

Prospectus

Elsight Limited

ACN 616 435 753

For a renounceable pro rata offer to Eligible Shareholders of approximately 18.15 million New Shares at an issue price of \$0.45 per New Share on the basis of 1 New Share for every 6 Existing Shares held, together with 1 free attaching Option for every 2 New Shares issued, to raise up to approximately \$8.15 million before issue costs.

ASX Code: ELS

The Offer is partially underwritten by Mahe Capital Pty Limited for \$3 million.

This Prospectus provides important information about the Company. You should read the entire document including the Entitlement and Acceptance Form. If you have any questions about the New Shares being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser. An investment in the New Shares offered under this Prospectus is highly speculative.

This Prospectus is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This Prospectus is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Important Notice

This Prospectus is dated 16 November 2020 and was lodged with ASIC on that date. Application will be made to ASX for quotation of the New Shares offered under this Prospectus within 7 days of this date.

Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. No securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Nature of this Prospectus

The New Shares which will be issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus. This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the 3 months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights attaching to the New 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 issuing company.

This Prospectus contains information only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in it. It does not include all of the information that would be included in a prospectus for an initial public offer.

Prospectus availability

Eligible Shareholders can obtain a copy of this Prospectus during the Offer period on the Company's website at www.elsight.com or by contacting the Company. If you access an electronic copy of this Prospectus, you should ensure that you download and read the entire Prospectus.

The electronic copy of this Prospectus available from the Company's website will not include a personalised Entitlement and Acceptance Form. Eligible Shareholders will only be able to accept the Offer by completing the personalised Entitlement and Acceptance Form which accompanies this Prospectus or by making payment using BPAY® (refer to section 7.8 of this Prospectus for further information).

Foreign jurisdictions

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are residents in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it should not be lawful to make such an offer.

Disclaimer of representations

No person is authorised to provide any information or make any representation in connection with the Offer which is not contained in this Prospectus.

Forward looking statements

This Prospectus contains forward looking statements that, despite being based on the Company's current expectations about future events, are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions, could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Prospectus. These risks, uncertainties and assumptions include, but are not limited to, the risks outlined in section 6 of this Prospectus. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'believe', 'should', 'will', 'may' and similar expressions.

Privacy

Please read the privacy information located in section 8.15 of this Prospectus. By submitting an Entitlement and Acceptance Form, you consent to the matters outlined in that section.

Definitions

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary.

Enquiries

If you have any questions please call the Company on + 61 434 987 750 at any time between 8.00am and 5.00pm (AWDT) Monday to Friday until the Closing Date. Alternatively, consult your broker, accountant or other professional adviser.

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Corporate Directory

Directors

Mr Ami Shafran	Non-executive Chairman
Mr Howard Digby	Non- executive Director
Mr Peter Marks	Non- executive Director
David Furstenberg	Executive Director

Yoav Amitai	Chief Executive Officer
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Registered Office

Level 7,
330 Collin Street
Melbourne VIC 3000
Tel: +61 3 8689 9997
Email: howarddigby@gmail.com

Lead Manager and Underwriter

Mahe Capital Pty Limited
AFSL 517246

Auditor*

BDO Audit (WA) Pty Limited

Company Secretary

Mark Licciardo

Website

www.elsight.com

Share Registry*

Automic Pty Limited
Tel: 1300 288 664 or +61 2 9698 5414
Fax: +61 (0)2 8583 3040
www.automicgroup.com.au

Solicitor to the Offer

Atkinson Corporate Lawyers

*This party is named for informational purposes only and was not involved in the preparation of this Prospectus.

1 TIMETABLE TO THE OFFER

Ex date - Shares trade ex Entitlement (Ex Date)	18 November 2020
Rights trading commences on a deferred settlement basis	
Record date to determine Entitlement (Record Date)	19 November 2020
Prospectus with Entitlement and Acceptance Form dispatched	23 November 2020
Offer opens for receipt of Applications	
Rights trading ends	1 December 2020
Closing date for acceptances	8 December 2020
Notify ASX of under-subscriptions	11 December 2020
Issue of New Shares	15 December 2020
Dispatch of shareholding statements	
Normal trading of New Shares expected to commence	16 December 2020
Last date to issue Shortfall Shares (see section 8.6)	8 March 2021

Note: The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date, subject to such date being no later than 3 months after the date of this Prospectus. As such the date the New Shares are expected to commence trading on ASX may vary.

2 KEY OFFER TERMS AND CAPITAL STRUCTURE

	Underwritten Amount	Full Subscription
Shares currently on issue	108,896,599	108,896,599
Total unquoted Options currently on issue ¹	26,915,983	26,915,983
New Shares offered under this Prospectus, on a 1 for 6 basis	6,666,666	18,149,433
New Options offered under this Prospectus, being 1 New Option for 2 new Shares issued ²	3,333,333	9,074,717
Issue price per New Share	\$0.45	\$0.45
Amount raised under this Prospectus (before costs) ¹	\$3,000,000	\$8,167,245
Total Shares on issue following the Offer	115,563,265	127,046,032

1 This assumes no further Shares are issued prior to the Record Date

2 The Company has also agreed to issue the Underwriter 1 Option per \$1 raised.

3 CHAIRMAN'S LETTER

Dear Shareholder,

On behalf of all Directors, I am pleased to be able to offer you the opportunity to participate in the attached Rights Issue the Company is undertaking to raise approximately \$8.15 million. The Offer is partially underwritten by Mahe Capital for \$3 million.

Elsight develops advanced communication technologies for real-time data, video, and audio transmission over cellular networks in mission-critical environments, such as large Safe-City projects, sensitive facilities management, and surveillance and protective activities. The platform supports video capturing, recording, and highly secured transmission against video interception and hacking which is critical for safe navigation of autonomous drones and cars.

Elsight's platform was originally designed to address the most demanding military requirements of Special Forces across enemy lines and sophisticated intelligence organizations. These systems underwent the most rigorous testing in military situations as well as extensive lab testing. As a result, they present an unmatched level of resilience, reliability, lowest latency, and highest adaptive bandwidth over cellular networks that enables HD and 4K tv transmission quality, with "never-fail" redundancy and much more.

Starting mid-July 2020, the company start offering its ultra-high resilience, strict military grade for civil usage in 3 new markets with promising initial results. COVID-19 challenges created a strong demand for a proven communication solution for the Other Four Billion (O4B) people who are living in rural Australia, USA and other geographies, with no internet connectivity while relying on telemedicine and zoom remote learning for their children. The pandemic also drives the urgent need for light weight mobile telemedicine platform for nurses, paramedics and first responders.

Currently, only temporary waivers have been granted to drones, including by the US Federal Aviation Authority (FAA) for testing purposes. Elsieht together with its drone manufacturer partners are significantly advanced towards receiving full FAA Type Certification, which if granted, will be the first in the world. This is significant, as the Amazon, Google, UPS, Walmart and others are strategically competing to become the first pioneers of drone's delivery - our Halo platform is part of a drone that is going to secure an FAA Type Certificate (TC) before them. As such, we are addressing exciting new verticals, including unmanned vehicle control incorporating "beyond the line of sight" (BVLOS) drone operations, remote connectivity and automotive applications. Because our technology has an enabling (and pivotal) role in the success of this certification for BVLOS control, Elsieht expects to generate commercial interest from many players, in this fast-growing industry.

Despite the challenges faced during the COVID-19 pandemic the Company was able to complete a number of material new and repeat orders since mid-Q3, including close to A\$2 million orders from August 2020.

Based on its current position, as well as the demonstrated ability of its technology, the growth in new orders, and the expected acceleration of commercial activities following receipt of regulatory approvals, the Company is planning to capitalise on this opportunity. This is where the funds raised via this issue will be used, to leverage the FAA certification and accelerate sales, to speedup orders delivery time by keeping in stock long lead-time components, and for acquiring the additional human resources necessary to meet this challenge.

