

OVANTI LIMITED
ACN 091 192 871

ENTITLEMENT ISSUE PROSPECTUS

For a pro-rata non-renounceable entitlement issue of one (1) Share for every two (2) Shares held by those Shareholders registered at the Record Date at an issue price of \$0.004 per Share to raise up to \$5,403,095 (based on the number of Shares on issue as at the date of this Prospectus) (**Offer**).

IMPORTANT NOTICE

This document is important and should be read in its entirety. If, after reading this Prospectus you have any questions about the Shares being offered under this Prospectus or any other matter, then you should consult your professional advisers without delay.

The Shares offered by this Prospectus should be considered as highly speculative.

IMPORTANT NOTICE

This Prospectus is dated 10 April 2025 and was lodged with the ASIC on that date. The 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 may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

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

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

Applications for Shares offered pursuant to this Prospectus can only be made by an original Entitlement and Acceptance Form or Shortfall Application Form.

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 and is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. 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 issuing company.

Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

No Investment Advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your

financial or investment objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for Shares under this Prospectus to determine whether it meets your objectives, financial situation and needs.

Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the Company's management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 5.

Overseas shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or

to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

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

For further information on overseas Shareholders please refer to Section 2.10.

Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Shares.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. 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.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Please refer to Section 6.2 for further details.

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.ovanti.com. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be a resident of Australia, New Zealand and Malaysia and must only access this Prospectus from within these countries.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 3 7002 5222 during office hours or by emailing the Company at enquiries@ovanti.com.

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

Company Website

No documents or other information available on the Company's website is incorporated into this Prospectus by reference.

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.

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

The Company will apply to participate 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.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead,

investors will be provided with statements (similar to a bank account statement) that set 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.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. 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.

Photographs and Diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

Definitions and Time

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 8.

All references to time in this Prospectus are references to Australian Eastern Time.

Privacy statement

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the share registry.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share

registry at the relevant contact number set out in this Prospectus.

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

Use of Trademarks

This Prospectus includes the Company's registered and unregistered trademarks.

All other trademarks, tradenames and service marks appearing in this Prospectus are the property of their respective owners.

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offers or how to accept the Offer please call the Company Secretary on +61 3 7002 5222.

CORPORATE DIRECTORY

Directors

Daler Fayziev (Executive Director & CEO)

Greg Woszczalski (Non-Executive Director)

Mohammad Shahrudin (Non-Executive Director)

Joshua Quinn (Non-Executive Director)

Richard Gordon (Non-Executive Director)

Share Registry*

Automic Registry Services
Level 5

126 Phillip Street
Sydney NSW 2000

Telephone:
1300 288 664 (within Australia)
+61 2 9698 5414 (international)

Company Secretary

Joshua Quinn

Registered Office

c/- Prime Company Compliance,
Level 9, 505 Little Collins Street
Melbourne VIC 3000

Telephone: + 61 3 7002 5222

Email: enquiries@ovanti.com

Website: www.ovanti.com

Legal Advisers

Thomson Geer
Level 14, 60 Martin Place
Sydney NSW 2000

Auditor*

Connect National Audit
Level 14, 333 Collins Street
Melbourne VIC 3000

*These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus.

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1. KEY OFFER INFORMATION

1.1 Timetable

| EVENT | DATE ¹ |
|---|-------------------|
| Lodgement of Prospectus with the ASIC | 10 April 2025 |
| Lodgement of Prospectus and Appendix 3B with ASX | 10 April 2025 |
| Ex date | 14 April 2025 |
| Record Date for determining Entitlements at 7:00pm (AEST) | 15 April 2025 |
| Offer opening date, Prospectus sent out to Shareholders and Company announces this has been completed | 22 April 2025 |
| Last day to extend the Closing Date ² | 29 April 2025 |
| Closing Date as at 5:00pm (AEST) | 2 May 2025 |
| Shares quoted on a deferred settlement basis | 5 May 2025 |
| Issue date and lodgement of Appendix 2A with ASX applying for quotation of the Shares | 9 May 2025 |
| Quotation of Shares issued under the Offer ³ | 12 May 2025 |

Notes:

1. All dates are indicative and subject to change. The Company reserves the right to alter this timetable at any time.
2. The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. Accordingly, the date the Shares are expected to commence trading on ASX may vary.
3. The commencement of trading of Shares issued under the Offer on ASX is subject to confirmation by ASX.

1.2 Key statistics of the Offer

Shares

| | FULL SUBSCRIPTION |
|--|----------------------|
| Offer Price per Share | \$0.004 |
| Entitlement Ratio (based on existing Shares) | 1:2 |
| Shares currently on issue | 2,701,547,854 |
| Shares to be issued under the Offer | 1,350,773,927 |
| Gross proceeds of the issue of Shares ¹ | \$5,403,095 |
| Shares on issue Post-Offer | 4,052,321,781 |

Notes:

1. Refer to Section 4.1 for the terms of the Shares.

1.3 Key Risk Factors

Prospective investors should be aware that subscribing for Shares involves a number of risks and an investment in the Company should be considered as

highly speculative. The future performance of the Company and the value of the Shares may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are set out in Section 5.

