

**INTIGER GROUP LIMITED  
(TO BE RENAMED 'COMPLII FINTECH SOLUTIONS LIMITED')  
ACN 098 238 585**

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**PROSPECTUS**

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For an offer of up to 140,000,000 Shares (on a post-Consolidation basis) at an issue price of \$0.05 per Share to raise to up to \$7,000,000 (before costs) (**Public Offer**).

The Public Offer includes a priority offer to Eligible Shareholders to subscribe for up to 10,000,000 Shares (on a post-Consolidation basis) at an issue price of \$0.05 per Share to raise up to \$500,000 (before costs) (**Priority Offer**).

Legal Adviser to Intiger

**STEINPREIS PAGANIN**  
Lawyers & Consultants



Lead Manager

**EUROZ HARTLEYS**

Euroz Hartleys Securities Limited  
(ACN 089 314 983) (AFSL 243302)

**IMPORTANT NOTICE**

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

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

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## IMPORTANT NOTICE

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This Prospectus is dated 11 November 2020 and was lodged with the ASIC on that date. The ASIC, the ASX and their officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

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

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

### **No offering where offering would be illegal**

The distribution of this Prospectus in jurisdictions outside Australia 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 resident 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 would not be lawful to make such an offer. It is important that investors read this Prospectus in its entirety and seek professional advice where necessary.

No action has been taken to register or qualify the Securities or the Public Offer, or to otherwise permit a public offering of the Securities in any jurisdiction outside Australia.

### **Electronic Prospectus**

A copy of this Prospectus can be downloaded from the website of

the Company at [www.intigergrouplimited.com.au](http://www.intigergrouplimited.com.au) and the website of Complii at [www.complii.com.au](http://www.complii.com.au). If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company's Company Secretary by phone on +61 8 6141 3500 during office hours or by emailing the Company at [stuart.usher@genevapartners.com.au](mailto:stuart.usher@genevapartners.com.au).

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

### **Company Website**

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

### **No cooling-off rights**

Cooling-off rights do not apply to an investment in Securities issued under the Prospectus. This means that, in most circumstances, you cannot withdraw your application once it has been accepted.

### **No Investment Advice**

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your financial or investment objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before

deciding to subscribe for Securities under this Prospectus to determine whether it meets your objectives, financial situation and needs.

### **Risks**

You should read this document in its entirety and, if in any doubt, consult your professional advisers before deciding whether to apply for Securities. There are risks associated with an investment in the Company. The Securities offered under this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Securities. Refer to Section F of the Investment Overview as well as Section 8 for details relating to some of the key risk factors that should be considered by prospective investors. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

### **Forward-looking statements**

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

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

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

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

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

These forward looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 8.

### **Financial Forecasts**

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

### **Continuous disclosure obligations**

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) and, as such, will be subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company will be 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 Securities.

Price sensitive information will be publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants will also be managed through disclosure to the ASX. In addition, the Company will post this information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

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

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Securities issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

### **Consolidation**

Intiger intends to undertake an 80:1 consolidation in conjunction with the Public Offer and the Proposed Acquisition. All references in this Prospectus to Securities are on a post-Consolidation basis unless stated otherwise.

### **Photographs and Diagrams**

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

### **Definitions and Time**

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and

interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 13.

All references to time in this Prospectus are references to Australian Western Standard Time.

### **Privacy statement**

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

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

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

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

### **Enquiries**

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Public Offer or how to accept the Public Offer, please call the Company Secretary on +61 8 6141 3500.

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## CORPORATE DIRECTORY

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### Directors

Patrick Canion<sup>1</sup>  
*Non-Executive Chairman*

Mark Fisher<sup>1</sup>  
*Non-Executive Director*

Greg Gaunt  
*Non-Executive Director*

### Company Secretary

Stuart Usher<sup>1</sup>

### Proposed Directors

Craig Mason<sup>2</sup>  
*Executive Chairman*

Alison Sarich<sup>2</sup>  
*Managing Director*

### Proposed Company Secretary

Karen Logan<sup>2</sup>

### Registered Office

C/- WolfStar Group  
Level 1  
247 Oxford Street  
WEST LEEDERVILLE WA 6007

Telephone: + 61 8 6141 3500  
Facsimile: +61 8 6141 3599

### ASX Code

Current: IAM

Proposed: CF1

### Company Website

[www.intigergrouplimited.com.au](http://www.intigergrouplimited.com.au)

### Complii Website

[www.complii.com.au](http://www.complii.com.au)

### Notes:

1. Mr Patrick Canion, Mr Mark Fisher and Mr Stuart Usher will resign upon completion of the Proposed Acquisition.
2. To be appointed on and from completion of the Proposed Acquisition.
3. This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus.

### Investigating Accountant

Bentleys Audit & Corporate (WA) Pty Ltd  
Level 3  
216 St Georges Terrace  
PERTH WA 6000

### Auditor<sup>3</sup>

Bentleys Audit & Corporate (WA) Pty Ltd  
Level 3  
216 St Georges Terrace  
PERTH WA 6000

### Lead Manager

Euroz Hartleys Securities Limited  
AFSL 243302  
Level 18 Alluvion  
58 Mounts Bay Road  
PERTH WA 6000

### Legal Advisers

Steinepreis Paganin  
Level 4  
The Read Buildings  
16 Milligan Street  
PERTH WA 6000

### Share Registry<sup>3</sup>

Automic Pty Ltd  
Level 2  
267 St Georges Terrace  
PERTH WA 6000

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

### Corporate Adviser

Geneva Partners Pty Ltd  
Level 1  
247 Oxford Street  
WEST LEEDERVILLE WA 6007

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## 1. CHAIRMAN'S LETTER

Dear Investor

On behalf of the directors of Intiger Group Limited (to be renamed 'Complii FinTech Solutions Limited') (**Company**), it gives me great pleasure to invite you to become a shareholder of the Company.

On 5 October 2020, the Company announced the execution of the Bid Implementation Agreement, setting out a proposal to acquire all of the fully paid ordinary shares in Complii by way of an off-market takeover offer (**Takeover Offer**). Further information in respect of the Takeover Offer is set out in the bidder's statement lodged by the Company and the target's statement lodged by Complii with ASIC on 2 November 2020. Copies of these documents are annexed to the ASX announcement released on 3 November 2020.

Since incorporation, Complii has operated within the financial technology sector. The Complii Group, being Complii and its subsidiaries, has a vision of becoming the financial services industry standard in targeted risk, compliance and business technology.

The Complii Group provides solutions to the financial services sector covering compliance, capital raising, e-learning, account opening and online portfolio management tools. These solutions are primarily provided through the Complii Platform, a modular and customisable platform that provides a digital solution to meet specific business, compliance and operational needs of financial organisations, their advisers and investors.

This Prospectus is seeking to raise up to \$7,000,000 through the issue of up to 140,000,000 Shares (on a post-Consolidation basis) at an issue price of \$0.05 per Share under the Public Offer. The primary purpose of the Public Offer is to provide funds to implement the Company's business strategies following the acquisition of Complii (explained in Section 6).

This Prospectus has also been issued for the purpose of re-complying with the admission requirements under Chapters 1 and 2 of the Listing Rules following a change to the nature and scale of the Company's activities as a result of the Proposed Acquisition.

This Prospectus contains important information regarding the Public Offer, the financial position, operations, management team and future plans of the Company following the acquisition of Complii; and the proposed new Board who have the skills and experience to lead the Company forward following completion of the Proposed Acquisition.

We encourage you to read this Prospectus thoroughly and carefully before making any investment decision and consult with your independent professional adviser in connection with the Public Offer. The Securities offered by this Prospectus should be considered highly speculative.

If you wish to apply for Shares, we encourage you to consider applying early. The Directors reserve the right to close the Public Offer early once fully subscribed.

We look forward to you joining us as a Shareholder and sharing in what we believe are exciting and prospective times ahead for the Company.

Yours sincerely



**Patrick Canion**

**Non-Executive Director**

## 2. KEY OFFER INFORMATION

### INDICATIVE TIMETABLE<sup>1</sup>

Lodgement of Prospectus with the ASIC	11 November 2020
Opening Date of the Public Offer and Priority Offer	11 November 2020
Closing date of the Priority Offer	17 November 2020
Closing Date of the Public Offer and the Options Offer	24 November 2020
Date of giving notice of status of conditions under the Takeover Offer	26 November 2020
Shareholder Meeting	30 November 2020
Closing date for the Takeover Offer <sup>3</sup>	3 December 2020
Issue of Securities under the Offers	4 December 2020
Closing date of the Cleansing Offer	4 December 2020
Despatch of holding statements	7 December 2020
Expected date for Shares to be reinstated to trading on ASX	11 December 2020

#### Notes:

1. The above dates are indicative only and may change without notice. Unless otherwise indicated, all time given are (WST). The Company reserves the right to extend the closing dates of any of the offers under this Prospectus (**Offers**) or close the Offers early without prior notice. The Company also reserves the right not to proceed with the Offers at any time before the issue of Securities to applicants.
2. If the Public Offer is cancelled or withdrawn before completion of the Public Offer, then all application monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their applications as soon as possible after the Public Offer opens.
3. The closing date for the Takeover Offer may change as permitted by the Corporations Act.

KEY STATISTICS OF THE PUBLIC OFFER <sup>1</sup>	Minimum Subscription (\$5,000,000) <sup>2</sup>	Maximum Subscription (\$7,000,000) <sup>3</sup>
Offer Price per Share	\$0.05	\$0.05
Shares currently on issue	24,201,686	24,201,686
Shares to be issued under the Public Offer	100,000,000	140,000,000
Shares to be issued under the Takeover Offer	124,000,000	124,000,000
Shares to be issued for other purposes <sup>4</sup>	10,951,198	10,951,198
Gross Proceeds of the Public Offer	\$5,000,000	\$7,000,000
<b>Shares on issue following completion of the Takeover Offer and the Public Offer (undiluted)<sup>5</sup></b>	<b>259,152,884</b>	<b>299,152,884</b>
<b>Market Capitalisation following completion of the Takeover Offer and the Public Offer (undiluted)<sup>4,5</sup></b>	<b>\$12,957,644</b>	<b>\$14,957,644</b>
Options currently on issue	-	-
Options to be issued under the Takeover Offer	72,333,338	72,333,338
Options to be issued under the Options Offer	10,000,000	10,000,000
Performance Rights to be issued to the Proposed Directors <sup>7</sup>	25,250,000	25,250,000

KEY STATISTICS OF THE PUBLIC OFFER <sup>1</sup>	Minimum Subscription (\$5,000,000) <sup>2</sup>	Maximum Subscription (\$7,000,000) <sup>3</sup>
Shares on issue following completion of the Takeover Offer and the Public Offer (fully diluted) <sup>4</sup>	366,736,222	406,736,217
Market capitalisation following completion of the Takeover Offer and the Public Offer (fully diluted) <sup>6</sup>	\$18,336,811	\$20,336,811

**Notes:**

1. All securities are included on a post-Consolidation basis.
2. Assuming the Minimum Subscription of \$5,000,000 is raised under the Public Offer.
3. Assuming the Maximum Subscription of \$7,000,000 is raised under the Public Offer.
4. Further details in respect of these Security issues are set out in Section 6.8.
5. Certain Shares on issue upon completion of the Proposed Acquisition will be subject to ASX-imposed escrow. Refer to Section 6.10 for a disclaimer with respect to the likely escrow position.
6. Assuming a Share price of \$0.05, however the Company notes that the Shares may trade above or below this price.
7. Refer to Section 11.3 for the terms of the Performance Rights.

### 3. INVESTMENT OVERVIEW

This Section is a summary only and is not intended to provide full information for investors intending to apply for Securities offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety.

Item	Summary	Further information
<b>A. Introduction</b>		
Who is the issuer of this Prospectus?	Intiger Group Limited (to be renamed 'Complii FinTech Solutions Limited') (ACN 098 238 585).	Section 6.1
Who is the Company?	Intiger was registered as a public company in Western Australia under the name 'Gowings Retail Limited' on 24 September 2001. Intiger was admitted to the Official List on 14 December 2001, with Official Quotation commencing on 18 December 2001. Intiger has previously operated a retail business that focused on internet shopping through an on-line portal and as a junior explorer, before the acquisition of the Intiger Group, which operated a financial services technology business, on 18 August 2016. Following completion of the acquisition and re-compliance with the Listing Rules, the securities of Intiger were reinstated to Official Quotation on 1 September 2016.	Section 6.1
What is the Company's strategy?	<p>On 5 October 2020, the Company announced the execution of the Bid Implementation Agreement, setting out a proposal to acquire all of the fully paid ordinary shares in Complii by way of an off-market takeover offer (<b>Takeover Offer</b>). The Company lodged its Bidder's Statement for the Takeover Offer with ASIC on 2 November 2020.</p> <p>Complii is an unlisted Australian public company which, together with its related bodies corporate, provides solutions to the financial services sector, covering compliance, capital raising, e-learning, account opening, and online portfolio management tools.</p> <p>Following completion of the Proposed Acquisition and reinstatement to Official Quotation of the Company's Shares on ASX, the Company's primary focus will be to develop the business of the Complii Group in line with its business model and strategy.</p>	Sections 4.1, 6.2 and 6.3
What is the Public Offer?	<p>To assist the Company to re-comply with Chapters 1 and 2 of the Listing Rules and to support its strategy post-completion of the Proposed Acquisition, the Company intends, subject to Shareholder approval, to issue a minimum of 100,000,000 Shares (on a post-Consolidation basis) at an issue price of \$0.05 per Share to raise a minimum of \$5,000,000 before costs and a maximum of 140,000,000 Shares (on a post-Consolidation basis) at an issue price of \$0.05 per Share to raise a maximum of \$7,000,000 before costs.</p> <p>The Public Offer is not underwritten.</p>	Section 4.2 and 4.9
Are there any conditions to the Public Offer?	<p>The Public Offer is conditional upon the following events occurring:</p> <ul style="list-style-type: none"> <li>(a) Shareholder approval of all Essential Resolutions at the Annual General Meeting;</li> <li>(b) the Minimum Subscription to the Public Offer being reached;</li> </ul>	Section 4.6