While the Company is at an exciting stage in its development and turning the page in its commercial deployment, risks remain in investing in the Company, including the ongoing impact of the COVID-19 situation worldwide, development and commercialisation risks, and ongoing requirements for

additional funding. Section 6 sets out further details of the risk's factors. The Company is committed to prudent management of its capital resources and protecting all shareholders' interest through an acute focus on meeting goals and qualifying opportunities on which to focus our efforts to bring about commercial success.

Directors will be participating in the Offer either via the take up their share entitlements or via participating in the underwriting of shortfall in the rights issue.

I recommend the offer to you and look forward to your ongoing support of and interest in your Company.

Yours sincerely,

Ami Shafran
Non-executive Chairman
Elsight Limited

4 INVESTMENT OVERVIEW AND KEY RISKS

This information is a selective overview only. Prospective investors should read the Prospectus in full before deciding to invest in New Shares.

Question	Response	Where to find more information																		
What is the Offer?	<p>1 New Share for every 6 Existing Shares held on the Record Date at an issue price of \$0.45, with 1 attaching New Option for every 2 New Shares issued. New Options have an exercise price of \$0.90 and can be exercised at any time prior to 31 March 2023.</p> <p>The Offer seeks to issue up to approximately 18.15 million New Shares and 9.1 New Options to raise up to approximately \$8.2 million (before costs) if fully subscribed. Up to a further approximately \$8.2 million may be raised if all New Options are exercised.</p> <p>The Offer is partially underwritten by Mahe Capital for \$3 million.</p>	Section 8																		
Am I an Eligible Shareholder?	<p>The Offer is made to Eligible Shareholders, being Shareholders who:</p> <ul style="list-style-type: none">(a) are the registered holder of Shares as at 5.00pm (AEDT) on the Record Date; and(b) have a registered address in Australia or New Zealand. <p>Shareholders who are not eligible to participate in the Offer may not participate in the Offer.</p>	Section 8.5																		
How will the proceeds of the Offer be used?	<p>The Company will use funds raised under the Offer (together with existing cash on hand):</p> <table><tr><th>Use of funds</th><th>Underwritten Amount</th><th>Full Subscription</th></tr><tr><td>Sales</td><td>531,308</td><td>2,501,924</td></tr><tr><td>Marketing</td><td>227,703</td><td>1,104,656</td></tr><tr><td>Halo development</td><td>288,424</td><td>1,358,187</td></tr><tr><td>New product development</td><td>151,802</td><td>714,835</td></tr><tr><td>Working Capital</td><td>1,400,000</td><td>1,400,000</td></tr></table>	Use of funds	Underwritten Amount	Full Subscription	Sales	531,308	2,501,924	Marketing	227,703	1,104,656	Halo development	288,424	1,358,187	New product development	151,802	714,835	Working Capital	1,400,000	1,400,000	Section 5.2
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New product development	151,802	714,835																		
Working Capital	1,400,000	1,400,000																		

Question	Response	Where to find more information
	Other	106,263 532,789
	Costs of the Offer	294,500 554,854
	Total*	3,000,000 8,167,245
What are the key risks of a subscription under the Offer?	<p>An investment in the Company has risks that you should consider before making a decision to invest. These risks include:</p> <ul style="list-style-type: none"> • COVID pandemic • Product development • Compliance with regulations • Sales and marketing • Profitability • Foreign exchange risk <p>Please carefully consider these risks and the information contained in other sections of this Prospectus before deciding whether or not to apply for New Shares.</p>	Section 6
Is the Offer underwritten?	The Offer is partially underwritten by Mahe Capital Pty Limited for \$3 million. The underwriting is subject to conditions and terminating events which are typical for an entity in the Company's circumstances.	Section 8.4
What will be the effect of the Offer on control of the Company?	<p>The effect of the Offer on control of the Company will vary with the level of Entitlements taken up by Eligible Shareholders and the number of Shortfall Shares placed in the Shortfall Offer.</p> <p>No Shareholder may increase their voting power above 20% as a result of the Offer.</p>	Section 5.5
How do I apply for New Shares and Shortfall Shares under the Offer?	Applications for New Shares and Shortfall Shares can be made by Eligible Shareholders following the instructions on their personalised Entitlement and Acceptance Form.	Section 7.2
Can I sell my Entitlements	Yes, the Offer is renounceable meaning Entitlement may be transferred.	Section 7.1

Question	Response	Where to find more information
under the Offer?		
How will the Shortfall Shares be allocated?	<p>Eligible Shareholders can apply for Shortfall Shares.</p> <p>The Directors, in conjunction with the Underwriter, reserve the right to place any Shortfall Shares at their discretion within 3 months of the Closing Date.</p>	Section 8.6
How can I obtain further information?	<p>Any queries regarding the Offer or Entitlement and Acceptance Form should be directed to the Company's share registry Automic Pty Limited on 1300 288 664 or +61 9698 5414.</p> <p>Otherwise, contact the Company on +61 434 987 750 at any time between 8.00am and 5.00pm (AEDT) Monday to Friday until the Closing Date. Alternatively, consult your broker, accountant or other professional adviser.</p>	

5 PURPOSE AND EFFECT OF THE OFFER

5.1 Introduction

The Company is seeking to raise up to approximately \$8.15 million before issue costs under the Offer at a price of \$0.45 per Share on the basis of 1 New Share for every 6 Existing Shares held as at the Record Date, with 1 New Option for every 2 New Shares issued.

Shareholders may, in addition to their Entitlement apply for Shortfall Shares.

The Offer is partially underwritten by Mahe Capital Pty Limited for \$3 million.

5.2 Purpose of the Offer

The Directors intend to apply the proceeds from the Offer together with existing cash on hand as follows:

Use of funds (A\$) (approx.)	Underwritten Amount (A\$)	Full Subscription
Sales - Supports new sales in target verticals capitalising on industry and territory reference points	531,308	2,501,924
Secure multiple new OEM customer and distribution channels in the Unmanned and the rural broadband markets to create long strategic partnerships which will results in significant revenues.		
Marketing - Support sales efforts of key partners, reach into new markets and create brand awareness to position Elsie as a market leader in the target markets	227,703	1,104,656
Halo development - Improve Halo's performance and features based on customer feedback to ensure offering remains best-in-class	288,424	1,358,187
New product development - Develop new product, Halo-as-a-Service that is agnostic to hardware and can be used immediately and seamlessly	151,802	714,835
Working Capital - Supports payment cycles during growth	1,400,000	1,400,000
Other - Contingency and admin	106,263	532,789
Costs of the Offer	294,500	554,854
Total use of funds	3,000,000	8,167,245

Notes:

- 1 This table is a statement of the proposed application of the funds raised as at the date of this Prospectus. As with any budget, intervening events and new circumstances have

the potential to affect the Company's decisions. The Company reserves the right to vary the way funds are applied.

- 2 Funds raised will, in the event less than Full Subscription is received, be allocated firstly towards the costs of the Offer and then proportionally as set out above.
- 3 General working capital is intended to accelerate and/or extend/continue the above initiative as required, and corporate administration and operating costs (including directors' fees, ASX and share registry fees, legal, tax and audit fees, insurance and travel costs).
- 4 See section 10.5 for further details relating to the estimated expenses of the Offer.

5.3 Statement of financial position

Set out in section 13 is the reviewed Statement of Financial Position of the Company and the Pro-Forma Statement of Financial Position, as at 31 December 2019 and on the basis of the following assumptions:

- (a) the Offer was effective on 30 June 2020;
- (b) adjustments to reflect changes between 1 July 2020 and 30 September 2020 as a result of the Company's trading activities and the exercise of \$1,880,000 Options (raising \$376,000);
- (c) an exchange rate of A\$1:US\$0.70;
- (d) no further Shares are issued other than all Shares offered under this Prospectus;
- (e) take up of the Offer assuming Underwritten Amount and Full Subscription are received; and
- (f) (cash) costs of the Offer are \$294,500 and \$554,854 respectively.