1.4 Directors' Interests in Shares

The relevant interest of each of the Directors in the Shares of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in the table below:

| DIRECTOR | SHARES | SHARE ENTITLEMENT | \$ | PERCENTAGE (%) FULL SUBSCRIPTION, FULLY DILUTED |
|-----------------------------|-------------|-------------------|-----------|---|
| Richard Gordon ¹ | Nil | - | - | - |
| Gregory Woszczalski | Nil | - | - | - |
| Mohammad Shahrudin | Nil | - | - | - |
| Daler Fayziev ² | 235,803,816 | 117,901,908 | \$471,607 | 8.73% |
| Joshua Quinn ³ | 235,803,816 | 117,901,908 | \$471,607 | 8.73% |

Notes:

1. Mr Richard Gordon was appointed as Non-Executive Director on the Company's Board on 20 December 2024.
2. Held indirectly by Finran Pty Ltd (an entity controlled by director Mr Daley Fayziev).
3. Mr Joshua Quinn is a nominated director of Finran Pty Ltd on the Company's Board.

The Board recommends all Shareholders take up their Entitlements. The Directors reserve the right to take up their respective Entitlement in whole or in part at their discretion.

1.5 Details of Substantial Holders

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

| SHAREHOLDER | SHARES | % |
|---|-------------|--------|
| Finran Pty Ltd and Finran Capital Management Ltd ¹ | 235,803,816 | 11.62% |

Notes:

1. Finran Pty Ltd is an entity controlled by director Mr Daler Fayziev.

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

1.6 Effect on Control

The potential effect that the issue of the Shares under the Offer will have on the control of the Company is as follows:

- (a) if all Eligible Shareholders take up their Entitlements under the Offer, the issue of Shares under the Offer will have no effect on the control of the Company and all Shareholders will hold the same percentage interest in the Company; and
- (a) in the more likely event that not all Eligible Shareholders take up their Entitlements under the Offer, Eligible Shareholders who do not subscribe for their full entitlement of Shares under the Offer will be diluted relative to those Shareholders who subscribe for some or all of their Entitlement as shown by the table in Section 1.7.

Further as set out in Section 2.7, on the basis of the allocation policy, no person will acquire, through participation in the Shortfall Offer a holding of Shares of, or increase their holding to, an amount in excess of 19.9% of all the Shares on issue on completion of the Offer.

1.7 Potential dilution on non-participating Shareholders

In addition to potential control impacts set out in Section 1.6, Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 50% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).

For illustrative purposes, the table below shows how the dilution may impact the holdings of Shareholders:

| HOLDER | HOLDING AS AT RECORD DATE | % AT RECORD DATE ¹ | ENTITLEMENTS UNDER THE OFFER | HOLDINGS IF OFFER NOT TAKEN UP | % POST OFFER ² |
|---------------|---------------------------|-------------------------------|------------------------------|--------------------------------|---------------------------|
| Shareholder 1 | 50,000,000 | 1.85% | 25,000,000 | 50,000,000 | 1.23% |
| Shareholder 2 | 10,000,000 | 0.37% | 5,000,000 | 10,000,000 | 0.25% |
| Shareholder 3 | 5,000,000 | 0.19% | 2,500,000 | 5,000,000 | 0.12% |
| Shareholder 4 | 1,500,000 | 0.06% | 750,000 | 1,500,000 | 0.04% |
| Shareholder 5 | 500,000 | 0.02% | 250,000 | 500,000 | 0.01% |

Notes:

1. This is based on a share capital of 2,701,547,854 Shares as at the date of the Prospectus.
 2. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted by Eligible Shareholders are placed under the Shortfall Offer. In the event all Entitlements are not accepted and some or all of the resulting Shortfall was not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.
-

2. DETAILS OF THE OFFER

2.1 The Offer

The Offer is being made as a pro-rata non-renounceable entitlement issue of one (1) Share for every two (2) Shares held by Shareholders registered at the Record Date at an issue price of \$0.004 per Share. Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus, approximately 1,350,773,927 Shares may be issued under the Offer to raise up to \$5,403,095.

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

The purpose of the Offer and the intended use of funds raised are set out in Section 3.

2.2 What Eligible Shareholders may do

The number of Shares to which Eligible Shareholders are entitled is shown on the personalised Entitlement and Acceptance Form which accompanies this Prospectus. Eligible Shareholders may choose any of the options set out in the table below.

| OPTION | KEY CONSIDERATIONS | FOR MORE INFORMATION |
|--|--|------------------------------|
| Take up all of your Entitlement | <ul style="list-style-type: none">• Should you wish to accept all of your Entitlement, then your application for Shares under this Prospectus must be made by following the instructions on the personalised Entitlement and Acceptance Form which can be accessed at https://investor.automic.com.au/#/home. Please read the instructions carefully.• Payment can be made by the methods set out in Section 2.3. As set out in Section 2.3, if you pay by BPAY or EFT, you do not need to return the Entitlement and Acceptance Form. | Section 2.3 and Section 2.4. |
| Take up all of your Entitlement and also apply for Shortfall Shares | <ul style="list-style-type: none">• Should you wish to accept all of your Entitlement and apply for Shortfall Shares, then your application for your Entitlement and additional Shortfall Shares under this Prospectus must be made by following the instructions on your personalised Entitlement and Acceptance Form which can be accessed at https://investor.automic.com.au/#/home. Please read the instructions carefully. | Sections 2.3, 2.4 and 2.7. |