Item	Summary	Further information
	<p>(c) the Takeover Offer becoming or being declared free of all conditions; and</p> <p>(d) ASX granting conditional approval for the Company to be re-admitted to the Official List, (together the <b>Public Offer Conditions</b>).</p> <p>The Public Offer will only proceed if all of the Public Offer Conditions are satisfied.</p>	
Why is the Public Offer being conducted?	<p>The primary purposes of the Public Offer are to:</p> <p>(a) assist the Company to meet the requirements of ASX to re-comply with ASX's admission requirements under Chapters 1 and 2 of the Listing Rules;</p> <p>(b) provide funding for the continued development of the Company business model and strategy, which, following completion of the Takeover Offer will include the development of the Complii Group's business; and</p> <p>(c) meet the Company's working capital requirements while it is implementing the above.</p>	Section 4.11
<b>B. Acquisition of the Complii Group</b>		
What is the Proposed Acquisition?	The Proposed Acquisition is the Company's proposed acquisition of 100% of the issued capital of Complii pursuant to the Takeover Offer.	Section 4.1
What are the key terms of the Proposed Acquisition under the Bid Implementation Agreement?	<p>The key terms of the Proposed Acquisition are as follows</p> <p>(a) as consideration for the acquisition of 100% of the issued capital of Complii, the Company will offer each shareholder in Complii 1.24357915 Shares, 0.31089478 unlisted Options exercisable at \$0.05 each on or before 31 December 2022 and 0.41452637 unlisted Options exercisable at \$0.10 each on or before 31 December 2023 for every one Complii Share held (all on a post-Consolidation basis);</p> <p>(b) the Proposed Acquisition is conditional upon, and subject to, a number of conditions, including:</p> <p>(i) Intiger acquiring a relevant interest in at least 90% of the aggregate of all the Complii Shares on issue (on a fully-diluted basis), thereby becoming entitled to compulsorily acquire all of the outstanding Complii Shares under Part 6A.1 of the Corporations Act;</p> <p>(ii) the Public Offer closing and, as at the close of the Public Offer, Intiger receiving or becoming entitled to receive, in immediately available funds, gross proceeds of no less than \$5 million (before the costs of the Public Offer) as a result of subscriptions made under the Public Offer; and</p> <p>(iii) the Company obtaining necessary Shareholder approvals in order to change its nature and scale under</p>	Sections 4.1 and 10.1

Item	Summary	Further information
	<p>Listing Rule 11.1.2 as a result of the Takeover Offer, undertake the Public Offer, appoint the Proposed Directors to the Board and complete the Consolidation (among others); and</p> <p>(c) as part of the acceptance documentation for the Takeover Offer, the Complii Shareholders acknowledge that some or all of the Securities that they will be issued under the Takeover Offer may be escrowed in accordance with the requirements of ASX.</p>	
What approvals are being sought at the Annual General Meeting?	<p>At the Annual General Meeting, the Company will seek Shareholder approval for, amongst other things, the following resolutions:</p> <p>(a) approval for a change in nature and/or scale of the Company's activities;</p> <p>(b) the approval of the Consolidation;</p> <p>(c) the issue of up to 140,000,000 Shares (on a post-Consolidation basis) under the Public Offer;</p> <p>(d) the issue of an aggregate of 5,000,000 Shares (on a post-Consolidation basis), comprising the issue of to 1,000,000 Shares to Mr Michael Carter and 4,000,000 Shares to Euroz Hartleys in consideration for facilitating and introducing the Proposed Acquisition to the Company;</p> <p>(e) the issue of 5,000,000 Shares and 10,000,000 Options (on a post-Consolidation basis) on conversion of the Convertible Notes which are on issue; and</p> <p>(f) the issue of 213,698 Shares (on a post-Consolidation basis), which will be issued in connection with the partial repayment of interest owing in respect of the Convertible Notes;</p> <p>(g) the appointment of Mr Craig Mason and Ms Alison Sarich as directors of the Company (together the <b>Proposed Directors</b>);</p> <p>(h) the issue of up to an aggregate of 25,250,000 Performance Rights (on a post-Consolidation basis) to the Proposed Directors in order to link part of the remuneration and fees paid to specific performance criteria; and</p> <p>(i) the adoption of the Performance Rights Plan.</p>	Section 4.7
Why is the Company required to re-comply with Chapters 1 and 2 of the Listing Rules?	<p>The Proposed Acquisition will amount to a significant change in the nature and scale of the Company's activities. Accordingly, the Company is required to obtain Shareholder approval for the Proposed Acquisition and re-comply with Chapters 1 and 2 of the Listing Rules prior to completing the Proposed Acquisition. This Prospectus is issued to assist the Company to re-comply with these requirements.</p> <p>The Company's Shares have been suspended from Official Quotation since 31 August 2020 and will remain suspended from Official Quotation until the Company has completed the Proposed Acquisition and re-complied with Chapters 1 and 2 of the Listing Rules,</p>	Section 4.8

Item	Summary	Further information
	<p>including by satisfaction of ASX's conditions precedent to reinstatement.</p> <p>If Shareholders do not approve the Proposed Acquisition, the Company's securities will not be reinstated to Official Quotation until such time as the Company has demonstrated to ASX that it satisfies Chapter 12 of the Listing Rules.</p> <p>There is a risk that the Company may not be able to meet the requirements for re-quotation on ASX. In the event the Public Offer Conditions are not satisfied, the Company will not proceed with the Public Offer and will repay all application monies received (without interest).</p>	
Who is Complii and the Complii Group?	<p>Complii was incorporated in Western Australia on 8 March 2010. Since incorporation, Complii has operated within the financial technology sector. The Complii Group has a vision of becoming the financial services industry standard in targeted risk, compliance and business technology.</p> <p>The Complii Group has expanded and diversified its product offering, which is demonstrated through the recent acquisition of the following entities:</p> <ul style="list-style-type: none"> <li>(a) Shroogle Pty Ltd (ACN 629 833 432) (<b>Shroogle</b>), acquired in February 2019, has developed an online platform for individuals to apply for a competitive home loan and to seek assistance in the completion of the application process, and support through to settlement (<b>Shroogle Platform</b>);</li> <li>(b) ThinkCaddie Pty Ltd (ACN 619 755 985) (<b>ThinkCaddie</b>), acquired in December 2019, has developed a compliance e-learning module, which has been integrated into the core Complii Platform; and</li> <li>(c) Adviser Solutions Group Pty Ltd (ACN 601 875 521) (<b>ASG</b>), acquired in May 2020, which provides AFSL services to support organisations and individuals who are providing financial advice to their clients. These clients are also provided with access to the core Complii Platform to manage their compliance functions.</li> </ul> <p>The Complii Group provides solutions to the financial services sector covering compliance, capital raising, e-learning, account opening and online portfolio management tools. These solutions are primarily provided through the Complii platform (<b>Complii Platform</b>), a modular and customisable platform that provides a digital solution to meet specific business, compliance and operational needs of financial organisations, their advisers and investors.</p>	Section 6.3
What is the Complii Group's business model?	<p>Complii currently generates revenue primarily from monthly and annual subscription fees paid by customers for use of the Complii Platform. As at the date of this Prospectus, the Complii Group provides approximately 90 clients with access to its services.</p> <p>Complii has experienced significant growth since commencement of its operations and activation of the Complii Platform. Following completion of the Takeover Offer and the Public Offer, the Company intends to utilise the funds raised to:</p>	Section 6.4

Item	Summary	Further information
	<ul style="list-style-type: none"> <li>(a) introduce new service modules to the Complii Platform;</li> <li>(b) continue to develop the existing service modules which are available on Complii Platform;</li> <li>(c) introduce new modules to the Shroogle Platform, including modules relating to superannuation, insurance, investment and tax;</li> <li>(d) conduct marketing and promotional activities to increase the user-base of the Shroogle Platform by targeting potential customers through digital advertisement channels;</li> <li>(e) contract a part-time business development executive to build and contract the pipeline for the ASG services;</li> <li>(f) seek to acquire technology and operations of complementary technology providers; and</li> <li>(g) undertake the gap analysis to adapt the Complii Platform to the needs of international markets, initially in the United Kingdom and Singapore and to market the Complii Platform through strategic partnerships and direct marketing to firms in the designated region.</li> </ul>	
<b>C. Directors</b>		
Who are the Directors and Proposed Directors involved in the Company?	<p>The existing Directors of the Company are:</p> <ul style="list-style-type: none"> <li>(a) Patrick Canion – Non-Executive Chairman;</li> <li>(b) Mark Fisher - Non-Executive Director; and</li> <li>(c) Greg Gaunt – Non-Executive Director.</li> </ul> <p>Upon the Takeover Offer becoming unconditional, changes will be made to the Board, with the resignation of Mr Canion and Mr Fisher and the appointment of the Proposed Directors, such that the Board will then comprise:</p> <ul style="list-style-type: none"> <li>(a) Craig Mason – Executive Chairman;</li> <li>(b) Alison Sarich – Managing Director; and</li> <li>(c) Greg Gaunt – Non-Executive Director.</li> </ul> <p>The profiles of each of the existing Directors and Proposed Directors are set out in Section 9.1.</p>	Section 9.1
What are the significant interests of the existing Directors and the Proposed Directors?	<p>The interests of the existing Directors and Proposed Directors are set out in Section 9.2.</p> <p>As noted within Section 9.2, Mr Craig Mason and Ms Alison Sarich are directors of Complii and Complii Shareholders and will be eligible to receive Shares and Options under the Takeover Offer.</p>	Section 9.2
<b>D. Industry Overview</b>		
What is the industry in which the Company will operate?	The Company will operate in the fintech sector, specifically in the Australian financial services sector.	Section 5

Item	Summary	Further information
What are the barriers to entry?	The key barriers to entry include: (a) development of integrated technology solutions; (b) connectivity to third party systems; and (c) cost.	Section 5.5
What is the regulatory environment in which the Company operates?	The Company will operate within a regime set out in the Corporations Act.	Section 5
<b>E. Financial Information</b>		
How has the Company been performing?	The audited historical financial information of the Company (including its subsidiaries) for the financial years ended 30 June 2018, 30 June 2019 and 30 June 2020 is set out in Section 7.	Section 7
How has Complii been performing?	The audited consolidated historical financial information of the Complii Group for the financial years ended 30 June 2018, 30 June 2019 and 30 June 2020 is set out in Section 7.	Section 7
What is the key financial information for the Company?	The reviewed pro-forma statement of financial position for the Company following completion of the Takeover Offer and the Public Offer is set out in Section 7.	Section 7
<b>F. Key Risks</b>		
What will be the key risks of the Company upon completion of the Proposed Acquisition?	The key risks of the Company will include: (a) retention of existing Complii customers; (b) the Complii Platform continues to meet its customer's needs; (c) data loss, theft or corruption; (d) intellectual property risk; and (e) competition risk.	Section 8
Other risks	For other risks with respect to the industry in which the Company operates and general investment risks, many of which are largely beyond the control of the Company and its Board, please refer to Section 8.	Section 8
<b>G. Public Offer</b>		
Who is the lead manager to the Public Offer?	The Company has appointed Euroz Hartleys Securities Limited (ACN 089 314 983) (AFSL 243302) ( <b>Euroz Hartleys</b> ) as lead manager to the Public Offer. Euroz Hartleys will receive a fee of 6% of the total amount raised under the Public Offer.  In addition, the Company has agreed, subject to obtaining Shareholder approval, issue Euroz Hartleys (or its nominee) 4,000,000 Shares (on a post-Consolidation basis) as consideration for the provision of its services in introducing the Proposed Acquisition to the Company and assisting with its implementation.	Section 4.10
Who is eligible to participate in the Public Offer?	This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be	Section 4.16

Item	Summary	Further information
	restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.	
How do I apply for Shares under the Public Offer?	Applications for Shares under the Public Offer must be made by completing the Application Form attached to this Prospectus in accordance with the instructions set out in the Application Form.	Section 4.12
What will the Company's capital structure look like on completion of the Public Offer?	The Company's capital structure following completion of the Takeover Offer and the Public Offer is set out in Section 6.8.	Section 6.8
What are the terms of the Shares offered under the Public Offer?	A summary of the material rights and liabilities attaching to the Shares offered under the Public Offer are set out in Section 11.2.	Section 11.2
Will any Shares be subject to escrow?	<p>None of the Shares issued under the Public Offer will be subject to escrow.</p> <p>However, subject to the Company being re-admitted to the Official List and completing the Public Offer, certain Shares will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of Official Quotation.</p> <p>During the period in which restricted Shares are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner.</p> <p>The Company will announce to ASX full details (quantity and duration) of the Shares required to be held in escrow prior to the Shares commencing trading on ASX.</p> <p>The Company's 'free float', being the percentage of Shares not subject to escrow and which are held by Shareholders that are not related parties or promoters of the Company (or their associates) at the time of admission to the Official List, will be approximately 62.70% at Minimum Subscription and 67.68% at Maximum Subscription.</p>	Section 6.10
Will the Shares be quoted?	Application for Official Quotation of all Shares to be issued under the Public Offer will be made to ASX no later than 7 days after the date of this Prospectus.	Section 4.14
What are the key dates of the Public Offer?	The key dates of the Public Offer are set out in the indicative timetable in the Key Offer Information Section.	Key Offer Information
What is the minimum investment size under the Public Offer?	Applications for Shares under the Public Offer must be for a minimum of \$2,000 worth of Shares (40,000 Shares on a post-Consolidation basis) and thereafter in multiples of \$500 worth of Shares (10,000 Shares on a post-Consolidation basis).	Section 4.12

Item	Summary	Further information
<b>H. Use of funds</b>		
How will the proceeds of the Public Offer be used?	The Public Offer proceeds and the Company's existing cash reserves will be used for: (a) implementing the Company's business objectives as set out in Section 6; (b) expenses of the Public Offer; and (c) working capital, further details of which are set out in Section 6.6.	Section 6.6
Will the Company be adequately funded after completion of the Public Offer?	The Directors and the Proposed Directors are satisfied that on completion of the Public Offer, the Company will have sufficient working capital to carry out its objectives as stated in this Prospectus.	Section 6.6
<b>I. Additional information</b>		
Is there any brokerage, commission or duty payable by applicants?	No brokerage, commission or duty is payable by applicants on the acquisition of Shares under the Public Offer. However, the Company will pay Euroz Hartleys 6% (ex GST) of the total amount raised under the Prospectus.	Sections 4.17 and 10.2
Can the Public Offer be withdrawn?	The Company reserves the right not to proceed with the Public Offer at any time before the issue or transfer of Shares to applicants. If the Public Offer does not proceed, application monies will be refunded (without interest).	Section 4.19
What are the tax implications of investing in Shares?	The acquisition and disposal of Securities will have tax consequences, which will differ depending on the individual financial affairs of each investor. It is not possible to provide a comprehensive summary of the possible taxation positions of all potential applicants. As such, applicants should obtain their own tax advice prior to deciding whether to subscribe for Securities offered under this Prospectus.	Section 4.18
What is the Company's Dividend Policy?	For the Company to progress its business model as detailed in Section 6.4, significant funding is likely to be required and therefore the Company currently has no plans to declare any dividends. Any future determination as to the payment of dividends by the Company will be at the discretion of the Board and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Board. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.	Section 6.11
What are the corporate governance principles and policies of the Company?	To the extent applicable, in light of the Company's size and nature, the Company has adopted <i>The Corporate Governance Principles and Recommendations (4th Edition)</i> as published by ASX Corporate Governance Council ( <b>Recommendations</b> ). Prior to listing on the ASX, the Company will announce its main corporate governance policies and practices and the Company's compliance and departures from the Recommendations.	Section 9.4

Item	Summary		Further information
Where can I find more information?	(a)	By speaking to your sharebroker, solicitor, accountant or other independent professional adviser;	
	(b)	By contacting the Company Secretary, on + 61 8 6141 3500; or	
	(c)	By contacting the Share Registry on 1300 288 664.	