The pro-forma Statement of Financial Position 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 set out in section 13. The 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.

5.4 Effect of the Offer on the Company's securities

Assuming that no further Shares are issued prior to the Record Date, at the close of the Offer the capital structure of the Company will be:

Shares	Underwritten Amount		Full Subscription	
	Number	%	Number	%
Existing Shares	108,896,599	94.2	108,896,599	85.7
New Shares offered under this Prospectus	6,666,666	5.8	18,149,433	14.3
Total Shares	115,563,265	100	127,046,032	100

Assuming that no further Options are issued prior to the Record Date, at the close of the Offer, the number of Options on issue will be:

Options	Underwritten Amount		Full Subscription	
	Number	%	Number	%
Existing Options	26,915,983	81.0	26,915,983	73.1
Options to be offered under the Offer	3,333,333	10.0	9,074,717	14.1
Options issued to the Underwriter	3,000,000	9.0	8,167,245	12.7
Total Options	33,249,316	100	64,057,945	100.0

5.5 Effect on control

There will be no effect on control of the Company if all Shareholders take up their Entitlement.

(a) Underwriter

As detailed in section 8.4 of this Prospectus, the Underwriter has agreed to underwrite the issue of up to 6,666,666 New Shares under the Offer.

The Underwriter has advised the Company that neither it, nor any of its associates, currently has a relevant in any Shares, and will not as a result of the Offer, have a voting power of 20% or more in the Company.

The Underwriter's relevant interests in the Company following the Offer will depend upon the number of New Shares taken up and the number of New Shares subscribed for by sub-underwriters, although the maximum voting power it will acquire is 5.8%.

(b) Others

As the Offer is renounceable, for the purposes of Listing Rule 7.7.1(c), the Company has appointed a nominee to arrange for the sale of the entitlements that would have been given to Ineligible Shareholders and to account to them for the net proceeds of the sale. The Company has not appointed a nominee in accordance with section 615 of the Corporations Act, as no person will acquire a relevant interest in 20% or more of the Company's Shares as a result of the Offer.

5.6 Dilution

Shareholders who do not participate in the Offer will have their holdings diluted. Following is a table which sets out the dilutionary effect, assuming the full amount is raised and no further Shares are issued or Options exercised:

Holder	Holding at Record Date		Entitlement	Holding following the Offer if no Entitlement taken up	
	Number	%		Number	%
1	10,890	0.010	1,815	10,890	0.0086

2	108,897	0.100	18,149	108,897	0.0857
3	1,088,966	1.000	181,494	1,088,966	0.8571
4	2,177,932	2.000	362,988	2,177,932	1.7143

6 RISK FACTORS

This section identifies the major risks the Board has identified regarding an investment in the Company. The Company's business is subject to risk factors, both specific to its business activities, and risks of a general nature. Individually, or in combination, these might affect the future operating performance of the Company and the value of an investment in the Company. There can be no guarantee that the Company will achieve its stated objectives or that any forward looking statements will be achieved. An investment in the Company should be considered in light of relevant risks, both general and specific. Each of the risks set out below could, if it eventuates, have a material adverse impact on the Company's prospects, and the market price of the Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

Before deciding to invest in the Company, potential investors should:

- (a) read the entire Prospectus;
- (b) consider the assumptions underlying any forward looking statements;
- (c) review these factors in light of their personal circumstances; and
- (d) seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

6.2 Risk specific to the Offer

- (a) Future funding and ability to continue as a going concern

Funds raised from the Offer will be used for the purposes mentioned under section 5.2 of the prospectus. Whilst the Company believes that the Underwritten Amount will be sufficient to carry out certain sales, marketing, research and development activities, additional funding will be required to continue both existing and proposed activities. Raising additional capital may be dilutive to existing Shareholders.

- (b) Dilution

Shareholders who do not take up their Entitlement will have their holding in the Company diluted. Details of dilution are set out in section 5.6 above.

6.3 Specific Investment Risks

- (a) COVID pandemic

The current COVID pandemic exposes the Company to various risks, including delays in completing proof of concept testing with potential clients, reduced sales opportunities and reduced demand for the Company's products as a result of reduced economic activity and corporate investment. The Company has adopted a COVID plan, sought alternative sources for manufacturing components working on obtaining a bank credit line to assist with cash flow and adjusted its business plans to reflect potential opportunities and delays as a result of the pandemic.

- (b) Product development

The Company's products, including Halo, are continually being developed to improve performance and meet customer expectations. There is a risk that development may be delayed or aspects not successful.

(c) Compliance with regulations

The Company's products must comply with local telecommunications and other regulations that apply in each jurisdiction that the products are sold. There are risks in complying with regulations.

(d) Sales and marketing

The Company's products have only recently been commercialised and the Company is now in the process of increasing marketing and sales. There is a risk that this may take longer than anticipated, that competitors' products may be launched or that demand may not materialise as anticipated.

(e) Profitability

The Company's profitability depends upon, amongst other things, cellular and data storage costs. Whilst the Company is taking the steps to mitigate the risk of price increases through negotiating for long term contracts and research and development to reduce data storage requirements, there is a risk that these initiatives may not be successful.

(f) Foreign exchange risk

The Company, whose operation are predominately in US dollars and Israeli Shekels, is raising funds under the Offer in Australian dollars. There is a risk that foreign exchange rates may fluctuate adversely.

(g) Reliance on key personnel and consultants

The Company's success largely depends on the core competencies of its Directors, management and third party consultants and their familiarisation with, and ability to operate in, the telecommunications and related industries. The financial performance of the Company and the value of an investment in the Company partly depend on the ability of the Company to retain these key personnel and consultants.

(h) Insurance

The Company, where economically feasible, insures its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance, if obtained, may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a negative effect on the financial performance of the Company and the value of an investment in the Company.

(i) Speculative Nature of Investment

Any potential investor should be aware that subscribing for Shares involves various risks. The Shares to be issued pursuant to the Offer carry no guarantees with respect to the payment of dividends, return of capital or market value. The success of the Company is dependent on the commercialization of its products and market adoption of those products. An investment in the Company should therefore be considered speculative in nature.

6.4 General Investment Risks

(a) Share Market Investments

It is important to recognise that the price of Shares may rise or fall, and they might trade at prices below or above the Offer Price. There can also be no assurance that an active trading market will develop for the Shares.

Factors affecting the price at which the Shares are traded on ASX could include domestic and international economic conditions. In addition, the prices of many listed entities' securities are affected by factors that might be unrelated to the operating performance of the relevant company. Those fluctuations might adversely affect the price of the Shares.

(b) General Economic Conditions

The Company's operating and financial performance is influenced by a variety of general economic and business conditions including the level of inflation, interest rates and government fiscal, monetary and regulatory policies. Prolonged deterioration in general economic conditions, including an increase in interest rates, could be expected to have a corresponding adverse impact on the Company's operating and financial performance.

(c) Accounting Standards

Australian accounting standards are set by the Australian Accounting Standards Board (AASB) and are outside the Directors' and the Company's control. Changes to accounting standards issued by AASB could materially adversely affect the financial performance and position reported in the Company's financial statements.

(d) Taxation Risks

Changes to the rate of taxes imposed on the Company (including in overseas jurisdictions in which the Company operates now or in the future) or tax legislation generally may affect the Company and its Shareholders. In addition, an interpretation of Australian taxation laws by the Australian Taxation Office that differs to the Company's interpretation may lead to an increase in the Company's taxation liabilities and a reduction in Shareholder returns.

Personal tax liabilities are the responsibility of each individual investor. the Company is not responsible either for taxation or penalties incurred by investors.