| OPTION | KEY CONSIDERATIONS | FOR MORE INFORMATION |
|---|--|------------------------------------|
| | <ul style="list-style-type: none"> • Payment can be made by the methods set out in Section 2.3. Payment should be made for your Entitlement and the amount of the Shortfall for which you are applying. • If you apply for Shortfall Shares beyond your Entitlement you are deemed to have accepted your Entitlement in full. You should note that the allocation of Shortfall Shares is at the Company's absolute discretion as per the allocation policy set out in Section 2.7. Accordingly, your application for additional Shortfall Shares may be scaled-back. • The Company's decision on the number of Shortfall Shares to be allocated to you will be final. | |
| <p>Take up a proportion of your Entitlement and allow the balance to lapse</p> | <ul style="list-style-type: none"> • If you wish to take up only part of your Entitlement and allow the balance to lapse, your application must be made by completing the personalised Entitlement and Acceptance Form which can be accessed at https://investor.automic.com.au/#/home for the number of Shares you wish to take up and making payment using the methods set out in Section 2.3 below. As set out in Section 2.3, if you pay by BPAY or EFT, you do not need to return the Entitlement and Acceptance Form. | <p>Section 2.3 and Section 2.4</p> |
| <p>Allow all or part of your Entitlement to lapse</p> | <ul style="list-style-type: none"> • If you do not wish to accept any part of your Entitlement, you are not obliged to do anything. If you do not take up your Entitlement by the Closing Date, the Offer to you will lapse. | <p>N/A</p> |

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

2.3 Payment options

(a) By BPAY®

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

- (i) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;
- (ii) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application monies; and
- (iii) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Shares (if any) under the Shortfall Offer, to the extent of the excess.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. **Please note that payment made by BPAY® must be received no later than 5:00pm (AEST) on the Closing Date. It is your responsibility to ensure that funds submitted through BPAY® are received by 5:00pm (AEST) on the Closing Date. The Company shall not be responsible for any delay in the receipt of the BPAY® payment.**

Guidance where you have more than one CRN (Shareholding of Shares)

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

(b) By Electronic Funds Transfer (overseas applicants)

For payment by Electronic Funds Transfer (**EFT**) for overseas Eligible Shareholders, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via EFT if you are the holder of an account that supports EFT transactions to an Australian bank account. Please note that should you choose to pay by EFT:

- (i) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;
 - (ii) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application monies; and
 - (iii) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Shares (if any) under the Shortfall Offer, to the extent of the excess.
-

Please note that payment made by EFT must be received no later than 5:00pm (AEST) on the Closing Date. It is your responsibility to ensure that funds submitted through EFT are received by 5:00pm (AEST) on the Closing Date.

2.4 Implications of an acceptance

Returning a completed Entitlement and Acceptance Form or paying any Application monies by BPAY® or EFT will be taken to constitute a representation by you that:

- (a) you have received a copy of this Prospectus and the accompanying Entitlement and Acceptance Form, and read them both in their entirety;
- (b) you acknowledge that once the Entitlement and Acceptance Form is returned, or a BPAY® or EFT payment instruction is given in relation to any Application monies, the application may not be varied or withdrawn except as required by law.

2.5 Minimum subscription

There is no minimum subscription.

2.6 No underwriting

The Offers are not underwritten.

2.7 Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer (**Shortfall Shares**). The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.004 being the price at which Shares have been offered under the Offer.

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall Offer and potentially be allocated to other Eligible Shareholders or other third parties as part of the Shortfall Offer. The Shortfall Offer will only be available where there is a Shortfall between applications received from Eligible Shareholders and the number of Shares proposed to be issued under the Offer.

Eligible Shareholders who wish to subscribe for Shares above their Entitlement are invited to apply for Shortfall Shares under the Shortfall Offer by completing the appropriate section on their Entitlement and Acceptance Form or by making payment for such Shortfall Shares in accordance with Sections 2.3.

The Board presently intends to allocate Shortfall Shares as follows:

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

No Shares will be issued to a party under the Shortfall Offer if the effect would be to increase that party's voting power in the Company to an amount greater than 19.99%.

The Company reserves the right to issue an Eligible Shareholder a lesser number of Shortfall Shares than applied for or no Shortfall Shares at all. However, the Directors do not intend to refuse an application for Shortfall Shares from Eligible Shareholders other than in circumstances of oversubscription or where acceptance may result in a breach of the Corporations Act. If the number of Shortfall Shares applied for by Eligible Shareholders exceeds the total Shortfall, the Shortfall Shares will be allocated among applying Eligible Shareholders proportionate to their existing holdings.

All decisions regarding the allocation of Shortfall Shares will be made by the Directors and will be final and binding on all applicants under the Shortfall Offer; as such there is no guarantee that any Shortfall Shares applied for will be issued to Eligible Shareholders.

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

2.8 ASX listing

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of three months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all Application monies for the Shares within the time prescribed under the Corporations Act, without interest.

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

2.9 Issue of Shares

Shares issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and timetable set out at Section 1.

Shares issued pursuant to the Shortfall Offer will be issued on a progressive basis. Where the number of Shares issued is less than the number applied for, or where no issue is made surplus Application monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer. Refund amounts of less than \$2.00 will be disregarded.

