Shares

The New Shares issued will be ordinary shares and will rank equally with all existing Shares. The rights and liabilities attaching to the Shares are set out in the Constitution which is available free of charge from the Company's (a copy is also accessible on the Company's website (www.lawfinance.com.au)).

The following is a broad summary of the rights and liabilities which attach to the Shares. It is not intended to be an exhaustive or definitive summary of the rights attaching to the Shares.

Voting rights

Each holder of ordinary shares in the Company has the right to attend and vote at general meetings of the Company. Subject to any restrictions imposed by the Constitution

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

Where two or more persons are registered as the holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, attorney or representative, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of Shareholders.

General meetings

Subject to any restrictions imposed by the Constitution and the Corporations Act, each Shareholder is entitled to receive notice of, attend, and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution and the Corporations Act.

Two or more members entitled to vote must be present to constitute a quorum.

At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded. A decision made in this way is deemed to be a decision of the members for all purposes.

In the event of an equality of votes cast for and against a proposed resolution, the Chairman of the meeting is entitled to a casting vote in addition to any other votes s/he is entitled to cast as a member of the Company.

Except as permitted by the Corporations Act, general meetings must be called on at least the minimum number of days' notice required by the Corporations Act (which at the date of this Prospectus is 28 days) and otherwise in accordance with the procedures set out in the Corporations Act.

Dividends

Subject to the Corporations Act and the terms of issue of a Share, the Directors may resolve to pay any interim, special or final dividend as, in the Directors' judgment, the financial position of the Company justifies. No interest is payable by the Company on any dividend.

Subject to the ASX Listing Rules and the rights or restrictions attached to any Shares, the Directors may capitalise and distribute to members any amount:

- (a) forming part of the undivided profits of the Company;
- (b) representing profits arising from an ascertained accretion or capital or from a revaluation of the assets of the Company;
- (c) arising from the realisation of any assets of the Company; or
- (d) otherwise available for distribution as a dividend.

Transfer of Shares

Subject to the Constitution, the Corporations Act and ASX Listing Rules, Shares are freely transferable.

Shares may be transferred by a proper transfer effected in accordance with the Constitution or as otherwise permitted by ASX Settlement Operating Rules. Subject to

compliance with the Constitution, Shares may be transferred by a written instrument of transfer in any usual or common form or by any other form approved by the Directors. No fee is payable to the Company for the transfer of any Share.

The Directors may decline to register a transfer of Shares (other than a proper transfer in accordance with the ASX Settlement Operating Rules) where permitted to do so under the ASX Listing Rules. If the Directors decline to register a transfer, the Company must, within 5 Business Days after the transfer is delivered to the Company, give the party lodging the transfer written notice of the refusal and the reason for the refusal. The Directors may decline to register a transfer of Shares when required by law, by the ASX Listing Rules or by the ASX Settlement Operating Rules.

Rights on a winding up

Subject to the Corporations Act and the rights or restrictions attached to Shares, on winding up, the surplus assets of the Company remaining after payment of its debts, liabilities and costs will be distributed to Shareholders in proportion to the number of Shares held by them at the commencement of the winding up.

Shareholder liability

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

Issue of further Shares

Subject to the Constitution, the ASX Listing Rules and the Corporations Act, the Directors may allot, issue or otherwise dispose of Shares to any persons on the terms, at the issue price and at the times the Directors think fit. This includes the power to issue Shares with any preferential, deferred or special rights, privileges or conditions or with any restrictions in regard to dividend, voting, return of share capital or otherwise.

Variation of rights

At present, the Company has one class of shares on issue, being the Shares. The rights attached to any class may be varied with the written consent of the holders of not less than 75% of the issued shares of that class or the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class.

Amending the Constitution

In accordance with section 136(2) of the Corporations Act, Shareholders may, by special resolution, amend the Company's Constitution. In addition, at least 28 day's written notice specifying the intention to propose the resolution as a special resolution must be given.

4.5 Foreign selling restrictions

The New Shares are not offered in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer. The Cleansing Offer is not being extended, and does not qualify for distribution or sale, and the New Shares may not be issued to investors with a registered address outside Australia.

4.6 Interests of experts and advisers

Except as disclosed 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 the Prospectus;
- (b) promotor 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,

(each a “**relevant person**”) holds, at the time of lodgement of this Prospectus with ASIC, or has held in the two years before lodgement of this Prospectus with ASIC, an interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Cleansing Offer; and
- (f) the Cleansing Offer.