7 ACTIONS REQUIRED BY ELIGIBLE SHAREHOLDERS

7.1 What you may do

As an Eligible Shareholder, you may:

- (a) subscribe for all or part of your Entitlement (see section 7.2);
- (b) subscribe for all of your Entitlement and apply for Shortfall Shares (see section 7.3);
- (c) sell all of your Entitlement (see section 7.4);
- (d) take up part of your Entitlement and sell the balance (see section 7.5);

- (e) take up part of your Entitlement and transfer the balance other than on ASX (see section 7.6); or
- (f) allow all or part of your Entitlement to lapse (see section 7.7).

7.2 Subscribe for all or part of your Entitlement

Applicants should read this Prospectus in its entirety in order to make an informed decision on the prospects of the Company and the rights attaching to the New Shares and attaching Options offered by this Prospectus before deciding to apply for New Shares. If you do not understand this Prospectus you should consult your stockbroker, accountant or other professional adviser in order to satisfy yourself as to the contents of this Prospectus.

If you wish to subscribe for all or part of your Entitlement, follow the instructions on the Entitlement and Acceptance Form that accompanies this Prospectus. The Entitlement and Acceptance Form sets out the number of New Shares and attaching options you are entitled to subscribe for.

7.3 Subscribe for all of your Entitlement and apply for Shortfall Shares

Eligible Shareholders who take up their Entitlement in full may, in addition to their Entitlement, apply for Shortfall Shares regardless of the size of their present holding by following the instructions on the Entitlement and Acceptance Form that accompanies this Prospectus. See section 8.6 for details of the manner in which Shortfall Shares will be allocated.

Payment can be made by electronic transfer, with the number of Shortfall Shares you wish to apply for as stated on the Entitlement and Acceptance Form.

Alternatively, if you are paying by BPAY®¹, refer to your personalised instructions on your Entitlement and Acceptance Form. Shareholders who wish to pay by BPAY must ensure that payment is received by no later than 5pm AEDT on 8 December 2020.

Any refund of application monies will be returned to Applicants as soon as practicable following the issue of all Shortfall Shares.

7.4 Sell all of your Entitlement

Eligible Shareholders wishing to sell their Entitlement should contact their broker as soon as possible.

Rights trading will commence on ASX on a normal (T+2) basis on 24 November 2020. Sale of your Rights must be completed by 1 December 2020 when Rights trading is expected to cease.

7.5 Take up part of your Entitlement and sell the balance on ASX

Please follow the instructions on the Entitlement and Acceptance Form to take up part of your Entitlement and contact your broker as soon as possible to sell the remaining Entitlement.

¹ Registered to BPAY Pty Ltd ABN 69 079 137 518

Rights trading will commence on ASX on a normal (T+2) basis on 24 November 2020. Sale of your Rights must be completed by 1 December 2020 when Rights trading is expected to cease.

7.6 Take up part of your Entitlement and transfer the balance other than on ASX

If you are a Shareholder and hold Existing Shares on the issuer sponsored sub-register, forward a completed renunciation form (obtainable from the Share Registry) to your broker and follow the instructions of your Entitlement and Acceptance Form to take up part of your Entitlement by 5 pm AEDT on 8 December 2020.

If you are a Shareholder and hold Existing Shares registered on CHESS, you should contact your sponsoring broker.

Cash will not be accepted and no receipts will be issued.

7.7 Allow all or part of your Entitlement to lapse

If you are an Eligible Shareholder and do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

If you take no action, your Entitlement will lapse. You will receive no benefit or New Shares and your Entitlement will become Shortfall Shares.

The number of Existing Shares you hold as at the Record Date and the rights attached to those Existing Shares will not be affected if you choose not to accept any of your Entitlement.

7.8 Payment methods

BPAY

If you are paying by BPAY, refer to your personalised instructions on your Entitlement and Acceptance Form. Shareholders who wish to pay by BPAY do not need to complete and return the Entitlement and Acceptance Form; however must ensure that payment is received by no later than 5.00pm AEDT on the Closing Date.

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. It is your responsibility to ensure that funds submitted through BPAY are received by 5.00pm AEDT on the Closing Date.

If you have more than one shareholding 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 Customer Reference Number specific to that shareholding as set out in the applicable Entitlement and Acceptance Form. Do not use the same Customer Reference Number 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 recognised as valid).

The Company shall not be responsible for any postal or delivery delays or delay in the receipt of the BPAY payment.

Electronic transfer

If you are paying by electronic transfer, refer to your personalised instructions on your Entitlement and Acceptance Form. Shareholders who wish to pay by electronic transfer do

not need to complete and return the Entitlement and Acceptance Form; however must ensure that payment is received by no later than 5.00pm AEDT on the Closing Date.

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. It is your responsibility to ensure that funds submitted through electronic transfer are received by 5.00pm AEDT on the Closing Date.

You must quote your unique reference number as your payment reference/description when processing your electronic transfer. This will ensure your payment is processed correctly to your application electronically.

The Company shall not be responsible for any delay in the receipt of the electronic transfer payment.

7.9 Entitlement and Acceptance Form is binding

Making a payment in respect of an Application by BPAY or EFT constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn.

By making a payment in respect of an Application by BPAY or EFT, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Prospectus, does not prohibit you from being given the Prospectus and that you:

- (a) agree to be bound by the terms of the Offer;
- (b) declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Company's share registry upon using the contact details set out in the Entitlement and Acceptance Form;
- (e) declare that you are the current registered holder of Shares and are an Australian or New Zealand resident, and you are not in the United States or a US Person, or acting for the account or benefit of a US Person;
- (f) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs; and
- (g) acknowledge that the New Shares have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia and New Zealand and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws in particular the US Securities Act.

The Entitlement and Acceptance Form does not need to be signed to be a valid application. An Application will be deemed to have been accepted by the Company upon the issue of the New Shares.

8 DETAILS OF THE OFFER

8.1 Shares offered for subscription

By this Prospectus the Company makes a renounceable pro rata offer to Eligible Shareholders on the basis of 1 New Share for every 6 Existing Shares held as at the Record Date at a price of \$0.45 per New Share, with 1 New Option for every 2 New Shares issued, to raise up to approximately \$8.15 million before issue costs. Fractional entitlements will be rounded down to the nearest whole number.

The Offer is only open to Eligible Shareholders. The Company reserves the right to reject any application that it believes comes from a person who is not an Eligible Shareholder.

Details of how to apply for New Shares are set out at section 7.

All New Shares offered under this Prospectus will rank equally with Existing Shares. The rights and liabilities of the New Shares offered under this Prospectus are summarised in section 9.

8.2 Minimum subscription

As the Offer is underwritten for \$3 million, there is no minimum subscription under the Offer.

8.3 Acceptances

This Offer may be accepted in whole or in part prior to the Closing Date subject to the rights of the Company to extend the Offer period or close the Offer early.

Instructions for accepting your Entitlement are set out in section 7 and on the Entitlement and Acceptance Form which accompanies this Prospectus.

8.4 Underwriting

The Underwriter has agreed to underwrite the issue of 6,666,666 Shortfall Shares (**Underwritten Securities**) in accordance with an underwriting agreement dated 16 November 2020 (**Underwriting Agreement**). The Underwriter will be paid the following fees:

- (a) A lead manager's fee of \$60,000. The Underwriter has the right to have this fee satisfied through the issue of Shares on the same terms as under the Offer;
- (b) 1 New Option for every \$1 raised under this Prospectus;
- (c) A management fee of 1% of the total amount raised under the Offer;
- (d) An underwriting fee of 5% of the Underwritten Amount; and
- (e) A placement fee of 5% of any Shortfall and other securities placed by the Underwriter beyond the Underwritten Amount.

The Underwriter will, in the event the Underwriting Agreement is terminated in certain circumstances, be entitled to a termination fee of \$30,000.