**Note:**

This Section is a summary only and is not intended to provide full information for investors intending to apply for Securities offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety.

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## 4. DETAILS OF THE OFFERS

### 4.1 Background and Takeover Offer

On 5 October 2020, the Company announced the execution of the Bid Implementation Agreement, setting out a proposal to acquire all of the fully paid ordinary shares in Complii by way of an off-market takeover offer (**Takeover Offer**). The Company lodged its Bidder's Statement for the Takeover Offer with ASIC on 2 November 2020.

Under the Takeover Offer, accepting Complii Shareholders will receive 1.24357915 Shares, 0.31089478 unlisted Options exercisable at \$0.05 each on or before 31 December 2022 and 0.41452637 unlisted Options exercisable at \$0.10 each on or before 31 December 2023 for every one Complii Share held (each stated on a post-Consolidation basis).

### 4.2 The Public Offer

The Public Offer is a public offering of up to 140,000,000 Shares at an issue price of \$0.05 per Share to raise up to \$7,000,000 (**Maximum Subscription**).

The Shares issued under the Public Offer will be fully paid and will rank equally with all other existing Shares currently on issue. A summary of the material rights and liabilities attaching to the Shares is set out in Section 11.2.

The minimum subscription for the Public Offer is \$5,000,000 (100,000,000 Shares) (**Minimum Subscription**). No oversubscriptions above the Maximum Subscription will be accepted by the Company under the Public Offer.

If the Minimum Subscription has not been raised within four (4) months after the date of this Prospectus, the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

### 4.3 Priority Offer

As part of the Public Offer, the Company is making an offer of up to 10,000,000 Shares to existing Shareholders. To be eligible to participate in the Priority Offer, an applicant must be a resident in Australia and be recorded as being the holder of a Share as at the date of issue of this Prospectus (**Eligible Shareholders**).

Any Shares not subscribed for under the Priority Offer will be offered under the Public Offer. As set out in the indicative timetable in Section 2, it is intended that the Priority Offer will close approximately one (1) week prior to the Closing Date under the Public Offer.

The Shares issued under the Priority Offer will be fully paid and will rank equally with all other existing Shares currently on issue. A summary of the material rights and liabilities attaching to the Shares is set out in Section 11.2.

### 4.4 Cleansing Offer

This Prospectus also contains an offer of up to 200 Shares at an issue price of \$0.05 per Share to raise up to \$10 (**Cleansing Offer**).

The Cleansing Offer will open on the opening date of the Public Offer and remain open until the Shares are issued on conversion of the Convertible Notes, unless closed earlier by the Directors, in their sole discretion.

The purpose of the Cleansing Offer is to remove any secondary sale restrictions and facilitate future secondary trading of Shares to be issued by the Company after the close of the Public Offer but prior to the date upon which the Company's Shares are reinstated to Official Quotation, in accordance with section 708A(11) of the Corporations Act.

Applications for Shares under the Cleansing Offer should only be made if you are instructed to do so by the Company.

Prospective investors should note that the Cleansing Offer is only being undertaken for the specific purpose set out in this Section. Given the Cleansing Offer is not considered material, and as there is no intention to issue any Shares under the Cleansing Offer, the impacts of the Cleansing Offer on the Company's capital structure and its balance sheet have not been factored in or taken into account throughout this Prospectus.

#### **4.5 Options Offer**

This Prospectus also contains an offer of 10,000,000 Options exercisable at \$0.05 each on or before 31 December 2021 to the holders of the Convertible Notes (**Noteholders**), which Options will be issued on conversion of the Convertible Notes held by the Noteholders (**Options Offer**).

The purpose of the Options Offer is to remove the need for an additional disclosure document to be issued upon the sale of any Shares that may be issued upon exercise of the Options.

The Options issued under the Options Offer will be issued on the terms and conditions set out in Section 11.5. The Company will not apply for quotation of the Options to be issued under the Options Offer.

The Options Offer will only be extended to the Noteholders. The issue of the Options under the Options Offer will occur within five Business Days of a Liquidity Event.

#### **4.6 Conditions of the Public Offer**

The Public Offer is conditional upon the following events occurring:

- (a) Shareholder approval of all Essential Resolutions at the Annual General Meeting (as set out in Section 4.7);
- (b) the Minimum Subscription to the Public Offer being reached;
- (c) the Takeover Offer becoming or being declared free of all conditions; and
- (d) ASX granting conditional approval for the Company to be re-admitted to the Official List,

(together the **Public Offer Conditions**).

If the Public Offer Conditions are not satisfied then the Public Offer will not proceed and the Company will repay all application monies received under the

Public Offer within the time prescribed under the Corporations Act, without interest.

#### **4.7 Annual General Meeting**

The Company has convened an annual general meeting to seek the Shareholder approval for a number of resolutions which are required to implement the Proposed Acquisition (**Annual General Meeting**), being in summary:

- (a) the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2020, or in the alternative, if the spill resolution is put to Shareholders, the spill resolution not being carried;
  - (b) the change to the nature and scale of the Company's operations resulting from the Proposed Acquisition, for the purposes of Listing Rule 11.1.2;
  - (c) the consolidation of Shares on such basis as will result in the Company having 24,201,686 Shares on issue;
  - (d) the issue of up to 140,000,000 Shares (on a post-Consolidation basis) to raise up to \$7,000,000 under the Public Offer;
  - (e) the issue of an aggregate of 5,000,000 Shares (on a post-Consolidation basis), comprising of the issue of 4,000,000 Shares to Euroz Hartleys and 1,000,000 Shares to Mr Michael Carter (or their respective nominees) in consideration for those persons introducing the Proposed Acquisition to the Company and assisting with its implementation;
  - (f) the issue of 5,000,000 Shares and 10,000,000 Options exercisable at \$0.05 each on or before 31 December 2023 (on a post-Consolidation basis) on conversion of the Convertible Notes;
  - (g) the issue of 213,698 Shares (on a post-Consolidation basis) in partial settlement of interest owing in respect of the Convertible Notes (**Interest Shares**);
  - (h) the appointment of Ms Alison Sarich and Mr Craig Mason as directors of the Company on and from completion of the Proposed Acquisition (together, the **Proposed Directors**);
  - (i) the issue of an aggregate of 25,250,000 Performance Rights (on a post-Consolidation basis) to the Proposed Directors; and
  - (j) the adoption of the Performance Rights Plan,
- (together, the **Essential Resolutions**).

Each of the above Essential Resolutions to be considered at the Annual General Meeting (other than the approval sought in respect of the issue of the Interest Shares as noted at (g) above) are conditional upon the passing of each of the other Essential Resolutions. If any of the Essential Resolutions are not approved, all of the Essential Resolutions (other than the approval sought in respect of the issue of the Interest Shares) will fail and the Takeover Offer (as well as the Public Offer) will not be completed.

Intiger is also seeking Shareholder approval for the change of the name of Intiger to "Complii FinTech Solutions Limited" and the adoption of a new constitution. These resolutions are conditional upon and subject to the Essential Resolutions, though they are not Essential Resolutions.

In addition, Intiger is seeking shareholder approval or ratification (as applicable) for non-essential resolutions, including:

- (a) variation of the terms of the Convertible Notes;
- (b) approval of the issue of 550,000 Shares (on a post-Consolidation basis) to Mr Greg Gaunt (or his nominee) in lieu of accrued directors' fees payable to Mr Gaunt for the period from 1 December 2019 to 31 October 2020 (being \$27,500) (**Director Fee Shares**);
- (c) ratification of the issue of 250,000,000 Shares (on a pre-Consolidation basis) to professional and sophisticated investors who participated in a placement undertaken by Intiger in June 2020 (**June Placement**); and
- (d) approval of the issue of 187,500 Shares (on a post-Consolidation basis) to Euroz Hartleys in consideration for services provided in connection with the June Placement (**Placement Fee Shares**).

Further details of the proposed resolutions are contained in the Notice of Meeting.

#### **4.8 Re-compliance with Chapters 1 and 2 of the Listing Rules**

The Proposed Acquisition will amount to a significant change in the nature and scale of the Company's activities. Accordingly, the Company is required to obtain Shareholder approval for the Proposed Acquisition and re-comply with Chapters 1 and 2 of the Listing Rules prior to completing the Proposed Acquisition.

As set out in Section 4.7 above, the Company will seek Shareholder approval for the change in the nature and scale of the Company's activities as a result of the Proposed Acquisition at the Annual General Meeting.

The Company's Shares have been suspended from Official Quotation since 31 August 2020 and will remain suspended from Official Quotation until the Company has completed the Proposed Acquisition and re-complied with Chapters 1 and 2 of the Listing Rules, including satisfaction of ASX's conditions to reinstatement.

If Shareholders do not approve the Proposed Acquisition, the Company's securities will not be reinstated to Official Quotation until such time as the Company has demonstrated to ASX that it satisfies Chapter 12 of the Listing Rules.

#### **4.9 Underwritten**

The Public Offer is not underwritten.

#### **4.10 Lead Manager**

The Company has entered into a mandate agreement with Euroz Hartleys under which the Company has appointed Euroz Hartleys as its financial and corporate advisor in relation to the Takeover Offer and lead manager in relation to the Public

Offer (**Euroz Hartleys Mandate**). In accordance with the terms of the Euroz Hartleys Mandate, the Company has agreed to:

- (a) pay Euroz Hartleys a management fee of 2% of the funds raised under the Public Offer (being a fee of up to \$140,000);
- (b) pay Euroz Hartleys a placement fee of 4% of the funds raised under the Public Offer (being a fee of up to \$280,000); and
- (c) subject to obtaining Shareholder approval, issue Euroz Hartleys (or its nominee) 4,000,000 Shares (on a post-Consolidation basis) as consideration for the provision of its services in introducing the Proposed Acquisition to the Company and assisting with its implementation.

For further information in relation to the Euroz Hartleys Mandate, please refer to Section 10.2.

#### **4.11 Purpose of the Public Offer**

The primary purposes of the Public Offer are to:

- (a) assist the Company to re-comply with ASX's admission requirements under Chapters 1 and 2 of the Listing Rules;
- (b) provide funding for the continued development of the Company business model and strategy, which, following completion of the Takeover Offer will include the development of the Complii Group's business (refer to Section 6.4); and
- (c) satisfy the Company's working capital requirements while it is implementing the above.

The Company intends on applying the funds raised under the Public Offer, together with its existing cash reserves, in the manner detailed in Section 6.6.

#### **4.12 Applications**

Applications for Shares under the Public Offer must be made by using the relevant Application Form as follows:

- (a) using an online Application Form at <https://investor.automic.com.au/#/w/intigergroup> and pay the application monies electronically; or
- (b) completing a paper-based application using the relevant Application Form attached to, or accompanying, this Prospectus or a printed copy of the relevant Application Form attached to the electronic version of this Prospectus.

By completing an Application Form, each applicant under the Public Offer will be taken to have declared that all details and statements made by them are complete and accurate and that they have personally received the Application Form together with a complete and unaltered copy of the Prospectus.

Applications for Shares under the Public Offer must be for a minimum of \$2,000 worth of Shares (40,000 Shares) and thereafter in multiples of \$500 worth of Shares (10,000 Shares) and payment for the Shares must be made in full at the issue price of \$0.05 per Share.

Completed Application Forms and accompanying cheques, made payable to **"Intiger Group Limited Application Account"** and crossed **"Not Negotiable"**, must be mailed or delivered to the address set out on the Application Form by no later than 5:00pm (WST) on the Closing Date, which is scheduled to occur on 17 November 2020 (in respect of the Priority Offer) or 24 November 2020 (in respect of the Public Offer).

If paying by BPAY®, please follow the instructions on the Application Form. A unique reference number will be quoted upon completion of the online application. Your BPAY reference number will process your payment to your application electronically and you will be deemed to have applied for such Shares for which you have paid. Applicants using BPAY should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the Closing Date of the Public Offer. You do not need to return any documents if you have made payment via BPAY.

If an Application Form is not completed correctly or if the accompanying payment is the wrong amount, the Company may, in its discretion, still treat the Application Form to be valid. The Company's decision to treat an application as valid, or how to construe, amend or complete it, will be final.

The Company reserves the right to close the Public Offer early.

#### **4.13 Allocation Policy under the Public Offer and the Priority Offer**

The Company retains an absolute discretion to allocate Shares under the Public Offer and the Priority Offer and reserves the right, in its absolute discretion, to allot to an applicant a lesser number of Shares than the number for which the applicant applies or to reject an Application Form. If the number of Shares allotted is fewer than the number applied for, surplus application money will be refunded without interest as soon as practicable.