Except as set out in this Prospectus, no one has paid or agreed to pay any amount or given or agreed to give any benefit for services provided by a relevant person in connection with the formation or promotion of the Company or the Cleansing Offer.

Arnold Bloch Leibler has acted as Australian legal adviser to the Company in connection with the Cleansing Offer. The Company has agreed to pay approximately \$10,000 (excluding GST and disbursements) for legal services in connection with the Cleansing Offer to the date of this Prospectus. Further amounts may be paid to Arnold Bloch Leibler in accordance with its usual time-based charges.

4.7 Consents to be named and to the inclusion of information

Each of the parties referred to below (each a “**Consenting Party**”) and each of their respective affiliates, officers, employees and advisers, to the maximum extent permitted by law, expressly disclaims all liabilities in respect of, makes no representations regarding and takes no responsibility for any statements in or omissions from this Prospectus, other than the reference to its name in the form and context in which it is named and a statement or report included in this Prospectus with its consent as specified below.

Each Consenting Party:

- (a) has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus in the form and context in which it is named;
- (b) has not (other than as specified below), and its affiliates, officers and employees have not, made any statement in this Prospectus or any statement on which a statement made in the Prospectus is based; and
- (c) does not cause, permit or authorise the issue or lodgement, submission, dispatch or provision of this Prospectus.

Description	Consenting party	Consent
Australian legal adviser	Arnold Bloch Leibler	Consent to be named
Automic	Automic Pty Ltd	Consent to be named

4.8 Transaction costs of the Cleansing Offer

The total transaction costs of the Cleansing Offer including advisory, legal, accounting, tax and administrative fees as well as printing, advertising and other expenses relating to this Prospectus are expected to be approximately \$15,000.

4.9 Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

4.10 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing share certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely on 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 issued 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 CHES 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.

4.11 Withdrawal of Cleansing Offer

The Company and the Directors reserve the right to withdraw or vary all or part of the Cleansing Offer and this Prospectus at any time.

4.12 Privacy Disclosure Statement

The Company may collect, hold and use additional personal information about you.

Such information (including information provided by you in an Application Form) may be used to service your needs as a Shareholder, facilitate distribution payments and corporate communications, provide facilities and services that you request and carry out appropriate administration.

To do that, the Company and Automic may disclose your personal information, for purposes related to your shareholding to their agents, contractors or third party service

providers to whom they outsource services for ongoing administration of the register, printers and mailing houses for the purposes of preparation and distribution of information and for handling of mail, or as otherwise authorised under the Privacy Act 1988 (Cth).

Company and tax laws require some personal information to be collected. If you do not provide us with your personal information we may not be able to process your Application.

In most cases you can gain access to your personal information held by (or on behalf of) the Company or Automic. The Company aims to ensure that the personal information it retains about you is accurate, complete and up to date. To assist with this, please contact the Company Secretary if any of your details have changed. If you have concerns about the completeness or accuracy of the information the Company or Automic have about you, they will take steps to correct it. You can request access to your personal information by contacting the Company Secretary using the Company's details in the Corporate Directory.

4.13 Other information

Further information regarding the Company's performance, financial position, risks and other material disclosures are available for download via www.asx.com.au.

4.14 Electronic Prospectus

Pursuant to ASIC Regulatory Guide 107, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic Prospectus on the basis of a paper Prospectus lodged with ASIC, and the issue of securities in response to an electronic Application Form, subject to compliance with certain provisions. If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus. If you have not, please email the Company using the details in the Corporate Directory and the Company will send you either a hard copy or a further electronic copy of this Prospectus, or both.

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

4.15 Governing law

This Prospectus and the contracts that arise on acceptance of an Application Payment are governed by the law applicable in New South Wales, and each Applicant submits to the non-exclusive jurisdiction of the courts of New South Wales.

4.16 Consent to lodgement

This Prospectus has been approved by unanimous resolution of the Directors of the Company.

Each Director of the Company has given and has not, before the lodgement of this Prospectus, withdrawn their consent to the lodgement of this Prospectus with ASIC.

Dated: 28 December 2023

5 Glossary

The following definitions apply throughout this Prospectus unless the context requires otherwise.