The Company will also be required to reimburse the Underwriter for all of the reasonable costs incurred by the Underwriter in relation to the Offer.

The underwriting of the Offer is conditional upon the satisfaction or waiver by the Underwriter of the certain conditions ordinarily found in an agreement of this type, including that:

- (f) the Underwriter being satisfied with the due diligence investigations by the Company in relation to the Offer; and
- (g) the Company's solicitors providing the Underwriter with a legal sign off letter in relation to the due diligence investigations.

In accordance with the Underwriting Agreement and as is customary with these types of arrangements:

- (h) the Company has (subject to certain limitations, including where the loss arises through the Underwriter performing its underwriting obligation) agreed to indemnify the Underwriter, its officers, employees, advisers and related bodies corporate, and the officers, employees and advisers of any of its related bodies corporate against losses suffered or incurred in connection with the Offer;
- (i) the Company and the Underwriter have given representations, warranties and undertakings in connection with (among other things) the conduct of the Offer;
- (j) the Underwriter may (in certain circumstances, including having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from their obligations under it on the occurrence of certain events, including (but not limited to) where:
 - (i) (Indices fall): the S&P ASX 200 Index is at any time after the date of the Underwriting Agreement 7% or more below its respective level as at the close of business on the Business Day prior to the date of the Underwriting Agreement;
 - (ii) (Commodities): the price of COMEX gold or NYMEX WTI crude is at any time after the date of the Underwriting Agreement 7% or more below its respective level as at the close of business on the Business Day prior to the date of the Underwriting Agreement;
 - (iii) (Price): the Price is greater than the volume weighted average price of Shares calculated over three trading days after the date of the Underwriting Agreement;
 - (iv) (Misleading Announcement): it transpires that the Company has made a statement via the ASX that is misleading or deceptive or likely to mislead or deceive.
 - (v) (Adverse change): an event occurs which gives rise to a Material Adverse Effect or any adverse change or any development including a likely Material Adverse Effect after the date of the Underwriting Agreement in the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of any Relevant Company including, without limitation, if any forecast in the Prospectus becomes incapable of

being met or in the Underwriter's reasonable opinion, unlikely to be met in the projected time. Material Adverse Event means:

- (A) a material adverse effect on the outcome of the Offer or on the subsequent market for the Underwritten Securities (including, without limitation, matters likely to have a material adverse effect on a decision of an investor to invest in Underwritten Securities); or
 - (B) a material adverse effect on the assets, condition, trading or financial position and performance, profits and losses, results, prospects, business or operations of the Company and its Subsidiaries either individually or taken as a whole;
- (vi) (Board and senior management composition): there is a change in the composition of the Board or a change in the senior management of the Company before the date of issue of the Underwritten Securities without the prior written consent of the Underwriter, such consent not to be unreasonably withheld;
- (vii) (Change in shareholdings): there is a material change in the major or controlling shareholdings of a Relevant Company (other than as a result of the Offer or a matter disclosed in the Prospectus) or a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to a Relevant Company;
- (viii) (Market Conditions): a suspension or material limitation in trading generally on ASX occurs or any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, Japan, the United Kingdom, the United States of America or other international financial markets.

For the purposes of section 706 of the Corporations Act, the Company offers the Underwriter one New Option for every \$1 raised under this Prospectus. This offer may only be accepted by the Underwriter or (subject to the Corporations Act and Listing Rules) its nominees by completing a personalized application form which accompanies this Prospectus. The Company relies upon its 15% capacity under Listing Rule 7.1 to issue these New Options to the Underwriter and its nominees.

8.5 Entitlement to Offer

The Offer is made to Eligible Shareholders, who are those Shareholders that:

- (a) are the registered holder of Shares as at 5.00pm (AEDT) on the Record Date; and
- (b) have a registered address in Australia or New Zealand.

8.6 Shortfall

Any New Shares not applied for under the Offer will become Shortfall Shares. The Directors in conjunction with the Underwriter reserve the right to issue any Shortfall Shares at their discretion within 3 months after the Closing Date (**Shortfall Offer**).

The Shortfall Offer is, to the extent it is made in Australia, made under this Prospectus. To the extent the Shortfall Offer is made outside Australia, the Shortfall Offer is made without disclosure, a prospectus, lodgement, filing or registration, or other requirements of any

applicable securities law, and only in circumstances where it is lawful to do so (such as to institutional or sophisticated investors).

Eligible Shareholders may apply for Shortfall Shares by completing the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. Other investors who are not Eligible Shareholders may apply for Shortfall Shares using the Shortfall Application Form attached to this Prospectus. Persons outside Australia doing so represent to the Company that they can apply for Shortfall Shares in circumstances which do not require the offer for Shortfall Shares or this Prospectus to be registered.

It is possible that there may be no Shortfall Shares available for issue.

Subject to the above, the Directors in conjunction with the Underwriter reserve the right at their absolute discretion and subject to the Corporations Act and Listing Rules, to:

- (a) issue Shortfall Shares at their discretion by applying a policy of allocating Shortfall Shares in a manner that is in the Company's best interests; and
- (b) to reject any application for Shortfall Shares or to issue a lesser number of Shortfall Shares than that applied for; and
- (c) in the event the Offer is fully subscribed, place Shares on the same terms as the Offer using the Company's capacity under Listing Rule 7.1 and 7.1A of the Listing Rules.

It is an express term of the Shortfall Offer that applicants for Shortfall Shares will be bound to accept a lesser number of Shortfall Shares allocated to them than applied for. If a lesser number is allocated, excess application money will be refunded without interest as soon as practicable after the Closing Date.

8.7 New Zealand Shareholders

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Shares. This Prospectus has not been registered, filed or approved by any New Zealand regulatory authority. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

8.8 Treatment of Ineligible Shareholders and sale for Ineligible Shareholders' Entitlement

Given the small number of Ineligible Shareholders and the cost of complying with applicable regulations outside Australia and New Zealand, the Company has decided that it would be unreasonable to extend the Offer to Ineligible Shareholders. The Prospectus will not be sent to those Shareholders.

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. No action has been taken to register or qualify the New Shares or the Offer or otherwise to permit an offering of the New Shares in any jurisdiction other than as set out in this section.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United

States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia or New Zealand (other than to Eligible Shareholders).

For the purposes of Listing Rule 7.7.1(c), the Company has appointed the Underwriter as nominee to arrange for the sale of the Non-Eligible Foreign Shareholders' Entitlements and to account to them for the net proceeds of the sale.

The proceeds of sale (in Australian dollars) will be distributed to the Non-Eligible Foreign Shareholders for whose benefits the Rights have been sold in proportion to their shareholdings as at the Record Date (after deducting the costs of the sale).

8.9 Beneficial holders, nominees, trustees and custodians

The foreign selling restrictions under the Offer summarised in section 8.8 of this Prospectus apply to the underlying beneficial holder. Nominees, trustees and custodians must not apply on behalf of any beneficial holder that would not itself be an Eligible Shareholder. Shareholders who are nominees, trustees or custodians are advised to seek independent advice as to how they should proceed. Shareholders who hold Shares on behalf of persons whose registered address is not in Australia or New Zealand are responsible for ensuring that applying for New Shares does not breach securities laws in the relevant overseas jurisdictions.

Nominees and custodians that hold Shares should note that the Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

8.10 Allotment and application money

New Shares will be issued only after all application money has been received and ASX has granted permission for the New Shares to be quoted. It is expected that New Shares will be issued on 15 December 2020 and normal trading of the New Shares on ASX is expected to commence on 16 December 2020.

All application monies will be deposited into a separate bank account of the Company and held in trust for Applicants until the Shares are issued or application monies returned. Any interest that accrues will be retained by the Company and will not be paid to Applicants.