No applicant under the Public Offer and the Priority Offer has any assurance of being allocated all or any Shares applied for. The allocation of Shares by Directors (in conjunction with Euroz Hartleys) will be influenced by the following factors:

- (a) the number of Shares applied for;
- (b) the overall level of demand for the Public Offer and the Priority Offer;
- (c) the desire for a spread of investors, including institutional investors; and
- (d) the desire for an informed and active market for trading Shares following completion of the Public Offer.

The Company will not be liable to any person not allocated Shares or not allocated the full amount applied for.

#### **4.14 ASX listing**

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. However, applicants should be aware that ASX will not commence Official Quotation of any Shares until the Company has re-complied with Chapters 1 and 2 of the Listing Rules. As such, the Shares may not be able to be traded for some time after the close of the Public Offer.

If the Shares are not admitted to Official Quotation by ASX before the expiration of 3 months after the date of issue of this Prospectus, or such period as varied by the ASIC, the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

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

#### **4.15 Issue**

Subject to the Public Offer Conditions being met, the issue of Shares offered by this Prospectus will take place as soon as practicable after the Closing Date.

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

Holding statements for Shares issued to the issuer sponsored subregister and confirmation of issue for CHESS holders will be mailed to applicants being issued Shares pursuant to the Public Offer as soon as practicable after their issue.

#### **4.16 Applicants outside Australia**

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Securities or otherwise permit a public offering of the Securities the subject of this Prospectus in any jurisdiction outside Australia. Applicants who are resident 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.

If you are outside Australia it is your responsibility to obtain all necessary approvals for the issue of the Securities pursuant to this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by you that all relevant approvals have been obtained.

#### **4.17 Commissions payable**

The Company reserves the right to pay a commission of up to 6% (exclusive of goods and services tax) of amounts subscribed through any licensed securities dealers or Australian financial services licensee in respect of any valid applications lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian financial services licensee. Payments will be subject to the receipt of a proper tax invoice from the licensed securities dealer or Australian financial services licensee.

Euroz Hartleys will be responsible for paying all commission that they and the Company agree with any other licensed securities dealers or Australian financial services licensees out of the fees paid by the Company to Euroz Hartleys under the Euroz Hartleys Mandate.

#### **4.18 Taxation**

The acquisition and disposal of Securities will have tax consequences, which will differ depending on the individual financial affairs of each investor.

It is not possible to provide a comprehensive summary of the possible taxation positions of all potential applicants. As such, all potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Securities from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of subscribing for Securities under this Prospectus or the reliance of any applicant on any part of the summary contained in this Section.

No brokerage, commission or duty is payable by applicants on the acquisition of Securities under the Public Offer.

#### **4.19 Withdrawal of Public Offer**

The Public Offer may be withdrawn at any time. In this event, the Company will return all application monies (without interest) in accordance with applicable laws.

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## **5. INDUSTRY OVERVIEW**

### **5.1 Introduction**

Complii operates within the fintech sector of the Australian financial services industry, supporting the operations of Australian based firms.

The term “fintech” describes a business that creates software and modern technology to support the delivery of or provide financial services to consumers and/or organisations.

Complii focuses on the financial services industry, an industry which is highly regulated. Since March 2004, every financial services business in Australia has had to be licensed under Financial Services Reform Act.

Financial services firms must hold an AFSL or be an authorised representative of a licence holder. Generally, most people entering the industry will become an authorised representative of a licence holder. The Corporations Act sets out the requirements an AFSL holder must meet. All licensed providers are required to have relevant compliance systems in place (e.g. for risk management, training of authorised representatives and dispute resolution systems) among other ongoing compliance obligations.

Licensees are also accountable for the conduct of their agents and employees. Financial advisers must have a reasonable basis for the advice and recommendations they offer and this advice must be appropriate for the client. Advisers must also manage any conflicts of interest that may arise and act in the best interest of the client. ASIC has introduced minimum training requirements that all authorised representatives must meet if they want to provide financial advice.

### **5.2 Australian Financial Services industry**

Industry operators provide, amongst other things, investment banking and brokerage services. Brokerage services include trading stocks, shares or other financial assets on a commission or transaction fee basis. Investment banking services include corporate finance and advisory services, underwriting and principal trading. Although absolute trade volumes have increased, higher compliance costs have forced many brokers to seek cost effective process automation for compliance and business needs.

The industry is highly regulated and constantly changing its economic life cycle. The industry is also characterised by low market share concentration. Investment banks and securities brokers charge a premium for specialised services such as listing valuations and ongoing financial advice.

The industry is characterised by high barriers to entry. For securities brokers, barriers to entry include capital requirements set by the ASX and other regulatory requirements. The Financial Services Reform Act attaches stringent requirements to the licensing of market participants.

Further, the Federal Government implemented the Future of Financial Advice (**FOFA**) reforms in July 2013, in response to several cases of poor financial advice from industry professionals that led to significant losses for clients. The FOFA reforms aim to ensure the industry's professional integrity and transparency. In addition, the Financial Services Royal Commission has placed significant regulatory pressure on industry operators and the industry is anticipated to continue restructuring in the future as FOFA reforms are refined in line with the recommendations from the Financial Services Commission final report.

### 5.3 Australian Residential Mortgage Market

Shroogle, which operates the Shroogle Platform, is a mortgage broker which currently offers online platform residential home loans.

In Australia, the mortgage broking industry is primarily regulated by ASIC under the NCCP Act. The NCCP Act regulates the activities of persons who engage in credit activities. The Australian residential mortgage market is dominated by the four major banks, being the traditional lenders that cover the full mortgage chain from funding to distribution. Non-bank lending has a comparatively smaller market share. However, since the deregulation of the Australian financial system in the 1980's the lending market has become significantly more sophisticated and competitive.

This has also led to a significant increase in the number of mortgage products available and the sophistication and complexity of these products.

The services of mortgage brokers are increasingly important in the Australian landscape. Third party distribution is an important distribution channel for major banks. It has assisted them to maintain and grow their market share. Additionally, mortgage brokers are becoming the distribution method of choice for smaller lenders as these entities do not possess the branch footprint of larger banks.

The obligations imposed on SCS under its Australian Credit Licence (under which Shroogle is an authorised representative) and the NCCP Act include requirements relating to competence, training and managing conflicts of interest as well as requirements to:

- (a) have an internal dispute resolution process and be a member of an approved external dispute resolution scheme;
- (b) hold a professional indemnity insurance policy;
- (c) have adequate compliance arrangements and systems;
- (d) do all things necessary to ensure that the credit activities are engaged in efficiently, honestly and fairly; and
- (e) comply with the credit legislation.

### 5.4 Competitive Market

The market for supplying enterprise software to customers is highly competitive. Complii's competitors are predominantly technology companies that already provide other service functions to the industry. Key drivers of both competition and market share between such providers principally centre around:

- (a) the richness of the technology to meet the required functions for the designated market segment;
- (b) ability to establish connectivity to brokers, third party trading systems and other sources for data exchange; and
- (c) cost.

## 5.5 Barriers to Entry

There are a number of barriers to entry which may limit the ability of new market participants to enter the markets in which it operates. These barriers to entry include:

- (a) proven products, developed brand and existing established client base requiring new entrants to outlay for an extensive sales and marketing program, which is likely to be costly and time intensive, in competition to the existing Complii brand;
- (b) offering modules to integrate business functions and services to support operational efficiency across multiple business functions, minimising the need for rekeying data across multiple systems;
- (c) features must be regularly added to the platform in response to changing regulatory conditions that frequently occur in the financial services industry;
- (d) existing and new competitors needing to invest a significant amount of time and capital into the design, development, testing and launch of marketable enterprise software solutions offerings; and
- (e) established data exchange with a range of brokers and other third party vendors.

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## **6. COMPANY OVERVIEW**

### **6.1 Background**

Intiger was registered as a public company in Western Australia under the name 'Gowings Retail Limited' on 24 September 2001.

Intiger was admitted to the Official List on 14 December 2001, with Official Quotation commencing on 18 December 2001. Intiger has previously operated a retail business that focused on internet shopping through an on-line portal, then as a junior explorer, before the acquisition of the Intiger Group, a financial services technology company, on 18 August 2016. Following completion of the acquisition and re-compliance with the Listing Rules, the securities of Intiger were reinstated to Official Quotation on 1 September 2016.

Intiger's business model has been to develop software dedicated to supporting professional financial planners to meet the needs of their clients. This has been done by seeking to reduce back office and operational costs.

Intiger has developed and launched a software platform, "BOOM2", which has been designed to digitalise and automate core components of the financial planning process including the production of automated statements of advice, to track key performance indicators of a financial planning practice and to deliver oversight and control to both licensees and financial planning practices nationally.

In addition, Intiger has also established an offshore processing solution for the financial planning sector, which seeks to deliver financial planning back office and administrative processing services for various documents.

### **6.2 Company Strategy**

The Company is proposing to acquire 100% of the issued capital of Complii pursuant to the Takeover Offer.

Following completion of the Proposed Acquisition and reinstatement to quotation of the Company's Shares on ASX, the Company's primary focus will be to develop the business of Complii in line with its business model and strategy as outlined in Section 6.4.

Following completion of the Proposed Acquisition, the Board will undertake an analysis of Intiger's existing business and assess the potential synergies between the businesses. The Directors have not made a decision as to how the Company's current business will be treated. The Company may sell or otherwise dispose of, or cease to continue funding the Company's current business, but no decision has yet been made to that effect.

### **6.3 Overview of Complii**

Complii was incorporated in Western Australia on 8 March 2010, as a proprietary company limited by shares ('Complii Pty Ltd'). Complii subsequently changed its name to Complii Fintech Solutions Pty Ltd' on 4 April 2016, then converted to an unlisted public company limited by shares on 26 May 2016.

Since incorporation, Complii has operated within the financial technology sector. The Complii Group has a vision of becoming the financial services industry standard in targeted risk, compliance and business technology.

The Complii Group provides solutions to the financial services sector covering compliance, capital raising, e-learning, account opening and online portfolio management tools. These solutions are primarily provided through the Complii Platform, a modular and customisable platform that provides a digital solution to meet specific business, compliance and operational needs of financial organisations, their advisers and investors. ThinkCaddie can also be accessed externally to the Complii Platform.

The Complii Group is expanding and diversifying its product offering, which is demonstrated through the recent acquisition of the following entities:

- (a) Shroogle Pty Ltd (ACN 629 833 432) (**Shroogle**), acquired in February 2019, has developed an online platform for individuals to apply for a competitive home loan and to seek assistance in the completion of the application process, and support through to settlement (**Shroogle Platform**);
- (b) ThinkCaddie Pty Ltd (ACN 619 755 985) (**ThinkCaddie**), acquired in December 2019, which developed a compliance e-learning module, which has been integrated into the core Complii Platform; and
- (c) Adviser Solutions Group Pty Ltd (ACN 601 875 521) (**ASG**), acquired in May 2020, which provides services to support organisations and individuals who are providing financial advice to their clients. These clients are also provided with access to the core Complii Platform to manage their compliance functions.

A summary of the Complii Platform, the Shroogle Platform and the services provided by ASG are set out below.

### 6.3.1 Complii Platform

The Complii Platform digitises compliance, capital raising and operational functions, assisting stockbrokers, financial planners and other AFSL holders to meet their regulatory obligations. The Complii Platform is a secure service that allows customers to subscribe to service module(s), as set out in the table below.

<b>Electronic Compliance</b>	<p>A digital platform that removes the need for paper-based compliance functions. This customisable software has been designed to automate, record and report on targeted AFSL holder compliance obligations.</p> <p>Target customers for this module generally consist of registered AFSL holders (particularly wealth management and stockbroker firms).</p> <p>Refer to Section 6.3.2 for further details.</p>
<b>Capital Raisings</b>	<p>Manages the core capital raising functions allowing financial advisers to manage the bidding, scale back and allocation process. Successful bids letters can be automatically sent to clients who have the option to electronically accept.</p> <p>Target customers for this module generally consist of registered AFSL holders (particularly wealth management and stockbroker firms).</p>
<b>Client Portfolios</b>	<p>Enables the customer's client to log on securely to view their investment portfolio. Investors can also upload and manage assets held outside their trading accounts, to update their investor profile, add stocks to watch lists and contact their adviser through a secure channel. Both investors and advisers have the ability to view and print trading statements, ledger activity, contract notes and end of financial year reports.</p>

	Target customers for this module generally consist of end customers of registered AFSL holders (particularly wealth management and stockbroker firms).
<b>Account Fast</b>	<p>An account opening application which allows advisers to establish a fully compliant investor account digitally. A snapshot of the investor's identification details is uploaded into the application for external AML verification and an account can be created within minutes in an external brokers' back-office system.</p> <p>Target customers for this module generally consist of registered AFSL holders (particularly wealth management and stockbroker firms).</p>
<b>ThinkCaddie</b>	<p>A platform that helps financial advisers and AFSL licensees meet their legislated continuing professional development (CPD) obligations by aggregating CPD content relevant to the industry from more than 350 CPD hours of active content from leading financial services content providers. Users can consume the content, demonstrate applied learning outcomes and track it against their Financial Adviser Standards and Ethics Authority CPD requirements. From a management perspective, ThinkCaddie alleviates the burden of following up representatives through the use of automated reminder emails, progress overview snapshots and real-time CPD reporting.</p> <p>Target customers for this module generally consist of financial advisers.</p>

The services modules have been designed and developed by industry professionals with collaborative input from stakeholders and customers and are updated on an ongoing basis to offer new functions and to comply with new regulatory obligations.

Users access the Complii Platform based on a subscription model of monthly or annual fees, charged according to the number of users and the modules utilised.

### 6.3.2 Electronic Compliance

Complii's Electronic Compliance module delivers automation of the day to day regulatory functions for financial advisers who provide wholesale and retail advice. These firms use Complii to risk profile customers, maintain a history of their trading activities and associated compliance obligation when providing financial advice. Electronic Compliance is designed to provide financial advisers the workflow tools to maintain their required compliance obligations and the digital records.

Electronic Compliance is a comprehensive electronic system that was developed to enhance a compliance department's oversight and improve compliance efficiencies whilst ensuring the organisation is protected against the ever changing landscapes and risks of the industry.