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

Holding statements for Shares issued under the Offer will be mailed as soon as practicable after the issue of Shares and for Shortfall Shares issued under the Shortfall Offer as soon as practicable after their issue.

2.10 Overseas shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. In particular, this Prospectus may not be distributed to any person, and the Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

New Zealand

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

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

Malaysia

No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to the offer of Shares. The Shares under the entitlement offer may not be offered, sold or issued in Malaysia except to existing shareholders of the Company. Any Shares not taken up under the entitlement offer may not be offered, sold or issued in Malaysia except pursuant to, and to persons prescribed under, pursuant to Part I of Schedule 6 and Schedule 7 of the Malaysian Capital Markets and Services Act 2007.

Nominees and custodians

Nominees and custodians may not submit an Entitlement and Acceptance Form on behalf of any Shareholder resident outside Australia, New Zealand and Malaysia, without the prior consent of the Company, taking into account relevant securities law restrictions. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

3. PURPOSE AND EFFECT OF THE OFFER

3.1 Purpose of the offer

The purpose of the Offer is to raise up to \$5,403,095 before costs. The funds raised from the Offer are intended to be applied in accordance with the table below.

| ITEM | PROCEEDS OF THE OFFER | FULL SUBSCRIPTION (\$) ¹ | FULL SUBSCRIPTION (%) | HALF SUBSCRIPTION (\$) ² | HALF SUBSCRIPTION (%) | PARTIAL SUBSCRIPTION (\$) ³ | PARTIAL SUBSCRIPTION (%) |
|------|-----------------------|-------------------------------------|-----------------------|-------------------------------------|-----------------------|--|--------------------------|
| 1. | Working Capital | \$5,317,269 | 98% | \$2,620,923 | 97% | \$1,274,778 | 94% |
| 2. | Expenses of the Offer | \$85,826 | 2% | \$80,625 | 3% | \$75,996 | 6% |
| | Total | \$5,403,095 | 100% | \$2,701,547 | 100% | \$1,350,773 | 100% |

Notes:

1. Refer to Section 6.7 for further details relating to the estimated expenses of the Offer.
2. Assuming that only half of the Full Subscription is achieved under the Offer.
3. Assuming that only a quarter of the Full Subscription is achieved under the Offer.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events and new circumstances, including the outcome of the results achieved from its business activities and operations, regulatory developments and market and general economic conditions, have the potential to affect the manner in which the funds are ultimately applied. Accordingly, the Board reserves the right to alter the way funds are applied.

In the event the Offer is not fully subscribed, operational objectives may be modified, which may result in delay or substantial changes to the Company's future plans. In this event (and after accounting for associated Offer costs) it is likely that the Company will appropriately scale back funds available in the following order and otherwise in accordance with the above table. Working capital. On completion of the Offer, the Board believes the Company will have sufficient working capital to achieve its stated objectives.

The Company notes that it has access to other funding arrangements, existing trade receivables and expects other transactions currently being negotiated to complete in the short term, which will enable the Company to achieve its operational objectives in the event of a Shortfall under the Offer. Accordingly, on completion of the Offer, the Board believes the Company will have sufficient working capital to achieve its stated objectives and not require additional funding for the short to medium term. In any event, on the assumption that the Offer is only subscribed to the "Partial Subscription" level as included in the table above, no other funding is able to be secured, no transactions are completed and no trade receivables are received, the Company anticipates that the "Partial Subscription" funds would be sufficient for the Company to continue its operations for approximately six months based on the Company's current cash burn rate.

3.2 Effect of the Offer

The principal effect of the Offer, assuming all Entitlements are accepted prior to the Record Date, will be to:

- (a) increase the cash reserves by up to \$5,403,095 (after deducting the estimated expenses of the Offer) immediately after completion of the Offer; and
- (a) increase the number of Shares on issue from 2,701,547,854 as at the date of this Prospectus to 4,052,321,781 Shares.

3.3 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming all Entitlements are accepted prior to the Record Date, is set out below.

Shares¹

| | NUMBER |
|--|----------------------|
| Shares currently on issue | 2,701,547,854 |
| Shares offered pursuant to the Offer | 1,350,773,927 |
| Total Shares on issue after completion of the Offer | 4,052,321,781 |

Notes:

1. The rights and liabilities attaching to the Shares are summarised in Section 4 of this Prospectus

3.4 Pro-forma balance sheet

The audit-reviewed balance sheet as at 31 December 2024 and the unaudited pro-forma balance sheet as at 31 December 2024 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

