

12 November 2024

Pre-quotation disclosure

The following information is required to be provided to ASX Limited (ASX) for release to the market in connection with the re-admission to the official list and official quotation of the fully paid shares in Scalare Partners Holdings Limited (formerly Candy Club Holdings Limited) ("SCP" or "Company").

Unless otherwise defined, capitalised terms used in this notice have the meaning given to them in SCP's prospectus dated 23 September 2024 as varied by the Supplementary Prospectus dated 25 September 2024.

1. Completion of the offer

The Company confirms that all conditions to the Offer under the Prospectus have been satisfied and that the Company has issued 17,204,400 Shares at an issue price of \$0.25 to raise \$4,301,100 before costs.

The Company confirms that, as set out in the Prospectus it has issued 1,200,000 shares to Novus Capital Pty Ltd as the Lead Manager and its nominees.

2. Escrow Arrangements

a) Restricted Securities for 24 months from official quotation

The Company confirms that the following securities will not be quoted and be classified as restricted securities for a period of 24 months from the date of official quotation:

- 55,313,872 fully paid ordinary shares;

b) Restricted Securities for 12 months from issue

The Company confirms that the following securities will not be quoted and will be classified as restricted securities for a period of 12 months from the date of issue (ie from 7 November 2024):

- 899,497 fully paid ordinary shares.

c) Restricted Securities for 12 months from date of payment for shares in Scalare Partners Pty Ltd

The Company confirms that the following securities will not be quoted and will be classified as restricted securities for a period of 12 months from the date of payment for shares in Scalare Partners Pty Ltd:

- 1,308,540 fully paid ordinary shares.

d) Summary of escrow

The number of restricted Shares as a proportion of the total share capital of the Company is set out below:

	Number of restricted Shares	% of share capital
Mandatory Escrow 24 Months	55,313,872	59.9
Mandatory Escrow 12 Months From Issue	899,497	1.0
Mandatory Escrow 12 Months From Date of Payment for shares in Scalare Partners Pty Ltd	1,308,540	1.4
Free Trade	34,882,798	37.7
Total Shares On Issue	92,404,707	100%

3. Capital Structure

As at the date of admission to the Official List, the capital structure of the Company is as set out below:

Nature of securities	Number
Fully Paid Ordinary Shares	92,404,707
<ul style="list-style-type: none"> • IPO -17,204,400 • Scalare Vendors 72,000,000 • Lead Manager 1,200,000 	

• Existing 2,000,307	
Class CLBESOP5 Options*	710
Class CLBESOP6 Options**	3,308
Class CLBOPT11 Options***	72
Class CLBOPT12 Options****	5,972
Class CLBOPT13 Options*****	805
Class CLBOPT14 Options*****	60

* CLBESOP5 – exercisable on or before 13 January 2025 at \$174.72 each.

** CLBESOP6 – exercisable on or before 4 March 2025 at \$268.80 each.

*** CLBOPT11 – exercisable on or before 6 May 2025 at \$228.48 each.

**** CLBOPT12 – exercisable on or before 24 August 2025 at \$322.72 each.

***** CLBOPT13 – exercisable on or before 22 December 2025 at \$168.00 each.

***** CLBOPT14 – exercisable on or before 9 June 2025 at \$181.44 each.

4. Statement of Commitments

The table below sets out the statement of commitments based on the actual amount of funds raised, being \$ 4,301,100

USE OF FUNDS	Actual Subscription	%
Establish Scalare Partners USA office	\$400,000	9.3
Expand Tech Ready Women nationally and in the USA	\$100,000	2.3
Technology development to fast-track current digitalisation of products/services and subscription/membership programs	\$250,000	5.8
Investments in existing and new portfolio companies	\$1,600,000	37.2
Costs of the Offer – fundraising	\$295,000	6.9
Costs of the Offer – ASX, legal, accounting, other support services	\$305,000	7.1
Corporate governance and ASX listing related expenses	\$410,000	9.5

Contribution towards team remuneration	\$584,000	13.6
Contributions towards investment due diligence	\$195,000	4.5
Contributions towards general corporate overheads	\$162,100	3.8
Total use of funds	\$4,301,100	100

5. Proforma Balance Sheet

The table below sets out the 30 June 2024 pro forma consolidated balance sheet based on the actual amount of funds raised, being \$4,301,100:

A\$	Pro Forma Historical	Pro Forma Historical (Actual Subscription)	
	As at 30 June 2024	Pro forma adjustments	As at 30 June 2024
ASSETS			
Current assets			
Cash and cash equivalents	804,465	3,643,100	4,447,565
Trade and other receivables	427,727		427,727
Other current assets	9,741		9,741
Total current assets	1,241,933	3,643,100	4,885,033
Non-current assets			
Financial assets through profit and loss	10,234,443		10,234,443
Intangible assets	1,465,056		1,465,056

Property, plant and equipment	0		0
Total non-current assets	11,699,499		11,699,499
Total assets	12,941,432	3,643,100	16,584,532
LIABILITIES			
Current liabilities			
Trade and other payables	642,159		642,159
Deferred consideration	287,459		287,459
Total current liabilities	929,618		929,618
Non-current liabilities			
Deferred tax liability	568,144		568,144
Deferred consideration	1,020,077		1,020,077
Total non-current liabilities	1,588,221		1,588,221
Total liabilities	2,517,839		2,517,839
Net assets	10,423,593	3,643,100	14,066,693
EQUITY			
Issued capital	7,889,530	4,450,100	12,339,630
Reserves	744,143		744,143
Accumulated profits (losses)	1,789,920	(807,000)	982,920
Total equity	10,423,593	3,643,100	14,066,693

6. Scalare Partners Pty Ltd Acquisition

We confirm the satisfaction of the conditions precedent, not waived unless agreed to by ASX, and the completion of Merger Implementation Deed and Share Sale Deed between CLB and Scalare Partners providing for the acquisition by CLB of 100% of the shares of Scalare Partners, including the issue of 72,000,000 CLB shares to the vendors of Scalare Partners.

7. Committee Members

The Company advises that the members of the various board committees are:

- Audit and Risk Committee

Chair – Neil Carter

Members - Beau Quarry and James Loughheed

- Nominations and Remuneration Committee

Chair – James Loughheed

Members – Neil Carter and Adelle Howse

Additional Information for Release to the market.

The Company has separately provided ASX with copies of the following documents for release to the market:

- (a) The Company's Appendix 1A and Information Form and Checklist;
- (b) Scalare Partners Pty Ltd Financial Statements for the years ending 30 June 2023 and 2024
- (c) Tech Ready Women Pty Ltd Financial Statements for the years ending 30 June 2023 and 2024
- (d) The Company's Executive Incentive Plan
- (e) The Company's Share Trading Policy;
- (f) A shareholders distribution schedule and
- (g) A list of the Top 20 Shareholders.



Scalare Partners Holdings Limited
ACN: 629 598 778

This announcement has been approved for release by the Board of Scalare Partners Holdings Limited.

For more information please contact:

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Executive Director

Scalare Partners Holdings Limited

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