With its core framework of profiling investors and ensuring the right compliance documentation is produced based off the profile, retail investors can update their Know Your Client (KYC) and risk profiles online, with the change flowing directly into Complii's Statement of Advice templates. Statement of Advice are designed to be effortless for the advisor with auto-flow of information including KYC and risk profiles, research, asset allocations, proposed portfolio, graphics, fees as well as statutory requirements for Statement of Advices. As with Statement of Advices, Complii's Record of Advice, General advice and No advice templates are order based to ensure advice is accurately being sent to investors, helping fulfil AFSL regulation obligations.

### **6.3.3 Shroogle, Personal Advice Service**

Shroogle launched an online mortgage broking service in October 2019, which enables customers to find a competitive product over the life of a home loan from a database of twenty mortgage lenders. This service is supported by an assigned Credit Officer who assists customers throughout the application process. The Shroogle Platform currently operates on a business-to-consumer basis, offering its services directly to customers.

Shroogle and its employees provide services under the Australian Credit Licence held by SCS Credit Services Pty Ltd (ACN 638 160 782) (ACL 520 938), another subsidiary of Complii.

Shroogle is currently in the process of expanding its product offering to provide comprehensive personalised financial advice and related services to meet the needs of Australian consumers.

Shroogle generates revenue by charging customers a fixed fee (deducted from the commission paid by the lender) regardless of the size of the loan. As a fixed fee is charged for this service, customers are rebated for any commissions earned by Shroogle. This means that, in essence, the larger the loan, the larger the rebate paid to the customer. The revenue model differentiates Shroogle from most other mortgage brokers which do not charge customers a fixed fee and will not provide a rebate to the customers for the difference between the fixed fee and the value of the commissions earned by Shroogle.

Shroogle is continuing to improve the Shroogle Platform to meet the personal finances services needs of Australian consumers.

Target customers for this product consist of Australian based consumers who are considering a home loan.

### **6.3.4 Adviser Solutions Group**

ASG provides corporate authorised representative services and applicable AFSL supervisory functions to financial services firms and their advisers. ASG has established trading connectivity to offer domestic ASX trading capability and settlement services to support customers' back-office functions.

Clients of ASG are also provided with access to the Complii Platform, enabling ASG to actively manage the compliance supervisory functions.

Under this service, revenue is earned from the customer on either a fixed fee basis per capital raise deal, or on the basis of a recurring monthly fee for corporate authorised representative services. With respect to ASG trading and settlement service, the customer and ASG will share the broker commission revenue after deducting direct brokerage costs.

The target market is financial advisers seeking to establish or already operating their own business, but who do not have the capacity to establish the compliance and other business functions to support their AFSL requirements and day to day business functions.

The financial service advice market is changing as smaller operators are exiting this market, due to the history of issues raised through the Financial Services Royal Commission and with the significant increase in regulatory requirements. Complii believes that this exit may lead to individual financial advisers or small groups of

financial advisers seeking alternative groups (such as ASG) to provide the support services which will enable the financial advisers to provide these services.

#### **6.4 Revenue and Business Model**

Complii currently generates revenue primarily from monthly and annual subscription fees paid by customers for use of the Complii Platform. At present, the Complii Group provides approximately 90 clients with access to its services.

Complii has experienced significant growth since commencement of its operations and activation of the Complii Platform. Following completion of the Takeover Offer and the Public Offer, the Company intends to utilise the funds raised to:

- (a) introduce new service modules to the Complii Platform. Complii is currently researching and developing service modules, which, if successfully developed will:
  - (i) enhance the ability of its customers to manage risk through the introduction of a compliance task manager and operational risk registers;
  - (ii) create an efficient and cost-effective research library framework;
  - (iii) improve its current functional system into a professional customer relationship management platform layer and user interface; and
  - (iv) support international opportunities;
- (b) continue to develop the existing service modules which are available on Complii Platform. Complii is currently researching developments to these existing modules which, if successfully developed will:
  - (i) expand its capital raising offering direct to the retail market;
  - (ii) expand its offering to existing clients to include voluntary corporate actions, which require instructions/and or cash payments from clients to participate in corporate actions; and
  - (iii) enable financial crimes reporting by capturing a client's profile and being able to run the data from sanction scanning, potentially exposed persons and adverse media databases to produce alerts;
- (c) introduce new modules to the Shroogle Platform, including modules relating to superannuation, insurance, investment and tax;
- (d) conduct marketing and promotional activities to increase the user-base of the Shroogle Platform by targeting potential customers through digital advertisement channels;
- (e) contract a part-time business development executive to seek to increase the number of clients using the ASG services;
- (f) seek to acquire technology and operations of complementary technology providers; and

- (g) undertake the gap analysis to adapt the Complii Platform to the needs of international markets, initially in the United Kingdom and Singapore and to market the Complii Platform through strategic partnerships and direct marketing to firms in the designated region.

## 6.5 Key Dependencies of the Business Model

The key factors that Complii will depend on to meet its objectives are:

- (a) continual development and updates to the Complii Platform to ensure compliance with regulatory requirements;
- (b) customers' willingness to utilise the Complii Platform and to pay for the products and services that the Complii Group provides;
- (c) being able to increase the number of customers using the Complii Platform and the number of service modules that each customer subscribes for, to achieve economies of scale and to generate revenue;
- (d) raising sufficient funds to:
  - (i) develop its technology further; and
  - (ii) pursue business growth opportunities,
 while the Company works towards generating profits from the commercialisation of its technology (which will include the technology of the Complii Group); and
- (e) maintenance of its existing Australian Financial Services Licence and Australian Credit Licence.

## 6.6 Use of Funds

The Company intends to apply funds raised from the Public Offer, together with existing cash reserves, over the first two years following reinstatement of the Company's Shares to Official Quotation as follows:

Use of Funds	Minimum Subscription (\$5.0 million)	Maximum Subscription (\$7.0 million)
Complii product development and integration <sup>1</sup>	1,100,000	1,580,000
Marketing of Complii Platform	700,000	1,000,000
Strategic and acquisition opportunities	440,000	690,000
Business expansion costs <sup>2</sup>	1,411,000	2,000,000
Costs of the Public Offer <sup>3</sup>	601,000	721,000
Other costs associated with the Proposed Acquisition	250,000	250,000
Working capital following Public Offer	498,000	759,000
<b>Total Use of Funds</b>	<b>5,000,000</b>	<b>7,000,000</b>

### Note:

1. Includes the ongoing development of existing service modules which are available on the Complii Platform.. Also includes salary to key management personnel of Complii.

- Includes the the introduction of new service modules to the Complii Platform and the Shroogle Platform to expand its offering to clients, together with hiring of additional staff for the Complii's business (such as a part time business development executive for the ASG services)..
- Refer to Section 11.10 for further details.

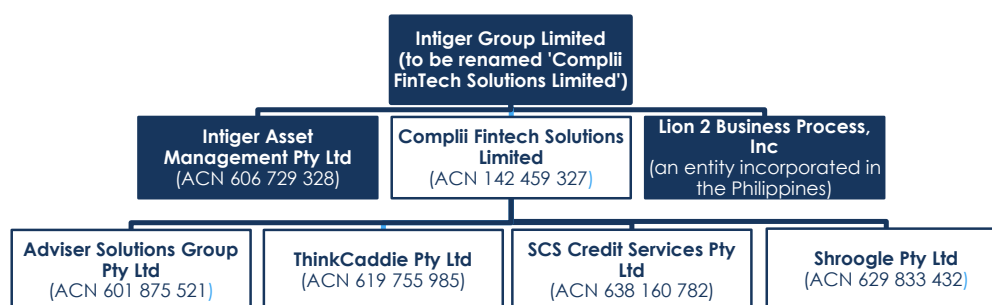
In the event the Company raises more than the Minimum Subscription of \$5,000,000 under the Public Offer but less than the Maximum Subscription, the additional funds raised will be first applied towards the expenses of the Public Offer and then proportionally to each of the Complii development areas listed above.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

The existing Directors and the Proposed Directors consider that following completion of the Public Offer, the Company will have sufficient working capital to carry out its stated objectives. It should however be noted that an investment in the Company is speculative and investors are encouraged to read the risk factors outlined in Section 8.

## 6.7 Corporate Structure

If the Takeover Offer is successful and Intiger acquires all Complii Shares on issue, the corporate structure of the Company will be as shown in the diagram below.



The above structure does not include Intiger Asset Management Limited (an entity incorporated under the laws of Hong Kong), a wholly owned subsidiary of Intiger, as this entity is currently being de-registered.

## 6.8 Capital Structure

The capital structure of the Company following completion of the Public Offer is summarised below:

	Shares <sup>3</sup>		Options	Performance Rights	Convertible Notes
	Minimum Subscription	Maximum Subscription			
Existing Securityholders <sup>2</sup>	24,201,686	24,201,686	-	-	200,000
Securities issued on conversion of Convertible Notes and partial	5,213,698	5,213,698	10,000,000 <sup>4</sup>	-	(200,000)

	Shares <sup>3</sup>		Options	Performance Rights	Convertible Notes
	Minimum Subscription	Maximum Subscription			
repayment of interest owed					
Facilitation Shares	5,000,000	5,000,000	-	-	-
Placement Fee Shares	187,500	187,500	-	-	-
Director Fee Shares	550,000	550,000	-	-	-
Securities offered to Complii Shareholders under the Takeover Offer <sup>5</sup>	124,000,000	124,000,000	72,333,338 <sup>6</sup>	-	-
Public Offer	100,000,000	140,000,000	-	-	-
Incentive Performance Rights <sup>7</sup>	-	-	-	25,250,000	-
<b>TOTAL</b>	<b>259,152,884</b>	<b>299,152,884</b>	<b>82,333,338</b>	<b>25,250,000</b>	<b>-</b>

**Notes:**

- Figures are stated on a post-Consolidation basis.
- The number of Shares on issue following completion of the Consolidation will be subject to rounding.
- The rights attaching to the Shares are summarised in Section 11.2.
- The Options issued on conversion of the Convertible Notes will be exercisable at \$0.05 each on or before 31 December 2023. The full terms and conditions of these Options are set out in Section 11.5.
- The number of Securities to be issued to Complii Shareholders under the Takeover Offer will be subject to rounding of fractional entitlements.
- Comprising of 31,000,002 Options which are exercisable at \$0.05 each on or before 31 December 2022 and 41,333,336 Options which are exercisable at \$0.10 each on or before 31 December 2023.
- Comprising of 2,250,000 Class A Performance Rights, 3,000,000 Class B Performance Rights, 4,000,000 Class C Performance Rights, 4,000,000 Class D Performance Rights, 4,000,000 Class E Performance Rights, 4,000,000 Class F Performance Rights and 4,000,000 Class G Performance Rights. Refer to Section 11.3 for a summary of the terms and conditions of the Performance Rights.

## 6.9 Substantial Shareholders

Based on publicly available information as at the date of this Prospectus, there are no persons who (together with their associates) have a relevant interest in 5% or more of the Shares on issue.

Those Shareholders holding 5% or more of the Shares on issue on completion of the Public Offer are set out in the respective table below.

Shareholder	Shares	Options	Performance Rights	Percentage (%)	
				Minimum Subscription	Maximum Subscription
Mr Anthony Raymond Cunningham	18,393,903	10,729,776 <sup>2</sup>	-	7.10%	6.15%
Mr Jason Peterson	16,419,391	9,577,978 <sup>3</sup>	-	6.34%	5.49%

Shareholder	Shares	Options	Performance Rights	Percentage (%)	
				Minimum Subscription	Maximum Subscription
Mr Craig Mason	15,661,582	9,135,922 <sup>2</sup>	18,500,000	6.04%	5.24%

**Notes:**

1. Securities are stated on a post-Consolidation basis.
2. Comprising 4,598,475 Options which are exercisable at \$0.05 each on or before 31 December 2022 and 6,131,301 Options which are exercisable at \$0.10 each on or before 31 December 2023.
3. Comprising 4,104,848 Options which are exercisable at \$0.05 each on or before 31 December 2022 and 5,473,130 Options which are exercisable at \$0.10 each on or before 31 December 2023.
4. Comprising 3,915,395 Options which are exercisable at \$0.05 each on or before 31 December 2022 and 5,220,527 Options which are exercisable at \$0.10 each on or before 31 December 2023.

The Company will announce to the ASX details of its top-20 Shareholders (following completion of the Public Offer) prior to the Shares commencing trading on ASX.

## 6.10 Restricted Securities

None of the Shares issued under the Public Offer will be subject to escrow.

However, subject to the Company being re-admitted to the Official List and completing the Public Offer, certain Shares will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of Official Quotation. During the period in which these Shares are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner.

In addition, as the Securities issued to accepting Complii Shareholders under the Takeover Offer will be issued in consideration for the acquisition of a classified asset, certain Securities issued under the Takeover Offer may be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of Official Quotation.

Intiger will apply to the ASX for a waiver from the certain restriction requirements on the basis that a majority of Complii Shareholders paid cash for their Complii Shares upon issue by Complii and have held their Complii Shares for a substantial period of time prior to Intiger making the Takeover Offer.

While the ASX has not yet confirmed the final escrow position applicable to the Company's Shareholders, the Company anticipates that the following Securities will be subject to escrow:

- (a) subject to the ASX waiver noted above being granted, the following escrow position is anticipated to apply to Securities offered under the Takeover Offer:
  - (i) the following Securities are expected to be escrowed for a period of 12 months from the date that the Complii Shareholders who accept the Takeover Offer were issued their Complii Shares:
    - (A) 15,835,322 Shares;

- (B) 3,958,829 Options exercisable at \$0.05 each on or before 31 December 2022; and
    - (C) 5,278,441 Options exercisable at \$0.10 each on or before 31 December 2023;
  - (ii) the following Securities are expected to be escrowed for a period of 24 months from the date of recommencement of trading of the Company's Shares on the Official List;
    - (A) 59,397,307 Shares;
    - (B) 14,849,323 Options exercisable at \$0.05 each on or before 31 December 2022; and
    - (C) 19,799,101 Options exercisable at \$0.10 each on or before 31 December 2023;
- (b) the 213,698 Interest Shares issued in connection with the repayment of interest owing in respect of the Convertible Notes are expected to be escrowed for a period of 12 months from the date of issue; and
- (c) the 10,000,000 Options issued on conversion of the Convertible Notes, the 25,250,000 Performance Rights, the 5,000,000 Facilitation Shares, the 187,500 Placement Fee Shares and the 550,000 Director Fee Shares are expected to be escrowed for a period of 24 months from the date of recommencement of trading of the Company's Shares on the Official List.