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

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

| | AUDITED REVIEWED 31 DECEMBER 2024 | REPAYMENT OF LOANS | MARCH RAISE | BNPL LICENSE AGREEMENT | ENTITLEMENT ISSUE | PROFORMA FULL SUBSCRIPTION |
|-----------------------------------|--|-----------------------|----------------|------------------------------|----------------------|----------------------------------|
| | \$ | \$ | \$ | \$ | \$ | \$ |
| CURRENT ASSETS | | | | | | |
| Cash and cash equivalents | 5,420,631 | (944,000) | 1,406,895 | (1,509,133) | 5,317,269 | 9,691,662 |
| Trade and other receivables | 840,487 | - | - | - | - | 840,487 |

| | AUDITED REVIEWED 31 DECEMBER 2024 | REPAYMENT OF LOANS | MARCH RAISE | BNPL LICENSE AGREEMENT | ENTITLEMENT ISSUE | PROFORMA FULL SUBSCRIPTION |
|--|--|-----------------------|------------------|------------------------------|----------------------|----------------------------------|
| | \$ | \$ | \$ | \$ | \$ | \$ |
| Contract assets | 140,989 | - | - | - | - | 140,989 |
| Income tax refund due | - | - | - | - | - | - |
| Other current assets | 17,419 | - | - | - | - | 17,419 |
| Non-current assets classified as held for sale | 14,395,220 | - | - | - | - | 14,395,220 |
| TOTAL CURRENT ASSETS | 20,814,746 | (944,000) | 1,406,895 | (1,509,133) | 5,317,269 | 25,085,777 |
| NON-CURRENT ASSETS | | | | | | |
| Property, plant and equipment | 164 | - | - | - | - | 164 |
| Intangibles | 126,724 | - | - | 2,353,383 | - | 2,480,107 |
| Other | 9,000 | - | - | - | - | 9,000 |
| TOTAL NON-CURRENT ASSETS | 135,888 | - | - | 2,353,383 | - | 2,489,271 |
| TOTAL ASSETS | 20,950,634 | (944,000) | 1,406,895 | 844,250 | 5,317,269 | 27,575,048 |
| CURRENT LIABILITIES | | | | | | |
| Trade and other payables | 2,932,607 | - | - | - | - | 2,932,607 |
| Contract liabilities | - | - | - | - | - | - |
| Borrowings | 908,765 | (908,765) | - | - | - | - |
| Employee Benefits | 4,438 | - | - | - | - | 4,438 |
| TOTAL CURRENT LIABILITIES | 3,845,810 | (908,765) | - | - | - | 2,937,045 |
| NON-CURRENT LIABILITIES | | | | | | |
| Lease liabilities | - | - | - | - | - | - |
| Provision | 1,174 | - | - | - | - | 1,174 |
| NON-CURRENT LIABILITIES | 1,174 | - | - | - | - | 1,174 |
| TOTAL LIABILITIES | 3,846,984 | (908,765) | - | - | - | 2,938,219 |

| | AUDITED REVIEWED 31 DECEMBER 2024 | REPAYMENT OF LOANS | MARCH RAISE | BNPL LICENSE AGREEMENT | ENTITLEMENT ISSUE | PROFORMA FULL SUBSCRIPTION |
|-------------------------------------|--|-----------------------|------------------|------------------------------|----------------------|----------------------------------|
| | \$ | \$ | \$ | \$ | \$ | \$ |
| NET ASSETS (LIABILITIES) | 17,103,650 | (35,235) | 1,406,895 | 844,250 | 5,317,269 | 24,636,829 |
| EQUITY | | | | | | |
| Issued capital | 96,076,761 | - | 1,056,831 | 844,250 | 5,317,269 | 103,295,111 |
| Reserves | 2,031,421 | - | 350,064 | - | - | 2,381,485 |
| Accumulated losses | (81,004,532) | (35,235) | - | - | - | (81,039,767) |
| TOTAL EQUITY | 17,103,650 | (35,235) | 1,406,895 | 844,250 | 5,317,269 | 24,636,829 |

4. RIGHTS AND LIABILITIES ATTACHING TO SHARES

4.1 Rights and liabilities attaching to Shares

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

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. The Company's constitution permits the use of technology at general meetings of shareholders (including wholly virtual meetings). to the extent permitted under the Corporations Act, Listing Rules and applicable law.

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

(b) Voting rights

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

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend rights

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

paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

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

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

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

(e) **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.

(f) **Transfer of shares**

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

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

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

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

(i) **Alteration of constitution**

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

5. RISK FACTORS

5.1 Introduction

The Shares offered under this Prospectus should be considered as highly speculative and an investment in the Company is not risk free.

The Directors strongly recommend that prospective investors consider the risk factors set out in this Section 5, together with all other information contained in this Prospectus.

The future performance of the Company and the value of the Shares may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.

The risks factors set out in this Section 5, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Shares. This Section 5 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

Before determining whether to invest in the Company you should ensure that you have a sufficient understanding of the risks described in this Section 5 and all of the other information set out in this Prospectus and consider whether an investment in the Company is suitable for you, taking into account your objectives, financial situation and needs.

If you do not understand any matters contained in this Prospectus or have any queries about whether to invest in the Company, you should consult your accountant, financial adviser, stockbroker, lawyer or other professional adviser.