8.11 Quotation

The Company will apply to ASX within 7 days after the date of this Prospectus for quotation of the New Shares offered by this Prospectus on ASX. If ASX does not grant permission for the quotation of the New Shares offered under this Prospectus within 3 months after the date of this Prospectus, or such longer period as modified by ASIC, none of the New Shares offered by this Prospectus will be allotted or issued. In these circumstances, all Applications will be

dealt with in accordance with the Corporations Act including the return of all application monies without interest.

A decision by ASX to grant official quotation of the New Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company or of the New Shares.

Quotation, if granted, of the New Shares offered by this Prospectus will commence as soon as practicable after statements of holdings of the New Shares are dispatched.

8.12 Market prices of Existing Shares on ASX

The highest and lowest market sale price of the Existing Shares, which are on the same terms and conditions as the New Shares being offered under this Prospectus, during the 3 months immediately preceding the lodgement of this Prospectus with the ASIC, and the last market sale price on the date before the lodgement date of this Prospectus, are set out below.

73 cents on 17 August 2020. The lowest was 48 cents on 28 September 2020.

	3 month high	3 month low	Last market sale price
Price (\$)	\$0.73	\$0.48	\$0.58
Date	17 August 2020	28 September 2020	13 November 2020

8.13 CHESS

The Company participates in the Clearing House Electronic Subregister System (**CHESS**). CHESS is operated by ASX Settlement Pty Ltd (**ASPL**), a wholly owned subsidiary of ASX.

Under CHESS, the Company does not issue certificates to investors. Instead, security holders will receive a statement of their holdings in the Company, including New Shares issued under this Prospectus. If an investor is broker sponsored, ASPL will send a CHESS statement.

The CHESS statement will set out the number of New Shares issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub register, your statement will be dispatched by the Company's share registrar and will contain the number of New Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

8.14 Taxation and duty implications

The Directors do not consider that it is appropriate to give Shareholders advice regarding the taxation consequences of the Company conducting the Offer or Shareholders applying for New Shares under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Shareholders in

the Offer. Shareholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Offer.

No brokerage or stamp duty is payable by Applicants in respect of Applications for New Shares under this Prospectus.

8.15 Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related body corporates, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

The Corporations Act requires the Company to include information about the Shareholder (including name, address and details of the Shares held) in its public register. The information contained in the Company's public register must remain there even if that person ceases to be a Shareholder. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application. An Applicant has the right to gain access to the information that the Company holds about that person subject to certain exceptions under law. A fee may be charged for access. Such requests must be made in writing to the Company's registered office.

8.16 Enquiries

Any queries regarding the Offer or Entitlement and Acceptance Form should be directed to the Company's share registry Automic Pty Limited on 1300 288 664 or +61 9698 5414.

You can also contact your stockbroker or professional adviser with any queries in relation to the Offer.

9 RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

9.1 Rights and liability attaching to Shares

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

- detailed in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and
- in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the more significant rights and liabilities attaching to the Shares. 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.

(a) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per Share on a poll. Voting may be in person or by proxy, attorney or representative.

(b) Dividends

Except as otherwise required by the Corporations Act and to the terms on which shares are on issue and the rights and restrictions attaching to shares, the Directors may from time to time:

- (i) declare dividends (whether final or interim) to be paid to members on such terms, including the amount and the time for and the method of payment, as the Directors think fit; or
- (ii) determine that a dividend is payable, fix the amount and time for payment.

(c) Future issues of securities

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over, or otherwise dispose of unissued shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

(d) Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or the Board.

(e) Meetings and notices

Each shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the Listing Rules.

Shareholders may requisition meetings in accordance with the Corporations Act.

(f) Liquidation rights

The Company has one class of shares on issue, ordinary shares. Each ordinary Share ranks equally in the event of liquidation.

(g) Variation of rights

Subject to the Corporations Act and Listing Rules, the rights attached to the Shares may be varied in accordance with the Corporations Act

(h) Election of directors

At every annual general meeting one third of the Directors (rounded up to the nearest whole number) must retire from office. Any Director who would have held office for more than 3 years if that Director remains in office until the next general meeting must retire. These retirement rules do not apply to certain appointments including the managing director.

(i) Indemnities

To the extent permitted by law the Company must indemnify each past and present Director and secretary against any liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

(j) Winding up

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company any surplus must be divided among the shareholders of the Company.

(k) Shareholder liability

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

(l) Alteration to the Constitution

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

(m) Listing Rules

If the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

9.2 Rights and liability attaching to Options

Options offered under this Prospectus are subject to the following terms:

- (a) The Options will be issued for no consideration.
- (b) Each Option entitles the holder to be issued one Share.
- (c) The exercise price of the Options is \$0.90 each.
- (d) The expiry date of an Option is 31 March 2023.

- (e) The Options may be exercised at any time prior to the expiry date, in whole or in part, upon payment of the exercise price per Option.
- (f) The Company currently intends to apply for quotation of the Options on the official list of the ASX. Quotation of the Options is not guaranteed or automatic but will depend on ASX exercising its discretion under the Listing Rules.
- (g) The Options are freely transferable subject to any restriction or escrow arrangements imposed by the Corporations Act and the ASX Listing Rules.
- (h) The holder of an Option may not exercise less than 555 Options at any one time unless the holder has less than 555 Options in which event the Holder must exercise all of the Options together.
- (i) The Company will provide to each Option holder a notice that is to be completed when exercising the Options (Notice of Exercise). Options may be exercised by the Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Share Registry to be received prior to the expiry date. The Notice of Exercise must state the number of Options exercised, the consequent number of Shares to be issued and the identity of the proposed subscribers. The Notice of Exercise by an Option holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.
- (j) All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then issued Shares. The Company must apply to the ASX in accordance with the Listing Rules for all Shares pursuant to the exercise of Options to be admitted to quotation.
- (k) There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the Options. Thereby, the Option holder has no rights to a change in:
 - (i) the exercise price of the Option; or
 - (ii) period of exercise of the Option; or
 - (iii) except in the event of a Bonus Issue (defined below), a change to the number of underlying securities over which the Option can be exercised.
- (l) The Company will ensure, for the purposes of determining entitlements to any issue, that Option holder will be notified of a proposed issue after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in such issues.
- (m) If from time to time on or prior to the Expiry Date the Company makes a bonus issue of securities to holders of Shares in the Company (Bonus Issue), then upon exercise of his or her Options a holder will be entitled to have issued to him or her (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise) the number of securities which would have been issued to him or her under that Bonus Issue if the Options had been exercised before the record date for the Bonus Issue.
- (n) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Option

holder shall be reconstructed (as appropriate) in accordance with the ASX Listing Rules.

10 ADDITIONAL INFORMATION

10.1 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 Company's securities. The New Shares which will be issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the Official List during the 12 months prior to the issue of this Prospectus.

This Prospectus is a "transaction specific prospectus" to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights attaching to the New 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 issuing company.

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 period from lodgement of the Company's annual financial statements of the Company for the financial year ended 30 June 2019 to 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.

The Company confirms that, to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in this Prospectus, there is no information

- (a) that has been excluded from a continuous disclosure notice in accordance with 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 Company; and

- (ii) the rights and liabilities attaching to New Shares.

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 statements of the Company for the financial year ended 31 December 2019 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;
 - (ii) the half-year financial report lodged with ASIC by the Company for the half year ending 30 June 2020; and
 - (iii) any continuous disclosure notices given by the Company after the lodgement of the financial statements referred to in paragraph (i) and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours or from asx.com.au.