The number of Shares that are subject to ASX imposed escrow are at ASX's discretion in accordance with the Listing Rules and underlying policy. The above is a good faith estimate of the Shares that are expected to be subject to ASX imposed escrow.

The Company will announce to the ASX full details (quantity and duration) of the Shares required to be held in escrow prior to the Shares commencing trading on ASX (which admission is subject to ASX's discretion and approval).

The Company's 'free float', being the percentage of Shares not subject to escrow and which are held by Shareholders that are not related parties or promoters of the Company (or their associates) at the time of admission to the Official List, will be approximately 62.70% at Minimum Subscription and 67.68% at Maximum Subscription.

## 6.11 Dividend Policy

For the Company to progress its business model as detailed in Section 6.4, significant funding is likely to be required and therefore the Company currently has no plans to declare any dividends.

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

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## 7. FINANCIAL INFORMATION

### 7.1 Introduction

This Section sets out the Historical Financial Information of Intiger and Complii and the Pro Forma Historical Financial Information (collectively the **Financial Information**). The Directors are responsible for the inclusion of all Financial Information in the Prospectus. The purpose of the inclusion of the Financial Information is to illustrate the effects of the Proposed Acquisition. Bentleys Audit & Corporate (WA) Pty Ltd (**Bentleys**) has prepared an Independent Limited Assurance Report in respect to the Historical Financial Information and the Pro Forma Historical Financial Information. A copy of this report, within contains an explanation of the scope and limitation of Bentleys' work is set out in Annexure A.

In substance, the acquisition involves Complii's existing shareholders gaining control of the Company. In accordance with reverse asset acquisition accounting principles and Australian Accounting Standards, the ongoing consolidated financial statements of the Company subsequent to the transaction will represent the continuation of Complii.

All information present in this Section should be read in conjunction with the balance of this Prospectus, including the Independent Limited Assurance Report in Annexure A.

### 7.2 Basis and method of preparation

The historical financial information has been prepared in accordance with the recognition and measurement requirements of Australian Accounting Standards and the accounting policies adopted by Intiger as detailed in Section 7.7. The pro forma financial information has been derived from the historical financial information and assumes the completion of the pro forma adjustments as set out in Note 2 as if those adjustments had occurred as at 30 June 2020.

The financial information contained in this Section of the Prospectus is presented in an abbreviated form and does not contain all the disclosures that are provided in a financial report prepared in accordance with the Corporations Act and Australian Accounting Standards and Interpretations.

The historical financial information comprises the following (collectively referred to as the **Historical Financial Information**):

- (a) the historical Consolidated Statements of Profit or Loss and Other Comprehensive Income for the years ended 30 June 2018, 30 June 2019 and 30 June 2020 for Intiger and Complii; and
- (b) the historical Consolidated Statements of Financial Position as at 30 June 2018, 30 June 2019 and 30 June 2020 of Intiger and Complii; and
- (c) the historical Consolidated Statements of Cash Flows for the years ended 30 June 2018, 30 June 2019 and 30 June 2020 for Intiger and Complii.

The pro forma financial information comprises (collectively referred to as the **Pro Forma Financial Information**):

- (a) the pro forma statement of financial position as at 30 June 2020, prepared on the basis that the pro forma adjustments and subsequent events detailed in Note 2 had occurred as at 30 June 2020; and

(b) the notes to the pro forma financial information,  
(collectively referred to as **the Financial Information**).

The Historical Financial Information of Intiger has been extracted from the financial reports for the years ended 30 June 2018, 30 June 2019 and 30 June 2020. The financial report for the year ended 30 June 2018 was audited by HLB Mann Judd and for the years ended 30 June 2019 and 30 June 2020 was audited by Bentleys in accordance with Australian Auditing Standards. HLB Mann Judd issued an unqualified audit opinion with material uncertainty related to going concern for the year ended 30 June 2018 and Bentleys issued an unqualified audit opinion with material uncertainty related to going concern for the years ended 30 June 2019 and 30 June 2020.

The Historical Financial Information of Complii has been extracted from the financial reports for the years ended 30 June 2018, 30 June 2019 and 30 June 2020. The financial reports for the years ended 30 June 2018, 30 June 2019 and 30 June 2020 were audited by Bentleys in accordance with Australian Auditing Standards. Bentleys issued an unqualified audit opinion with material uncertainty related to going concern for the years ended 30 June 2018, 30 June 2019 and 30 June 2020.

### 7.3 Historical consolidated statements of profit or loss and other comprehensive income

The Historical Financial Information of Intiger and Complii has been extracted from the financial reports for the years ended 30 June 2018, 30 June 2019 and 30 June 2020.

Intiger Group Limited	Audited* 30 June 2020 \$	Audited* 30 June 2019 \$	Audited* 30 June 2018 \$
Revenue	160,125	505,469	624,065
Other income	129,714	72,722	21,018
	<b>289,839</b>	<b>578,191</b>	<b>645,083</b>
Compliance costs	(64,207)	(81,725)	(69,530)
Consulting fees	(31,343)	(90,134)	(82,927)
Depreciation and amortization	(636)	(939)	(489)
Employee costs	(565,155)	(2,083,668)	(1,872,861)
Finance costs	(142,103)	(4,558)	(852)
Impairment	(13,832)	(2,042,887)	-
Legal expenses	(44,728)	(37,300)	(61,454)
Occupancy costs	(58,056)	(363,703)	(354,159)
Professional fees	(231,185)	(247,288)	(305,615)
Public relations, marketing and advertising	(5,000)	(37,800)	(39,149)
Share-based payments expense	-	-	(561,983)
Other expenses	(185,206)	(482,209)	(981,031)
<b>Loss before income tax expense</b>	<b>(1,051,612)</b>	<b>(4,894,020)</b>	<b>(3,684,967)</b>

<b>Intiger Group Limited</b>	<b>Audited*</b> <b>30 June 2020</b> <b>\$</b>	<b>Audited*</b> <b>30 June 2019</b> <b>\$</b>	<b>Audited*</b> <b>30 June 2018</b> <b>\$</b>
Income tax expense	(706)	(486)	(2068)
<b>Loss for the year</b>	<b>(1,052,318)</b>	<b>(4,894,506)</b>	<b>(3,687,035)</b>
<b>Other comprehensive income, net of tax</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency movement	3,385	(41,993)	9,004
<b>Total other comprehensive income</b>	<b>3,385</b>	<b>(41,993)</b>	<b>9,004</b>
<b>Total comprehensive loss for the year</b>	<b>(1,048,933)</b>	<b>(4,936,499)</b>	<b>(3,678,031)</b>

\* Please refer to Section 7.2 with respect to the audit opinion issued by HLB Mann Judd for the year ended 30 June 2018 and audit opinions issued by Bentleys on the historical financial information for the years ended 30 June 2019 and 30 June 2020. The financial information should be read in conjunction with the accounting policies in Section 7.7 and the Independent Limited Assurance Report in Annexure A.

<b>Complii FinTech Solutions Limited</b>	<b>Audited*</b> <b>30 June 2020</b> <b>\$</b>	<b>Audited*</b> <b>30 June 2019</b> <b>\$</b>	<b>Audited*</b> <b>30 June 2018</b> <b>\$</b>
Revenue	1,169,875	1,026,641	920,675
Other revenue	74,043	13,530	2,025
Gain from a bargain purchase	82,995	-	-
Research and development grant	385,420	369,063	387,092
Accounting fees	(48,746)	(42,546)	(52,232)
Borrowing expense	(79,372)	(13,405)	(2,549)
Corporate secretarial fees	(47,351)	(53,079)	(40,659)
Depreciation and amortization expense	(478,123)	(202,591)	(256,214)
Impairment of intangible assets	(2,084,454)	-	-
Employee benefits expense	(2,056,855)	(1,193,641)	(1,211,459)
Legal and professional fees	(34,091)	(2,080)	(23,871)
Licensing fees	(138,932)	(58,405)	(26,267)
Rent	(33,125)	(77,933)	(54,165)
Share-based payments	(184,146)	(173,437)	(1,051,868)
Software maintenance	(4,727)	(9,875)	(18,709)
Travel and entertainment	(20,571)	(21,506)	(24,337)
Other employment costs	(66,782)	(13,654)	(5,779)
Consulting expense	(161,744)	(174,663)	(160,995)

Complii FinTech Solutions Limited	Audited* 30 June 2020 \$	Audited* 30 June 2019 \$	Audited* 30 June 2018 \$
Other expenses	(233,005)	(204,945)	(50,006)
<b>Loss before income tax expense</b>	<b>(3,959,691)</b>	<b>(832,526)</b>	<b>(1,669,318)</b>
Income tax expense	-	-	-
<b>Loss for the year</b>	<b>(3,959,691)</b>	<b>(832,526)</b>	<b>(1,669,318)</b>
<b>Total other comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive loss for the year</b>	<b>(3,959,691)</b>	<b>(832,526)</b>	<b>(1,669,318)</b>

\* Please refer to Section 7.2 with respect to the audit opinions issued by Bentleys on the historical financial information. The financial information should be read in conjunction with the accounting policies in Section 7.7 and the Independent Limited Assurance Report in Annexure A.

#### 7.4 Historical consolidated statements of financial position

Intiger Group Limited	Audited* 30 June 2020 \$	Audited* 30 June 2019 \$	Audited* 30 June 2018 \$
<b>Current assets</b>			
Cash and cash equivalents	85,747	674,542	1,078,563
Trade and other receivables	16,216	105,362	120,529
Other assets	4,626	9,100	49,848
<b>Total current assets</b>	<b>106,589</b>	<b>789,004</b>	<b>1,248,940</b>
<b>Non-current assets</b>			
Trade and other receivables	6,289	52,139	47,253
Property, plant and equipment	-	604	1,448
Intangible assets	-	-	1,935,650
<b>Total non-current assets</b>	<b>6,289</b>	<b>52,743</b>	<b>1,984,351</b>
<b>TOTAL ASSETS</b>	<b>112,878</b>	<b>841,747</b>	<b>3,233,291</b>
<b>Current liabilities</b>			
Trade & other payables	276,813	325,472	606,249
Financial liabilities	66,667	-	-
Convertible notes	200,000	-	-
Provisions	24,806	53,931	62,843
<b>Total current liabilities</b>	<b>568,286</b>	<b>379,403</b>	<b>669,092</b>
<b>TOTAL LIABILITIES</b>	<b>568,286</b>	<b>379,403</b>	<b>669,092</b>
<b>NET ASSETS</b>	<b>(455,408)</b>	<b>462,344</b>	<b>2,564,199</b>

<b>Intiger Group Limited</b>	<b>Audited*</b> <b>30 June 2020</b> <b>\$</b>	<b>Audited*</b> <b>30 June 2019</b> <b>\$</b>	<b>Audited*</b> <b>30 June 2018</b> <b>\$</b>
<b>EQUITY</b>			
Issued capital	46,201,072	46,069,891	43,322,215
Reserves	42,894	3,030,316	2,980,941
Accumulated losses	(46,699,374)	(48,637,863)	(43,738,957)
<b>TOTAL EQUITY</b>	<b>(455,408)</b>	<b>462,344</b>	<b>2,564,199</b>

\* Please refer to Section 7.2 with respect to the audit opinion issued by HLB Mann Judd for the year ended 30 June 2018 and audit opinions issued by Bentleys on the historical financial information for the years ended 30 June 2019 and 30 June 2020. The financial information should be read in conjunction with the accounting policies in Section 7.3 and the Independent Limited Assurance Report in Annexure A.

<b>Complii FinTech Solutions Limited</b>	<b>Audited*</b> <b>30 June 2020</b> <b>\$</b>	<b>Audited*</b> <b>30 June 2019</b> <b>\$</b>	<b>Audited*</b> <b>30 June 2018</b> <b>\$</b>
<b>Current assets</b>			
Cash and cash equivalents	152,084	174,462	132,565
Trade and other receivables	33,253	20,021	8,212
Other assets	29,790	8,252	11,436
<b>Total current assets</b>	<b>215,127</b>	<b>202,735</b>	<b>152,213</b>
<b>Non-current assets</b>			
Property, plant and equipment	18,449	21,760	9,701
Intangibles	38,427	729,072	412,504
Right-of-use asset	177,846	-	-
<b>Total non-current assets</b>	<b>234,722</b>	<b>750,832</b>	<b>422,205</b>
<b>TOTAL ASSETS</b>	<b>449,849</b>	<b>953,567</b>	<b>574,418</b>
<b>Current liabilities</b>			
Trade and other payables	347,027	225,625	179,406
Provisions	115,334	54,290	93,563
Financial liabilities	1,248,543	197,695	151,881
Lease liabilities	108,598	-	-
<b>Total current liabilities</b>	<b>1,819,502</b>	<b>477,610</b>	<b>424,850</b>
<b>Non-current liabilities</b>			
Provisions	16,082	6,413	2,188
Lease liabilities	77,205	-	-
<b>Total non-current liabilities</b>	<b>93,287</b>	<b>6,413</b>	<b>2,188</b>

Complii FinTech Solutions Limited	Audited* 30 June 2020 \$	Audited* 30 June 2019 \$	Audited* 30 June 2018 \$
<b>TOTAL LIABILITIES</b>	<b>1,912,789</b>	<b>484,023</b>	<b>427,038</b>
<b>NET (LIABILITY) / ASSETS</b>	<b>(1,462,940)</b>	<b>469,544</b>	<b>147,380</b>
<b>EQUITY</b>			
Issued capital	5,441,323	3,598,262	2,467,008
Reserves	437,071	271,758	248,322
Accumulated losses	(7,341,334)	(3,400,476)	(2,567,950)
<b>TOTAL EQUITY</b>	<b>(1,462,940)</b>	<b>469,544</b>	<b>147,380</b>

\* Please refer to Section 7.2 with respect to the audit opinions issued by Bentleys on the historical financial information. The financial information should be read in conjunction with the accounting policies in Section 7.7 and the Independent Limited Assurance Report in Annexure A.