ABN / ACN	means Australian Business Number / Australian Company Number.
Applicant	means an investor who has been invited by the Board to participate in the Cleansing Offer, has a registered address in Australia and submits an Application pursuant to the Cleansing Offer.
Application	means a valid application for New Shares under this Prospectus.
Application Form	means a personalised application form which is attached to a paper copy of this Prospectus or available online by logging onto the Automic registry platform and relating to the Cleansing Offer.
Application Payment	means a payment as consideration for an Applicant made in accordance with the Application Form.
ASIC	means Australian Securities and Investments Commission.
ASX	means ASX Limited ABN 98 008 624 691 or the securities market it operates, as the context requires.
ASX Listing Rules	means the official listing rules of ASX.
ASX Settlement	means ASX Settlement Pty Limited ABN 49 008 504 532.
ASX Settlement Operating Rules	means the operating rules of ASX Settlement.
AUD or \$ or A\$	means Australian dollars.
Australian Accounting Standards	means accounting standards set by the Australian Accounting Standards Board for the purposes of section 334 of the Corporations Act.
Automic	means Automic Pty Ltd ACN 152 260 814.
Board	means the board of Directors of the Company.
Business Day	has the meaning given to that term in the ASX Listing Rules.
Chairman	means a chairman of the Company.
Closing Date	means 5:00pm (Sydney time) on 31 January 2023, being the latest time and day by which Application monies will be accepted (subject to variation).
Company	means LawFinance Limited ABN 72 088 749 008.
Consenting Party	means a party who consents to be named in this Prospectus as set out in Section 4.7.
Constitution	means the constitution of the Company (as amended from time to time).
Corporate Directory	means the corporate directory on page 7 of this Prospectus.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).

Director	means a director of the Company.
EFI	EFI Cayman SPC for and on behalf of NHF SPV III Segregated Portfolio.
EFI Facility Agreement	means the facility agreement between (among others) NHF SPV III, the Company and EFI dated 4 December 2020 (as amended from time to time).
EFI Purchaser	means EHF SPV IV, LLC.
Funding and Restructure Transaction	means the funding and restructure transaction described in the Notice of Meeting.
GAAP	means Generally Accepted Accounting Principles.
Group	means the Company and its Subsidiaries.
GST	means goods and services tax.
IFRS	means International Financial Reporting Standards.
Implementation Date	means the date the Funding and Restructure Transaction is implemented.
New Shares	means a Share issued under the Cleansing Offer.
NHF	means National Health Finance DM, LLC.
NHF SPV III	means NHF SPV III, LLC.
Non-Executive Chairman	means a non-executive Chairman of the Company.
Non-Executive Director	means a non-executive Director of the Company.
Notice of Meeting	means the notice of extraordinary general meeting of the Company dated 22 November 2023.
Offer Period	means 9:00am (Sydney time) on 15 January 2024 to 5:00pm (Sydney time) on 9 February 2024.
Offer Price	means \$1.00 per New Share
Official List	means the Official List of ASX.
Payment Reference	has the meaning given to that term in Section 1.5
Partners for Growth or PFG	means Partners for Growth VI, LP.
PFG Book	means the book of receivables owned by NHF SPV IV, LLC and secured in favour of PFG in connection with the PFG Loan Agreement.
PFG Loan Agreement	means the “loan and security agreement” between (among others) SPV IV and Partners for Growth dated 14 April 2021 as amended from time to time.
PFG Loan	means the loan advanced by PFG (and any relevant participants) pursuant to the terms of the PFG Loan Agreement
Prospectus	means this prospectus dated 28 December 2023.
Restructure Shares	means the shares issued to various Company lenders under the Funding and Restructure Transaction.
SAF Lenders	means each “Lender” as defined in the SAF Facility Agreement.
SAF Facility Agreement	means the secured term syndicated facility agreement between (among others) the Company, EQT Australia Pty

	Ltd and the SAF Lenders dated 27 September 2018 as amended from time to time (including as amended and restated on 28 May 2021).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of one or more Shares in the Company.
SPV III	means NHF SPV III, LLC.
SPV IV	means NHF SPV IV, LLC.
Subsidiaries	means a subsidiary of the Company.
Trident HG Joint Venture	means the joint venture arrangement between Accelerated Account Management, LLC, Madaket Co., LLC and Hummingbird Financial LLC dated 30 March 2022 in respect of Trident Health Group, LLC.
US Securities Act	means the US Securities Act of 1933.
USD or US\$	means United States dollars.