The Company has lodged the following announcements with ASX since its 2019 annual report was lodged with ASX on 24 March 2020:

Date	Announcement
13 Nov 2020	Exercise of Options and Appendix 2A
12 Nov 2020	Appendix 3G
3 Nov 2020	Final Director's Interest Notice - N Gabay
30 Oct 2020	Activity Report and Appendix 4C
8 Oct 2020	Elsight enters into important repeat order agreement
7 Oct 2020	Change of Company Leadership
2 Oct 2020	Release of Securities from voluntary escrow
1 Oct 2020	Update on Business operations during the COVID-19 Pandemic
23 Sep 2020	Appendix 3G

11 Sep 2020	Change of Director's Interest Notice - Nir Gabay
28 Aug 2020	Appendix 4D & Half-Year Financial Report
20 Aug 2020	Change in substantial holding
17 Aug 2020	Elsight receives first Halo order from Alrena
14 Aug 2020	Notice of initial substantial holder
14 Aug 2020	Change in substantial holding - NG
14 Aug 2020	Change of Director's Interest Notice - Nir Gabay
4 Aug 2020	Appendix 3G
30 Jul 2020	Results of Annual General Meeting
30 Jul 2020	Activity Report and Appendix 4C
30 Jul 2020	Largest HALO order to date with US customer
23 Jul 2020	Halo - Further certification, new orders
22 Jul 2020	Elsight AGM Voting Instructions
13 Jul 2020	Halo receives FCC certification
3 Jul 2020	Change of Director's Interest Notice - Howard Digby
29 Jun 2020	Appendix 3G
29 Jun 2020	Notice of Annual General Meeting and Proxy Form
2 Jun 2020	Cleansing Statement
2 Jun 2020	Appendix 2A
13 May 2020	Cleansing Statement
13 May 2020	Appendix 2A
8 May 2020	Cleansing Statement
8 May 2020	Appendix 2A
6 May 2020	Cleansing Statement
6 May 2020	Appendix 2A
30 Apr 2020	Activity Report and Appendix 4C

3 Apr 2020 Elsight signs Reseller Agreement with US-based Agile Defense

24 Mar 2020 Appendix 4G

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 or from www.asx.com.au.

10.2 Directors' interests

As at the date of this Prospectus the Directors have a relevant interest in securities of the Company and remuneration (in US dollars) over the last 2 years as set out below.

	Annual Remuneration	Shares	Converting Securities	Entitlement
Ami Shafran	22,636 (FY18) 69,533 (FY19)	Nil	100,000	Nil
Howard Digby	37,376 (FY18) 34,767 (FY19)	1,795,834	ELSOPT08	Nil
Peter Marks	71,500 (FY20)	Nil	Nil	Nil
David Furstenberg	22,636 (FY18) 69,533 (FY19)	Nil	250,000	Nil

Notes:

- 1 The Chairman and non-executive Directors other than Mr Marks are entitled to annual directors' fees (in A\$) of \$50,000 (inclusive of superannuation) respectively. Mr Marks is entitled to annual directors' fees of A\$78,000.

Mr Marks has agreed to sub-underwrite the Offer for 111,111 New Shares. Under the sub-underwriting arrangements with the Underwriter, sub-underwriters will only be relieved of their obligation if the Offer is withdrawn. Mr Marks will not be paid any sub-underwriting fee. The Directors other than Mr Marks consider the sub-underwriting to be on terms less favourable than if the parties were dealing at arm's length so that Shareholder approval is not required under Chapter 2E of the Corporations Act for the sub-underwriting.

The Constitution provides that the Directors may be paid for their services as Directors. Non-executive directors may only be paid a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the non-executive directors and in default of agreement then in equal shares.

The Company also pays premiums to insure all of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct whilst acting in the capacity as a Director of the Company.

Other than as set out above or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last 2 years before the date of lodgement of this Prospectus with ASIC, any interest in:

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

- (d) to a Director or proposed Director or to any firm which any such Director is a partner, to induce him or her to become, or to qualify as, a Director; or
- (e) for services provided by a Director or proposed Director or to any firm which any such Director is a partner, in connection with the formation or promotion of the Company or the Offer.

10.3 Interests of promoters and named persons

Except as disclosed in this Prospectus, no expert, promoter or any other 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, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

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

BDO Audit (WA) Pty Limited has acted as auditor for the Company's half year accounts for the period ending 30 June 2020. In respect of this work, BDO Audit (WA) Pty Limited was paid approximately US\$10,500. BDO Audit (WA) Pty Limited has received US\$58,724 for services to the Company in the 2 years prior to the date of this Prospectus (2018-2019).

Mahe Capital Pty Limited has acted as lead manager and underwriter to the Offer. The fees to be paid for this service are set out in section 8.4. Mahe Capital Pty Limited has not received any fees for services to the Company in the 2 years prior to the date of this Prospectus.

Atkinson Corporate Lawyers has acted as solicitor to the Offer. In respect of this work, the Company will pay approximately \$10,000 exclusive of GST. Subsequently fees will be paid in accordance with normal hourly rates. Atkinson Corporate Lawyers has not received any fees for services to the Company in the 2 years prior to the date of this Prospectus.

10.4 Consents

Each of the persons referred to in this section:

- (a) has given and has not, before the date of lodgement of this Prospectus with ASIC withdrawn their written consent:

- (i) to be named in the Prospectus in the form and context which it is named; and
- (ii) where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;
- (b) has not caused or authorised the issue of this Prospectus;
- (c) has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below;
- (d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to their name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that person.

Name	Role
Mahe Capital Pty Limited	Lead Manager and Underwriter
Atkinson Corporate Lawyers	Lawyer

10.5 Expenses of the Offer

The total (cash) expenses of the Offer (assuming the full amount is raised and no further Shares are issued or Options exercised) are estimated to be up to \$554,854, consisting of the following:

Cost ¹	Underwritten Amount (\$3,000,000)	Full subscription
Legal fees	10,000	10,000
ASX and ASIC fees	14,500	22,750
Capital raising fees ²	240,000	492,104
Printing, postage and other expenses	30,000	30,000
Total	294,500	554,854

1 These expenses have or will be paid by the Company.

2 This assumes the Underwriter will place 50% of the amount raised in excess of \$3 million and be paid a 5% placement fee on that amount. The Company has also agreed to issue to the Underwriter 1 New Option for every \$1 raised under the Offer.

10.6 Litigation

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

11 DIRECTORS' RESPONSIBILITY AND CONSENT

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Dated: 16 November 2020



.....

Signed for and on behalf of Elsight Limited

By Ami Shafran
Chairman

12 GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

\$, A\$ or Dollars	Australian dollars unless otherwise stated.
AEDT	Australian Eastern Standard Time
Applicant	a person who submits a valid Entitlement and Acceptance Form pursuant to this Prospectus.
Application	a valid application made on an Entitlement and Acceptance Form to subscribe for New Shares pursuant to this Prospectus.
ASIC	the Australian Securities & Investments Commission.
ASX	ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
Board	the board of Directors.
Business Day	Monday to Friday inclusive, except any day that ASX declares is not a business day.
Closing Date	the date set out in section 1.
Company or Elsieht	Elsieht Limited (ACN 616 435 753).
Constitution	the constitution of the Company.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Eligible Shareholders	a Shareholder as at the Record Date with a registered address in Australia or New Zealand.
Entitlement or Right	a Shareholder's entitlement to subscribe for New Shares offered by this Prospectus.
Entitlement and Acceptance Form	the personalised entitlement and acceptance form attached to this Prospectus.
Ex Date	the date set out in section 1.
Existing Share	a Share issued as at 5.00pm (AEDT) on the Record Date.
Full Subscription	approximately \$8.15 million before costs.