## 7.5 Historical consolidated statements of cash flows

Intiger Group Limited	Audited* 30 June 2020 \$	Audited* 30 June 2019 \$	Audited* 30 June 2018 \$
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Receipts from customers	198,960	594,424	562,021
Payments to suppliers and employees	(1,228,535)	(3,843,236)	(3,617,909)
Interest received	993	5,747	16,005
ATO cash boost and JobKeeper subsidy	16,000	-	-
Research and Development rebate	68,754	-	-
<b>Net cash used in operating activities</b>	<b>(943,828)</b>	<b>(3,243,065)</b>	<b>(3,039,883)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Payments for property, plant and equipment	-	-	(1,937)
Proceeds from disposal of investments	28,446	-	-
<b>Net cash provided / (used) in investing activities</b>	<b>28,446</b>	<b>-</b>	<b>(1,937)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from issue of share capital	125,000	3,000,000	2,082,203
Capital raising costs	-	(160,956)	-
Proceeds from convertible notes	200,000	-	-
<b>Net cash provided by financing activities</b>	<b>325,000</b>	<b>2,839,044</b>	<b>2,082,203</b>
Net increase/(decrease) in cash and cash equivalents	(590,382)	(404,021)	(959,617)

<b>Intiger Group Limited</b>	<b>Audited* 30 June 2020 \$</b>	<b>Audited* 30 June 2019 \$</b>	<b>Audited* 30 June 2018 \$</b>
Cash and cash equivalents at the beginning of the year	674,542	1,078,563	2,038,180
Change in foreign currency held	1,587	-	-
Cash and cash equivalents at the end of the year	<b>85,747</b>	<b>674,542</b>	<b>1,078,563</b>

\* Please refer to Section 7.2 with respect to the audit opinion issued by HLB Mann Judd for the year ended 30 June 2018 and audit opinions issued by Bentleys on the historical financial information for the years ended 30 June 2019 and 30 June 2020. The financial information should be read in conjunction with the accounting policies in Section 7.7 and the Independent Limited Assurance Report in Annexure A.

<b>Complii FinTech Solutions Limited</b>	<b>Audited* 30 June 2020 \$</b>	<b>Audited* 30 June 2019 \$</b>	<b>Audited* 30 June 2018 \$</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Receipts from customers	1,228,940	1,071,826	941,613
Payments to suppliers and employees	(2,647,175)	(1,797,274)	(1,560,780)
R&D tax refund	385,420	369,063	387,092
Interest received	1,746	580	-
<b>Net cash used in operating activities</b>	<b>(1,031,069)</b>	<b>(355,805)</b>	<b>(232,075)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Payments for property, plant and equipment	(7,218)	(9,974)	(5,146)
Proceeds from disposal of property, plant and equipment	-	-	1,362
Payments for intangible assets	-	-	(73,430)
Acquisition of subsidiary, net of cash acquired	70,595	(212,138)	-
<b>Net cash provided / (used) in investing activities</b>	<b>63,377</b>	<b>(222,112)</b>	<b>(77,214)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from issue of share capital	-	581,000	250,000
Capital raising costs	-	(7,000)	(5,000)
Proceeds from borrowings	1,258,262	353,573	151,880
Repayment of borrowings	(207,414)	(307,759)	(48,940)
Repayment of lease liabilities (principal)	(110,382)	-	-
<b>Net cash provided by financing activities</b>	<b>940,466</b>	<b>619,814</b>	<b>347,940</b>
Net increase/(decrease) in cash and cash equivalents	(22,378)	41,897	38,651

<b>Complii FinTech Solutions Limited</b>	<b>Audited* 30 June 2020 \$</b>	<b>Audited* 30 June 2019 \$</b>	<b>Audited* 30 June 2018 \$</b>
Cash and cash equivalents at the beginning of the year	174,462	132,565	93,914
Cash and cash equivalents at the end of the year	<b>152,084</b>	<b>174,462</b>	<b>132,565</b>

\* Please refer to Section 7.2 with respect to the audit opinions issued by Bentleys on the historical financial information. The financial information should be read in conjunction with the accounting policies in Section 7.7 and the Independent Limited Assurance Report in Annexure A.

## 7.6 Historical and Pro-forma consolidated statements of financial position

### 7.6.1 Minimum Subscription

	<b>Notes</b>	<b>Intiger 30 June 2020 \$</b>	<b>Complii 30 June 2020 \$</b>	<b>Subsequent events \$</b>	<b>Pro forma adjustments \$</b>	<b>Pro forma after Public Offer and Takeover Offer \$</b>
<b>Current assets</b>						
Cash and cash equivalents	3	85,747	152,084	-	4,399,000	4,636,831
Trade and other receivables		16,216	33,253	-	-	49,469
Other assets		4,626	29,790	-	-	34,416
<b>Total current assets</b>		<b>106,589</b>	<b>215,127</b>	<b>-</b>	<b>4,399,000</b>	<b>4,720,716</b>
<b>Non-current assets</b>						
Trade and other receivables		6,289		-	-	6,289
Property, plant and equipment		-	18,449	-	-	18,449
Intangible assets		-	38,427	-	-	38,427
Right-of-use asset		-	177,846	-	-	177,846
<b>Total non-current assets</b>		<b>6,289</b>	<b>234,722</b>	<b>-</b>	<b>-</b>	<b>241,011</b>
<b>TOTAL ASSETS</b>		<b>112,878</b>	<b>449,849</b>	<b>-</b>	<b>4,399,000</b>	<b>4,961,727</b>

	Notes	Intiger 30 June 2020 \$	Complii 30 June 2020 \$	Subsequent events \$	Pro forma adjustments \$	Pro forma after Public Offer and Takeover Offer \$
<b>Current liabilities</b>						
Trade and other payables	4	276,813	347,027	-	(105,470)	518,370
Financial liabilities	5	66,667	1,248,543	(1,197,445)	(66,667)	51,098
Convertible notes		200,000	-	-	(200,000)	-
Provisions		24,806	115,334	-	-	140,140
Lease liabilities		-	108,598	-	-	108,598
<b>Total current liabilities</b>		<b>568,286</b>	<b>1,819,502</b>	<b>(1,197,445)</b>	<b>(372,137)</b>	<b>818,206</b>
<b>Non-current liabilities</b>						
Provisions		-	16,082	-	-	16,082
Lease liabilities		-	77,205	-	-	77,205
<b>Total non-current liabilities</b>		<b>-</b>	<b>93,287</b>	<b>-</b>	<b>-</b>	<b>93,287</b>
<b>TOTAL LIABILITIES</b>		<b>568,286</b>	<b>1,912,789</b>	<b>(1,197,445)</b>	<b>(372,137)</b>	<b>911,493</b>
<b>NET ASSETS</b>		<b>(455,408)</b>	<b>(1,462,940)</b>	<b>1,197,445</b>	<b>4,771,137</b>	<b>4,050,234</b>
<b>EQUITY</b>						
Issued capital	6	46,201,072	5,441,323	1,329,351	(40,219,849)	12,751,897
Reserves	7	42,894	437,071	-	(42,894)	437,071
Accumulated losses	8	(46,699,374)	(7,341,334)	(131,906)	45,033,880	(9,138,734)
<b>TOTAL EQUITY</b>		<b>(455,408)</b>	<b>(1,462,940)</b>	<b>1,197,445</b>	<b>4,771,137</b>	<b>4,050,234</b>

## 7.6.2 Maximum Subscription

	Notes	Intiger 30 June 2020 \$	Complii 30 June 2020 \$	Subsequent events \$	Pro forma adjustments \$	Pro forma after Public Offer and Takeover Offer \$
<b>Current assets</b>						
Cash and cash equivalents	3	85,747	152,084	-	6,279,000	6,516,831

	Notes	Intiger 30 June 2020 \$	Complii 30 June 2020 \$	Subsequent events \$	Pro forma adjustments \$	Pro forma after Public Offer and Takeover Offer \$
Trade and other receivables		16,216	33,253	-	-	49,469
Other assets		4,626	29,790	-	-	34,416
<b>Total current assets</b>		<b>106,589</b>	<b>215,127</b>	<b>-</b>	<b>6,279,000</b>	<b>6,600,716</b>
<b>Non-current assets</b>						
Trade and other receivables		6,289		-	-	6,289
Property, plant and equipment		-	18,449	-	-	18,449
Intangible assets		-	38,427	-	-	38,427
Right-of-use asset		-	177,846	-	-	177,846
<b>Total non-current assets</b>		<b>6,289</b>	<b>234,722</b>	<b>-</b>	<b>-</b>	<b>241,011</b>
<b>TOTAL ASSETS</b>		<b>112,878</b>	<b>449,849</b>	<b>-</b>	<b>6,279,000</b>	<b>6,841,727</b>
<b>Current liabilities</b>						
Trade and other payables	4	276,813	347,027	-	(105,470)	518,370
Financial liabilities	5	66,667	1,248,543	(1,197,445)	(66,667)	51,098
Convertible notes		200,000	-	-	(200,000)	-
Provisions		24,806	115,334	-	-	140,140
Lease liabilities		-	108,598	-	-	108,598
<b>Total current liabilities</b>		<b>568,286</b>	<b>1,819,502</b>	<b>(1,197,445)</b>	<b>(372,137)</b>	<b>818,206</b>
<b>Non-current liabilities</b>						
Provisions		-	16,082	-	-	16,082
Lease liabilities		-	77,205	-	-	77,205
<b>Total non-current liabilities</b>		<b>-</b>	<b>93,287</b>	<b>-</b>	<b>-</b>	<b>93,287</b>

	Notes	Infiger 30 June 2020 \$	Complii 30 June 2020 \$	Subsequent events \$	Pro forma adjustments \$	Pro forma after Public Offer and Takeover Offer \$
<b>TOTAL LIABILITIES</b>		<b>568,286</b>	<b>1,912,789</b>	<b>(1,197,445)</b>	<b>(372,137)</b>	<b>911,493</b>
<b>NET ASSETS</b>		<b>(455,408)</b>	<b>(1,462,940)</b>	<b>1,197,445</b>	<b>6,651,137</b>	<b>5,930,234</b>
<b>EQUITY</b>						
Issued capital	6	46,201,072	5,441,323	1,329,351	(38,339,849)	14,631,897
Reserves	7	42,894	437,071	-	(42,894)	437,071
Accumulated losses	8	(46,699,374)	(7,341,334)	(131,906)	45,033,880	(9,138,734)
<b>TOTAL EQUITY</b>		<b>(455,408)</b>	<b>(1,462,940)</b>	<b>1,197,445</b>	<b>6,651,137</b>	<b>5,930,234</b>

## 7.7 Notes to and Forming Part of the Historical Financial Information

### Note 1: Summary of significant accounting policies

#### (a) Basis of Accounting

The historical financial information has been prepared in accordance with the measurement and recognition (but not the disclosure) requirements of Australian Accounting Standards, Australian Accounting Interpretations and the Corporations Act.

The financial statements have been prepared on an accruals basis, are based on historical cost and except where stated do not take into account changing money values or current valuations of selected non-current assets, financial assets and financial liabilities. Cost is based on the fair values of the consideration given in exchange for assets.

The preparation of the Statement of Financial Position requires the use of certain critical accounting estimates and assumptions. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Statement of Financial Position are disclosed where appropriate.

The pro forma Statement of Financial Position as at 30 June 2020 represents the reviewed financial position and adjusted for the transactions discussed in Note 2 to this Section. The Statement of Financial Position should be read in conjunction with the notes set out in this Section.

#### (b) Going Concern

The financial information has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realization of assets and the settlement of liabilities in the normal course of business.

The entity's ability to continue as a going concern is dependent on the success of the Public Offer. The Directors believe that the entity will continue as a going concern. As a result, the financial information has been prepared on a going concern basis. However, should the Public Offer be unsuccessful, the entity may not be able to continue as a going concern. No adjustments have been made relating to the recoverability and classification of liabilities that might be necessary should the entity not continue as a going concern.

(c) **Cash and Cash Equivalents**

Cash comprises cash on hand and cash equivalents. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash, which are subject to an insignificant risk of changes in value and have a maturity of three months or less at the date of acquisition.

(d) **Trade and other receivables**

Trade receivables, which generally have 30-90 day terms, are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for any uncollectible amounts.

Collectability of trade receivables is reviewed on an ongoing basis. Debts that are known to be uncollectible are written off when identified. An allowance for impairment is raised when there is objective evidence that the Group will not be able to collect the debt.

(e) **Property, Plant and Equipment**

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of plant and equipment (excluding land) over their expected useful lives as follows:

Plant and equipment:	20% - 67%
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The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

An item of plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Company. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the item disposed of is transferred directly to retained profits.

(f) **Intangible Assets**

Software Development

Software development costs are capitalised when incurred.

They have a finite life and are carried at cost less any accumulated amortisation and impairment.

Software development costs are amortised over 4 years, and are assessed for impairment when an impairment trigger events occurs.

#### Patents and Trademarks

Patent and trademarks costs are capitalised when incurred. They have a finite life and are carried at cost less any accumulated depreciation. Patents and trademark costs are amortised over 10 years.

#### (g) **Goods and services tax**

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

#### (h) **Impairment of Assets**

At each reporting date, the Company reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the Statement of Profit or Loss and Other Comprehensive Income.

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

#### (i) **Trade and Other Payables**

Liabilities for trade creditors and other amounts are carried at amortised cost which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the Group.

#### (j) **Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group

will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation. Its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

(k) **Lease liabilities**

For comparative year

Lease payments for operating leases, where substantially all of the risks and benefits remain with the lessor, are charged as expenses on a straight-line basis over the life of the lease term

For current year

At inception of a contract, the Company assesses whether a lease exists - i.e. does the contract convey the right to control the use of an identified asset for a period of time in exchange for consideration.

This involves an assessment of whether:

- (i) The contract involves the use of an identified asset - this may be explicitly or implicitly identified within the agreement. If the supplier has a substantive substitution right then there is no identified asset.
- (ii) The Group has the right to obtain substantially all of the economic benefits from the use of the asset throughout the period of use.
- (iii) The Company has the right to direct the use of the asset i.e. decision making rights in relation to changing how and for what purpose the asset is used.

