

SPACETALK LTD
ACN 091 351 530
SECOND SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a second supplementary prospectus (**Second Supplementary Prospectus**) intended to be read with the prospectus dated 16 September 2024 (**Original Prospectus**) and first supplementary prospectus dated 23 September 2024 (**First Supplementary Prospectus**) issued by Spacetalk Ltd (ACN 091 351 530) (**Company**).

This Second Supplementary Prospectus is dated 27 September 2024 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The ASIC, the ASX and their respective officers take no responsibility for the contents of this Second Supplementary Prospectus.

This Second Supplementary Prospectus should be read together with the Original Prospectus and the First Supplementary Prospectus. The Original Prospectus, First Supplementary Prospectus and this Second Supplementary Prospectus are together referred to as the **Prospectus**.

Other than as set out below, all details in relation to the Original Prospectus, as supplemented by the First Supplementary Prospectus, remain unchanged. Terms and abbreviations defined in the Original Prospectus, as supplemented by the First Supplementary Prospectus have the same meaning in this Second Supplementary Prospectus other than as changed in this Second Supplementary Prospectus. If there is a conflict between the Original Prospectus, as supplemented by the First Supplementary Prospectus, and this Second Supplementary Prospectus, this Second Supplementary Prospectus will prevail.

This Second Supplementary Prospectus will be issued with the Original Prospectus and First Supplementary Prospectus in hard copy or as an electronic copy and may be accessed on the Company's website at www.investorhub.spacetalk.co/welcome.

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

The Directors believe that the changes in this Second Supplementary Prospectus are not materially adverse from the point of view of an investor. Accordingly, no action needs to be taken if you have already subscribed for new Securities under the Original Prospectus, as supplemented by the First Supplementary Prospectus.

1. BACKGROUND

Section 3.3 of the Original Prospectus sets out the impact of the Offers on the capital structure of the Company, including the Warrants currently on issue.

The Company currently has two Warrants on issue held by Pure Asset Management, being the 2022 Warrant exercisable into 90,000,000 Shares and the 2023 Warrant exercisable into 20,000,000 Shares.

The Notes to the table of Warrants in Section 3.3 incorrectly states the exercise price of the Warrants. In this regard:

This Second Supplementary Prospectus is intended to be read with the Original Prospectus dated 16 September 2024, as supplemented by the First Supplementary Prospectus dated 23 September 2024, issued by Spacetalk Ltd (ACN 091 351 530).

- (a) Note 1 states that the exercise price of the 2022 Warrant is \$0.022, where it should be \$0.0227; and
- (b) Note 2 states that the exercise price of the 2023 Warrant is \$0.022 and that no re-pricing will occur as a result of the Offers, where it should be \$0.05 and re-pricing to occur as a result of the Offers.

The above changes require the amendments to the Prospectus in section 2 below, which should be read in conjunction with the Prospectus.

2. AMENDMENTS TO THE PROSPECTUS

2.1 Section 2.3 of the Original Prospectus

The Notes to the Warrants table are deleted and replaced with the following:

1. Held by Pure Asset Management. In consideration for Pure Asset Management entering into a loan facility agreement, the Company issued a warrant for 90,000,000 Shares upon exercise (**2022 Warrant**). Refer to the announcements dated 23 November 2022 and 19 December 2022 and the notice of meeting dated 13 January 2023 for further information regarding the 2022 Warrant. The 2022 Warrant is currently exercisable at \$0.0227 per Share and no re-pricing of the 2022 Warrant will occur as a result of the Offers.
2. On 21 August 2023, the Company announced that, as part of its debt restructure with Pure Asset Management, subject to receipt of Shareholder approval, it agreed to issue an additional warrant for 20,000,000 Shares upon exercise (**2023 Warrant**). Shareholder approval for the issue of the 2023 Warrant was obtained at the annual general meeting of the Company for the financial year ended 30 June 2023 (**2023 AGM**), held on 16 November 2023, and the material terms of the 2023 Warrant are set out in Appendix A of the notice of meeting for the 2023 AGM (**Notice of Meeting**).

The 2023 Warrant is currently exercisable at \$0.05 per Share subject to any re-pricing in accordance with its terms, as set out in the Notice of Meeting. The table below demonstrates the indicative re-price of the 2023 Warrant as a result of the Offers, noting that the pricing below is indicative only and the final price will be determined on completion of the Offers:

2023 Warrant	Minimum Subscription	Maximum Subscription
Weighted Market Capitalisation	\$16,021,315	\$17,553,446
Shares on issue post-raise	588,050,733	651,889,525
Implied Exercise Price	\$0.02724	\$0.02693

3. CONSENTS

The Company confirms that as at the date of this Second Supplementary Prospectus, each of the other parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

4. DIRECTORS' AUTHORISATION

This Second Supplementary 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 Second Supplementary Prospectus with the ASIC.