5.2 Company specific

| RISK CATEGORY | RISK |
|--|---|
| Litigation and investigations risks | <p>The Company is exposed to possible litigation risks including contractual disputes and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position.</p> <p>As previously announced, the Company is currently engaged in litigation both commenced by and brought against the Company. The Company is also subject to an ongoing investigation in relation to the alleged misappropriation or fraudulent use of the Company's funds by previous employees, advisors and associates.</p> <p>As with all complex fraud investigations and litigation, they are costly, conduct of the investigations and proceedings is time consuming for the Board and management and the length of such processes is not certain and the recovery of funds (if any) is not guaranteed. There is also a risk that the Company is unsuccessful with the ongoing investigations and litigation</p> |

| RISK CATEGORY | RISK |
|---|--|
| | <p>which may result in costs being ordered against the Company.</p> <p>The Directors' view is that the Company has a strong prospect of success and also of defending any claims in any event.</p> <p>As with any litigation proceedings, even if the Company is successful with its ongoing investigation and litigation, there is a risk that the claim amount may not be able to be recovered and the defendants in each case may not be able to pay the relevant monies.</p> |
| <p>Potential dilution for</p> | <p>In addition to potential control impacts set out in Section 1.6, Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 50% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).</p> <p>It is not possible to predict what the value of the Company, a Share will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters.</p> <p>The last trading price of Shares on ASX prior to the Prospectus being lodged of \$0.005 is not a reliable indicator as to the potential trading price of Shares after implementation of the Offer.</p> |
| <p>Additional requirements for capital for</p> | <p>The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.</p> |
| <p>Privacy and data collection</p> | <p>The Company's services involves the storage, transmission, and processing of data from clients in order to provide services to clients. Personal privacy, information security, and data protection are significant issues. The regulatory framework governing the collection, processing, storage, and use of business information, particularly information that includes personal data, is rapidly evolving and any failure or perceived failure to comply with applicable privacy, security, or data protection laws, regulations or contractual obligations may adversely affect the Company's business.</p> |

| RISK CATEGORY | RISK |
|------------------------------|--|
| Competition | <p>The fintech industry in which the Company operates is subject to competition, in particular as a result of the nature of the contracts available. Current or future competitors may come up with new, better or cheaper methods of mobile banking, SMS marketing and email marketing.</p> <p>The Company's competitors include both small and medium enterprises and large, established corporations or multinationals. Those may decide to enter the Company's target markets and be able to fund aggressive marketing strategies. They may also have stronger financial capabilities than the Company which may negatively affect the operating and financial performance of the business,</p> |
| Development | <p>The Company's products and services are the subject of continuous development and need to be substantially developed further in order to gain and maintain competitive and technological advantage, and to improve the products' and services' usability, scalability and accuracy. There are no guarantees that the Company will be able to undertake such development successfully. Failure to successfully undertake such research and development, anticipate technical problems, or estimate research and development costs or timeframes accurately will adversely affect the Company's results and viability.</p> |
| Technology | <p>The Company's market involves rapidly evolving products and technological change. The Company cannot guarantee that it will be able to engage in research and development at the requisite levels. The Company cannot assure investors that it will successfully identify new technological opportunities and continue to have the needed financial resources to develop new products in a timely or cost-effective manner. At the same time, products, services and technologies developed by others may render the Company's products and services obsolete or non-competitive.</p> |
| Government regulation | <p>The Company is subject to federal and state laws and regulations that govern its business activities in the jurisdictions in which it operates, Malaysia and Indonesia. Government regulation and oversight of the digital economy is constantly evolving and may change in a manner that is unfavourable to the Company. While the Company is increasingly focusing attention on the development of internal compliance procedures, these may not be sufficiently sophisticated enough to ensure compliance with all relevant laws and regulations across all the jurisdictions it operates. Failure to comply with government regulations may affect the Company's ability to generate revenues from the sale of goods and services internationally, which could have a material adverse effect on the Company's business, financial condition and results of operations.</p> |

| RISK CATEGORY | RISK |
|-------------------------|--|
| Foreign exchange | <p>The Company will be operating in a variety of jurisdictions, including Malaysia and Indonesia, and as such, expects to generate revenue and incur costs and expenses in foreign currencies. Consequently, movements in currency exchange rates may adversely or beneficially affect the Company's results or operations and cash flows. For example, the appreciation or depreciation of the US dollar relative to the Australian dollar would result in a foreign currency loss or gain. Any depreciation of currencies in foreign jurisdictions in which the Company operates may result in lower than anticipated revenue, profit and earnings of the Company.</p> |

5.3 Industry specific

| RISK CATEGORY | RISK |
|---------------------------------------|--|
| Disputes | <p>The activities of the Company may result in disputes with third parties, including, without limitation, the Company's investors, competitors, regulators, partners, distributors, customers, directors, officers and employees, and service providers. The Company may incur substantial costs in connection with such disputes.</p> <p>Further, a change in 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.</p> |
| Information technology | <p>With any technical project there are risks with the chosen technology, vendors and employees and in execution. Whilst the Company has employed and engaged subject-matter experts, employs experienced persons, standard security technologies and approaches there are risks that delivery will fail to meet expectations or deadlines, that technologies become obsolete, natural disasters occur, the Company is the subject of a fraud or malicious attack or platforms are compromised resulting in a negative impact on the Company's performance.</p> |
| User experience | <p>The Company's business model is primarily based on recurring service revenue arising from technology users and customers. Notwithstanding efforts placed on the user interface and experience, a poor user experience may occur and may affect growth of customer numbers and repeat purchases.</p> |
| Reputational | <p>Any negative publicity regarding the Company, or its Board, officers or employees, or the performance of its products, will adversely affect the Company's ability to generate revenue.</p> |
| Loss of customers | <p>The Company has established important relationships through development of its business to date. The loss of one or more customers through termination or expiry of contracts may adversely affect the operating results of the Company.</p> |
| Data loss, theft or corruption | <p>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.</p> <p>The Company has not been hacked, but it is possible that the Company may experience negative publicity if their systems are able to be hacked at some point in the future.</p> |