Ineligible Shareholder	a Shareholder who is not an Eligible Shareholder.
Listing Rules	the listing rules of the ASX.
New Option	means an Option on the terms set out in section 9.2 and offered under this Prospectus.
New Shares	Shares issued pursuant to this Prospectus.
Offer	an offer made under this Prospectus to subscribe for New Shares.
Official List	the official list of the ASX.
Opening Date	the date set out in section 1.
Option	an option to be issued a Share.
Prospectus	this Prospectus and includes the electronic prospectus.
Record Date	the date set out in section 1.
Share	a fully paid ordinary share in the Company.
Share Registry	Automic Pty Limited.
Shareholder	the registered holder of Shares in the Company.
Shortfall Offer	has the meaning given in section 8.6.
Shortfall Shares	New Shares for which valid Applications have not been received for Entitlement by the Closing Date.
Underwriting Agreement	has the meaning given in section 8.4.
Underwritten Amount	means \$3,000,000.
Underwritten Securities	has the meaning given in section 8.4.
US person	has the meaning given to that term in Regulation S under the US Securities Act.
US Securities Act	the <i>United States Securities Act of 1933</i> , as amended.

13 PRO FORMA STATEMENT OF FINANCIAL POSITION

CONSOLIDATION SHEET		USD				
30/6/2020						
	Consolidated	Adjustments for material items between 30 June 2020 and 16 November	Adjustments for rights issue (underwritten amount)	Consolidated pro-forma (underwritten amount)	Adjustments for rights issue (full subscription)	Consolidated pro-forma (full subscription)
Current assets						
Cash and cash equivalents	1,786,809	(971,158)	1,893,850	2,709,501	5,328,674	6,144,325
Trade receivables	208,301	24,317		232,618		232,618
Other receivables	199,716	59,650		259,365		259,365
Inventory	356,838	62,428		419,266		419,266
Short-term deposit	79,159			79,159		79,159
Total current assets	2,630,823	(824,764)	1,893,850	3,699,910	5,328,674	7,134,733
Non current assets						
Investment in subsidiary	-			-		-
Provision for impairment	-			-		-
Intercompany loans	(0)			(0)		(0)
Provision for impairment	-			-		-
Long-term deferred tax assets	-			-		-
Total non current assets	(0)			(0)		(0)
Fixed assets						
Cost	585,132			585,132		585,132
accumulated depreciation	(351,755)	(33,070)		(384,825)		(384,825)
Total fixed assets	233,377	(33,070)		200,307		200,307
Intangible assets						
Cost	210,519			210,519		210,519
accumulated amortization	(20,789)			(20,789)		(20,789)
Total intangible assets	189,730			189,730		189,730
Lease asset						
Cost	344,878			344,878		344,878
accumulated amortization	(267,864)	(43,371)		(311,235)		(311,235)
Total intangible assets	77,014	(43,371)		33,643		33,643
Goodwill						
	-			-		-
Total assets	3,130,944	(901,204)	1,893,850	4,123,590	5,328,674	7,558,413
Current liabilities						
Credit from banking entities	57,280	(31,489)		25,791		25,791
Trade payables	240,428	(85,785)		154,644		154,644
Other payables	621,155	66,037		687,192		687,192
Current maturity - lease liability	80,468	(42,543)		37,925		37,925
Total current liabilities	999,332	(93,781)		905,551		905,551
Long-term liabilities						
Loans from banking entities	4,681	27,343		32,024		32,024
Liabilities to employees	108,947			108,947		108,947
Shareholders loans	-			-		-
Share based payments	-			-		-
Long-term deferred tax liabilities	-			-		-
Lease liability	-			-		-
Total long-term liabilities	113,628	27,343		140,971		140,971
Capital and reserves						
Share capital	15,315,771		2,100,000	17,415,771	5,717,072	21,032,842
Cost of capital	(1,250,247)		(206,150)	(1,456,397)	(388,398)	(1,638,644)
Share based payment reserve	2,293,231			2,293,231		2,293,231
Exchange rate capital reserve	(742,512)	57,813		(684,699)		(684,699)
Capital reorganisation/acquisition reserve	(296,796)			(296,796)		(296,796)
Current period earnings/(losses)	(1,811,052)	(892,580)		(2,703,632)		(2,703,632)
Retained earnings/(losses)	(11,490,412)			(11,490,412)		(11,490,412)
attributable to equity holders of the parent	2,017,983	(834,767)	1,893,850	3,077,067	5,328,674	6,511,890
minority interests	-			-		-
Total capital and reserves	2,017,983	(834,767)	1,893,850	3,077,067	5,328,674	6,511,890
Total equity and liabilities	3,130,943	(901,204)	1,893,850	4,123,589	5,328,674	7,558,412



+61 2 9698 5414 (international)

Shares held as at the Record Date at
5.00pm (AEDT) on 19 November 2020
[CumBalance]

The Company limits payment under the Entitlement Offer to BPAY® or EFT as a matter of public safety, to avoid the handling of paper Application Forms and to overcome potential mail delays in light of the ongoing COVID-19 pandemic.

4 PROVIDE YOUR CONTACT DETAILS & ELECT TO BE AN E-SHAREHOLDER

Return to our Share Registry by email to hello@automicgroup.com.au

Telephone Number ()	Contact Name (PLEASE PRINT)
Email Address	

INSTRUCTIONS FOR COMPLETION OF THIS FORM

The Offer is being made to all Shareholders with a registered address in Australia or New Zealand, who are registered as the holder of Shares at 5.00pm (AEDT) on the Record Date (**Eligible Shareholders**).

ACCEPTANCE OF OFFER

By making a BPAY or EFT payment:

- you represent and warrant that you have read and understood the Prospectus and that you acknowledge the matters, and make the warranties and representations contained therein and in this Entitlement and Acceptance Form;
- you provide authorisation to be registered as the holder of New Securities acquired by you and agree to be bound by the Constitution of the Company.

1 Acceptance of Full or Partial Entitlement for New Shares

Select the value of New Shares you wish to accept under the Entitlement Offer.

If you wish to accept for New Shares less than your full entitlement, select the number of New Shares you wish to accept, which must be less than your full Entitlement, which is set out overleaf. No fractional Share will be allotted, therefore if the dollar amount paid divided by the issue price (\$0.45) is a fraction of a New Share, the New Shares allotted will be rounded down.

2 Application for additional New Shares under the Shortfall Offer

You can only apply for additional New Shares if you have applied for your full entitlement in section 1.

No fractional Share will be allotted, therefore if the dollar amount paid divided by the issue price (\$0.45) is a fraction of a New Share, the New Shares allotted will be rounded down.

It is an express term of the Shortfall Offer that applicants for Shortfall Shares will be bound to accept a lesser number of Shortfall Shares allocated to them than applied for. If a lesser number is allocated, excess application money will be refunded without interest as soon as practicable after the Closing Date.

3 Payment

Payment by BPAY: 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. **To BPAY® this payment via internet or telephone banking use your reference number quoted on the front of this form.** Multiple acceptances must be paid separately. Applicants should be aware of their financial institution's cut-off time (the payment must be made to be processed overnight).

You do not need to return this form if you have made payment via BPAY®. Your BPAY® reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such New Shares for which you have paid.

Payment by EFT: You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. Applicants should be aware of their financial institution's cut-off time and any associated fees with processing a funds transfer.

Please ensure you use your unique reference number located on the reverse page. This will ensure your payment is processed correctly to your application electronically.

You do not need to return this form if you have made payment via EFT. Your unique reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such New Shares for which you have paid.

Applicants should be aware of their financial institution's cut-off time (the payment must be made to be processed overnight) and it is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time. **The Company and the Share Registry accept no responsibility for incorrect, delayed or misdelivered Application Forms or payments.**

The Company requires participants in the Entitlement Offer to apply for the Shares by BPAY® or EFT as a matter of public safety, to avoid the handling of paper Application Forms and to overcome potential mail delays in light of the ongoing COVID-19 pandemic.

4 Contact Details

Please enter a contact number we may reach you on between the hours of 9:00am and 5:00pm AEDT. We may use this email* or number to contact you regarding your acceptance of the New Shares, if necessary.

*By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible)

If you require further information about the Entitlement Offer, please contact Automic on 1300 288 664 or +61 2 9698 5414 between 9:00am and 5:00pm (AEDT).