5.4 General risks

| RISK CATEGORY | RISK |
|----------------------------------|---|
| Economic | General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities. |
| Market conditions | <p>Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:</p> <ul style="list-style-type: none"> (a) general economic outlook; (b) introduction of tax reform or other new legislation; (c) interest rates and inflation rates; (d) changes in investor sentiment toward particular market sectors; (e) the demand for, and supply of, capital; and (f) terrorism or other hostilities. <p>The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in technology in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.</p> |
| Dividends | Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company. |
| Taxation | <p>The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.</p> <p>To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.</p> |
| Reliance on key personnel | The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if |

| RISK CATEGORY | RISK |
|---|--|
| | <p>one or more of these employees cease their employment.</p> |
| <p>Economic conditions and other global or national issues</p> | <p>General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance.</p> <p>General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.</p> <p>Specifically, it should be noted that the current evolving conflict between Ukraine and Russia is impacting global macroeconomics and markets generally. The nature and extent of the effect of this conflict on the performance of the Company and the value of the Company's Shares remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by the conflict between Ukraine and Russia and overall impacts on global macroeconomics. Given the situation is continually evolving, the outcomes and consequences are inevitably uncertain.</p> |
| <p>Coronavirus (COVID-19)</p> | <p>The outbreak of the coronavirus disease (SARS-CoV-2 (severe acute respiratory syndrome coronavirus 2), coronavirus disease 2019 or COVID 19, including any future resurgence or evolutions or mutations thereof or any related or associated epidemic, pandemic or disease outbreak) (COVID-19) may continue to impact global economic markets. While COVID-19 is not currently materially affecting the Company's operations, with the potential for further outbreaks and new strains of the virus, the ongoing nature and extent of the effect of the outbreak on the performance of the Company remains unknown.</p> <p>The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by further outbreaks and new strains of COVID-19 in Malaysia and Indonesia. Further, any new governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company.</p> <p>In addition, the effects of COVID-19 on the market price of the Shares and global financial markets generally may also affect the Company's ability to raise equity or debt if</p> |

| RISK CATEGORY | RISK |
|---------------|---|
| | and when required or require the Company to issue capital at a discount, which may result in dilution for some or all Shareholders. |

5.5 Speculative investment

The risk factors described above, and other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Shares.

Prospective investors should consider that an investment in the Company is highly speculative.

There is no guarantee that the Shares offered under this Prospectus will provide a return on capital, payment of dividends or increases in the market value of those Shares.

Before deciding whether to subscribe for Shares under this Prospectus you should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs.

6. ADDITIONAL INFORMATION

6.1 Litigation

The Company is not involved in any other legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

6.2 Continuous disclosure obligations

As set out in the Important Notice Section of this Prospectus, the Company is a disclosing entity for the purposes of section 713 of the Corporations Act. Accordingly, information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with the ASIC;
 - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

| DATE | DESCRIPTION OF ANNOUNCEMENT |
|---------------|------------------------------------|
| 10 April 2025 | Proposed issue of securities - OVT |
| 10 April 2025 | ASX Announcement Entitlement Offer |
| 10 April 2025 | Entitlement Offer Prospectus |

| DATE | DESCRIPTION OF ANNOUNCEMENT |
|------------------|---|
| 8 April 2025 | Response to Further ASX Query |
| 1 April 2025 | Update on Sale of IDSB |
| 13 March 2025 | Response to ASX Query |
| 12 March 2025 | Proposed issue of securities - OVT |
| 12 March 2025 | Disclosure Document |
| 12 March 2025 | Application for quotation of securities - OVT |
| 12 March 2025 | Proposed issue of securities - OVT |
| 12 March 2025 | OVT Secures License Agreement with BNPLPay Protocol |
| 28 February 2025 | Half Yearly Report and Accounts |
| 26 February 2025 | Appointment of New CEO |
| 20 February 2025 | Results of General Meeting |
| 17 February 2025 | OVT Board Approves USA BNPL Market Entry Plan |
| 31 January 2025 | Quarterly Activities/Appendix 4C Cash Flow Report |
| 21 January 2025 | Notice of Extraordinary General Meeting/Proxy Form |
| 20 January 2025 | iSentric Business Update |
| 27 December 2024 | Progress on Proposed Sale of 21% Stake in IDSB |
| 20 December 2024 | Initial Director's Interest Notice |
| 20 December 2024 | Appointment of Non-Executive Director |
| 19 December 2024 | Application for quotation of securities - OVT |
| 19 December 2024 | Application for quotation of securities - OVT |
| 18 December 2024 | Proposed issue of securities - OVT |
| 17 December 2024 | Cleansing Prospectus |
| 10 December 2024 | Proposed issue of securities - OVT |
| 10 December 2024 | Proposed issue of securities - OVT |
| 10 December 2024 | OVT completes capital raise |
| 6 December 2024 | Trading Halt |
| 6 December 2024 | Pause in Trading |
| 28 November 2024 | Investor Presentation |
| 27 November 2024 | Results of Annual General Meeting |
| 26 November 2024 | Final Director's Interest Notice |
| 26 November 2024 | EAS Advisors Appointed for USA Expansion |
| 26 November 2024 | Board Changes |
| 22 November 2024 | Proposed issue of securities - OVT |
| 22 November 2024 | Ovanti Appoints Chief Revenue Officer |
| 19 November 2024 | Change in substantial holding |

| DATE | DESCRIPTION OF ANNOUNCEMENT |
|-------------------|---|
| 19 November 2024 | Change of Director's Interest Notice x 2 |
| 15 November 2024 | Form 604 and Form 605 |
| 13 November 2024 | Update on Proposed Sale of Ovanti's 21% Stake in IDSB |
| 1 November 2024 | Change in substantial holding |
| 31 October 2024 | Quarterly Activities/Appendix 4C Cash Flow Report |
| 28 October 2024 | Change of Director's Interest Notice x 2 |
| 28 October 2024 | Notice of Annual General Meeting/Proxy Form |
| 23 October 2024 | New CEO at Major Conference to Expedite US Market Entry |
| 22 October 2024 | Application for quotation of securities - OVT |
| 17 October 2024 | Proposed issue of securities - OVT |
| 17 October 2024 | OVT Appoints Former ZIP (US) CFO as Chief Executive Officer |
| 9 October 2024 | 2024 Annual General Meeting |
| 30 September 2024 | Corporate Governance Statement and Appendix 4G |
| 30 September 2024 | Annual Report to shareholders |

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.

The announcements are also available through the Company's website www.ovanti.com.

6.3 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

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

| | (\$) | DATE |
|---------|---------|-----------------|
| Highest | \$0.023 | 16 January 2025 |
| Lowest | \$0.004 | 20 March 2025 |
| Last | \$0.005 | 9 April 2025 |

6.4 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (i) the Offer.

Security holdings

The relevant interest of each of the Directors in the Shares as at the date of this Prospectus, together with their respective Entitlement, is set in Section 1.4.

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$250,000 per annum.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive Directors as disclosed in the Company's 30 June 2024 Annual Report.

| DIRECTOR | FY ENDING 30 JUNE 2024 | FY ENDING 30 JUNE 2023 |
|-----------------------------|-----------------------------------|-----------------------------------|
| David Halliday ¹ | \$70,000 | \$30,602 |
| Gregory Woszczalski | \$50,000 | \$7,930 |

| DIRECTOR | FY ENDING 30 JUNE 2024 | FY ENDING 30 JUNE 2023 |
|----------------------------|------------------------|------------------------|
| Mohammad Shahrudin | \$54,166 | \$7,930 |
| Daler Fayziev ² | \$72,500 | N/A |
| Joshua Quinn ² | \$29,167 | N/A |

Notes:

1. Mr David Halliday resigned on 26 November 2024.
2. Mr Joshua Quinn and Mr Daler Fayziev was appointed to the Board on 13 December 2023.

6.5 Interests of experts and advisers

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

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

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

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

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

- (g) the formation or promotion of the Company; or
- (h) the Offer.

Thomson Geer has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Thomson Geer \$15,000 (excluding GST and disbursements) for these services.

Connect National Audit has been paid \$20,000 for auditing the Company's 31 December 2024 balance sheet.

6.6 Consents

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

Each of the parties referred to in this Section:

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

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

Connect National Audit given its written consent to being named as auditor to the Company in this Prospectus and the inclusion of the 31 December 2024 audited balance sheet of the Company in Section 3.4. Connect National Audit has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

6.7 Expenses of the offer

In the event that all Entitlements are accepted, the total expenses of the Offer are estimated to be approximately \$85,826 (excluding GST) and are expected to be applied towards the items set out in the table below:

| | \$ |
|---------------------------|-----------------|
| ASIC fees | \$3,206 |
| ASX fees | \$17,117 |
| Legal fees | \$15,000 |
| Registry fees | \$33,503 |
| Printing and distribution | \$17,000 |
| Total | \$85,826 |

7. DIRECTORS' AUTHORISATION

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

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

8. GLOSSARY

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

AEST means Australian Eastern Standard Time.

Application Form means an Entitlement and Acceptance Form or Shortfall Application Form as the context requires.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

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

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

BNPL License Agreement means the license agreement entered into by the Company with BNPLPay Protocol Foundation as announced on 12 March 2025.

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

Closing Date means the date specified in the timetable set out at Section 1 (unless extended).

Company means Ovanti Limited (ACN 091 192 871).

Connect National Audit means Connect National Audit Pty Ltd (ACN 605 713 040).

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

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

CRN means Customer Reference Number in relation to BPAY®.

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

Eligible Shareholder means a Shareholder as at the Record Date who is eligible to participate in the Offer.

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

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

March Raise means the placement conducted by the Company as announced on 12 March 2025.

Offer means the non-renounceable entitlement issue the subject of this Prospectus.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Prospectus means this prospectus.

Record Date means the date specified in the timetable set out at Section 1.

Section means a section of this Prospectus.

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

Shareholder means a holder of a Share.

Shortfall means the Shares not applied for under the Offer (if any).

Shortfall Application Form means the Shortfall Offer application form either attached to or accompanying this Prospectus.

Shortfall Offer means the offer of the Shortfall Shares on the terms and conditions set out in Section 2.7.

Shortfall Shares means those Shares not applied for under the Offer (if any) and offered pursuant to the Shortfall Offer.