Lessee accounting

The non-lease components included in the lease agreement have been separated and are recognised as an expense as incurred.

At the lease commencement, the Group recognises a right-of-use asset and associated lease liability for the lease term. The lease term includes extension periods where the Group believes it is reasonably certain that the option will be exercised.

The right-of-use asset is measured using the cost model where cost on initial recognition comprises of the lease liability, initial direct costs, prepaid lease payments, estimated cost of removal and restoration less any lease incentives.

The right-of-use asset is depreciated over the lease term on a straight line basis and assessed for impairment in accordance with the impairment of assets accounting policy.

The lease liability is initially measured at the present value of the remaining lease payments at the commencement of the lease. The discount rate is the rate implicit in the lease, however where this cannot be readily determined then the Group's incremental borrowing rate is used.

Subsequent to initial recognition, the lease liability is measured at amortised cost using the effective interest rate method. The lease liability is remeasured whether there is a lease modification, change in estimate of the lease term or index upon which the lease payments are based (e.g. CPI) or a change in the Company's assessment of lease term.

Where the lease liability is remeasured, the right-of-use asset is adjusted to reflect the remeasurement or the remeasurement is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

#### Exceptions to lease accounting

The Group has elected to apply the exceptions to lease accounting for both short-term leases (i.e. leases with a term of less than or equal to 12 months) and leases of low-value assets. The Company recognises the payments associated with these leases as an expense on a straight-line basis over the lease term.

#### Lessor accounting

When the Group is a lessor, the lease is classified as either an operating or finance lease at inception date based on whether substantially all of the risks and rewards incidental to ownership of the underlying asset have been transferred to the lessee. If the risks and rewards have been transferred then the lease is classified as a finance lease, otherwise it is an operating lease.

If the lease contains lease and non-lease components then the non-lease components are accounted for in accordance with AASB 15 'Revenue from Contracts with Customers'.

The lease income from operating leases is recognised on a straight-line basis over the lease term. Finance income under a finance lease is recorded on a basis to reflect a constant periodic rate of return on the Company's net investment in the lease.

### (l) **Issued Capital**

Ordinary shares are classified as equity. Costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### (m) **Share-based payments**

The Group provides benefits to executive directors, employees and consultants of the Group in the form of share-based payments, whereby those individuals render services in exchange for shares or rights over shares (equity-settled transactions).

When provided, the cost of these equity-settled transactions with these individuals is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using a Black Scholes model.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant individuals become fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Group's best estimate of the number of equity instruments that will ultimately vest. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The income statement charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

(n) **Revenue and Other Income**

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. Any consideration deferred is treated as the provision of finance and is discounted at a rate of interest that is generally accepted in the market for similar arrangements. The difference between the amount initially recognised and the amount ultimately received is interest revenue.

Interest revenue is recognised using the effective interest rate method, which, for floating rate financial assets is the rate inherent in the instrument. Dividend revenue is recognised when the right to receive a dividend has been established.

Revenue recognition relating to the provision of services is determined with reference to the stage of completion of the transaction at reporting date and where outcome of the contract can be estimated reliably. Stage of completion is determined with reference to the services performed to date as a percentage of total anticipated services to be performed. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent that related expenditure is recoverable.

All revenue is stated net of the amount of goods and services tax (GST).

(o) **Employee Benefits**

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months of the reporting date are recognised in current liabilities in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled. Non-accumulating sick leave is expensed to profit or loss when incurred.

(p) **Income Tax**

The income tax expense (revenue) for the period comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the period as well unused tax losses.

Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable

right of set off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

(q) **Acquisition of Subsidiaries and Businesses**

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

Where applicable, the consideration for the acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition-date fair value. Subsequent changes in such fair values are adjusted against the cost of acquisition where they qualify as measurement period adjustments (see below). All other subsequent changes in the fair value of contingent consideration classified as an asset or liability are accounted for in accordance with relevant Standards. Changes in the fair value of contingent consideration classified as equity are not recognised.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under AASB 3 are recognised at their fair value at the acquisition date, except that:

- (i) deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with AASB 112 Income Taxes and AASB 119 Employee Benefits respectively;
- (ii) liabilities or equity instruments related to the replacement by the Group of an acquiree's share-based payment awards are measured in accordance with AASB 2 Share-based Payment; and
- (iii) assets (or disposal groups) that are classified as held for sale in accordance with AASB 5 'Non-current Assets Held for Sale and Discontinued Operations' are measured in accordance with that Standard.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see below), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date – and is subject to a maximum of one year.

The Proposed Acquisition has been reflected in the pro forma Statement of Financial Position as at 30 June 2020. In accounting for the acquisition, the Group has taken guidance from the principles of AASB 3 Business Combinations (**AASB 3**) and determined that Complii would be deemed to be the acquirer for accounting purposes. Accordingly, the transaction is accounted for as a reverse asset acquisition. As a result, the pro forma consolidated Statement of Financial Position as at 30 June 2020 has been prepared as a continuation of the Complii's financial statements, with Complii (as the accounting acquirer) accounting for the acquisitions as from 30 June 2020 (for the purposes of the pro forma consolidated Statement of Financial Position). As the activities of the legal acquirer (Intiger Group Limited) would not constitute a business based on the requirements of AASB 3, any excess of the deemed consideration over the fair value of the acquisitions, as calculated in accordance with the reverse acquisition accounting principles, cannot be taken to goodwill and has been expensed as part of the transaction.

(r) **Critical accounting estimates and critical judgements in applying accounting policies**

The preparation of financial statements in conformity with AASBs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

Impairment

At each reporting date, the Group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

Share Based Payment Transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an internal valuation using Black-Scholes option pricing model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share based payments transactions would have no impact on the carrying amounts of assets or liabilities within the next annual reporting period but may impact profit or loss or equity.

Income Tax Expenses

Judgment is required in assessing whether deferred tax assets and liabilities are recognised on the statement of financial position. Deferred tax assets, including those arising from temporary differences, are

recognised only when it is considered more likely than not that they will be recovered, which is dependent on the generation of future assessable income of a nature and of an amount sufficient to enable the benefits to be utilised.

**Note 2: Actual and proposed transactions to arrive at the pro-forma financial information**

The pro-forma historical financial information has been prepared by adjusting the statement of financial position of Intiger and Complii as at 30 June 2020 to reflect the financial effects of the following subsequent events which have occurred since 30 June 2020:

- (a) on 1 October 2020, Complii issued 963,275 Complii Employee Shares at \$0.04 per share totalling \$38,531 to various employees of Complii;
- (b) on 28 October 2020, Complii Shareholders approved the issue of 306,249 Complii Salary Shares at a deemed issue price of \$0.06 per share totalling \$18,375, to directors and executives of Complii in lieu of directors' fees and salary payments;
- (c) on 28 October 2020, Complii Shareholders approved the issue of 1,250,000 Complii Director Shares at a deemed issue price of \$0.06 per share totalling \$75,000;
- (d) on 28 October 2020, Complii shareholders approved the issue of 19,957,413 Complii Loan Conversion Shares to existing lenders of Complii upon conversion of the Complii Loans. Complii Loans means the existing loans between Complii and various lenders to the value of \$1,197,445 (which includes \$1,080,000 in principal and interest owing of \$117,445) but does not include any amount that may be advanced to Complii under the Complii Finance Facility,

and the following pro forma transactions which are yet to occur, but are proposed to occur immediately or following completion of the capital raising:

- (e) Intiger will complete a consolidation of its issued capital on an 80:1 basis;
- (f) the issue of 124,000,000 Shares, 31,000,002 Options exercisable at \$0.05 each on or before 31 December 2022 and 41,333,336 Options exercisable at \$0.10 each on or before 31 December 2023, which will be offered as consideration under the Takeover Offer;
- (g) the issue of a minimum of 100,000,000 Shares and a maximum of 140,000,000 Shares (each on a post-Consolidation basis) at an issue price of \$0.05 per Share to raise between \$5,000,000 and \$7,000,000 (before costs) in connection with the re-admission of Intiger to the Official List;
- (h) costs of the Public Offer including Facilitation Shares, fees to Broker / Lead Manager and costs of the Public Offer are estimated to be between \$851,000 based on the Minimum Subscription and \$971,000 based on the Maximum Subscription, which are to be offset against the contributed equity;
  - (i) the issue of 5,000,000 Shares (on a post-Consolidation basis) at a deemed issue price of \$0.05 per Share totalling \$250,000 which, subject to Shareholder approval being obtained, will be issued in

consideration for introduction and facilitation services provided to Intiger, comprising:

- (A) 4,000,000 Shares which will be issued to Euroz Hartleys (or its nominees); and
    - (B) 1,000,000 Shares which will be issued to Mr Michael Carter (or his nominees);
  - (ii) fees payable to Euroz Hartleys totalling \$300,000 (at Minimum Subscription) and \$420,000 (at Maximum Subscription) comprise:
    - (A) management fee of 2% payable to Euroz Hartleys of all funds raised under the Public Offer, being a fee of between \$100,000 (at Minimum Subscription) and \$140,000 (at Maximum Subscription); and
    - (B) placement fee of 4% payable to Euroz Hartleys of all funds raised under the Public Offer, being a fee of between \$200,000 (at Minimum Subscription) and \$280,000 (at Maximum Subscription);
  - (iii) costs of the Public Offer totalling \$301,000 which include legal fees, ASX fees, advisor fees, Investigating Accountant fees, Share Registry Fees and broker costs;
- (i) the issue of 5,000,000 Shares (on a post-Consolidation basis) totalling \$200,000, which, subject to Shareholder approval being obtained, will be issued in connection with the conversion of the Convertible Notes;
  - (j) the issue of 213,698 Shares (on a post-Consolidation basis) totalling \$135,262, which, subject to Shareholder approval being obtained, will be issued in connection with the repayment of interest owing in respect of the Convertible Notes;
  - (k) the issue of 10,000,000 Options (on a post-Consolidation basis) exercisable at \$0.05 each on or before 31 December 2023, which, subject to Shareholder approval being obtained, will be issued in connection with the conversion of the Convertible Notes;
  - (l) the issue of 550,000 Shares (on a post-Consolidation basis) at a deemed issue price of \$0.05 per Share totalling \$27,500 which, subject to Intiger Shareholder approval being obtained, will be issued to Mr Greg Gaunt (or his nominee) in lieu of accrued directors' fees;
  - (m) the issue of 187,500 Shares (on a post-Consolidation basis) at a deemed issue price of \$0.05 per Share totalling \$9,375 which, subject to Shareholder approval being obtained, will be issued to Euroz Hartleys (or its nominees) in consideration for services provided in connection with the June Placement; and
  - (n) the issue of 25,250,000 Performance Rights (on a post-Consolidation basis) to the Proposed Directors in order to link part of the remuneration and performance paid to specific criteria, namely the achievement of specific milestones, include a market-linked incentive component in their remuneration package or fees payable (as applicable), motivate and reward the successful performance of the Proposed Directors in their respective roles in managing the operation and strategic direction of the

Company and further align the goals of the Proposed Directors with creating value for Shareholders.

### Note 3: Cash and cash equivalents

	Pro forma after Public Offer and Takeover Offer	
	Minimum	Maximum
	\$	\$
Cash and cash equivalents	4,636,831	6,516,831
Audited balance of IAM as at 30 June 2020	85,747	85,747
Audited balance of Complii as at 30 June 2020	152,084	152,084
<i>Pro-forma adjustments:</i>		
Proceeds from shares issued under the Public Offer	5,000,000	7,000,000
Capital raising costs	(601,000)	(721,000)
Total	4,399,000	6,279,000
Pro-forma Balance	4,636,831	6,516,831

### Note 4: Trade and other payables

	Pro forma after Public Offer and Takeover Offer	
	Minimum	Maximum
	\$	\$
Trade and other payables	518,370	518,370
Audited balance of IAM as at 30 June 2020	276,813	276,813
Audited balance of Complii as at 30 June 2020	347,027	347,027
<i>Pro-forma adjustments:</i>		
Interest Shares	(68,595)	(68,595)
Director Fee Shares	(27,500)	(27,500)
Placement Fee Shares	(9,375)	(9,375)
Total	(105,470)	(105,470)
Pro-forma Balance	518,370	518,370

## Note 5: Financial liabilities

	Pro forma after Public Offer and Takeover Offer	
	Minimum	Maximum
	\$	\$
Financial liabilities	51,098	51,098
Audited balance of IAM as at 30 June 2020	66,667	66,667
Audited balance of Complii as at 30 June 2020	1,248,543	1,248,543
<i>Subsequent events</i>		
Complii Loan Conversion Shares	(1,197,502)	(1,197,502)
Total	(1,197,502)	(1,197,502)
<i>Pro-forma adjustments:</i>		
Intiger Interest Shares	(66,667)	(66,667)
Total	(66,667)	(66,667)
Pro-forma Balance	51,098	51,098

## Note 6: Issued Capital

	Number of shares		Pro forma after Public Offer and Takeover Offer	
	Minimum	Maximum	Minimum	Maximum
			\$	\$
Issued capital			12,751,897	14,631,897
Fully paid ordinary share capital of Intiger as at 30 June 2020	1,936,136,913	1,936,136,913	46,201,072	46,201,072
Fully paid ordinary share capital of Complii as at 30 June 2020	77,235,255	77,235,255	5,441,323	5,441,323
<i>Subsequent events:</i>				
Complii Salary Shares	306,249	306,249	18,375	18,375
Complii Director Shares	1,250,000	1,250,000	75,000	75,000
Complii Employee Shares	963,275	963,275	38,531	38,531

	Number of shares		Pro forma after Public Offer and Takeover Offer	
	Minimum	Maximum	Minimum	Maximum
			\$	\$
Complii Loan Conversion Shares	19,957,413	19,957,413	1,197,445	1,197,445
Total	22,476,937	22,476,937	1,329,351	1,329,351
<i>Pro-forma adjustments:</i>				
Share consolidation (ratio 80:1)	(1,911,935,202)	(1,911,935,202)	-	-
Elimination of Intiger's issued capital on acquisition			(46,201,072)	(46,201,072)
Elimination of Complii's issued share capital	(99,712,192)	(99,712,192)	-	-
Issue of Securities under the Takeover Offer <sup>1,2</sup>	124,000,000	124,000,000	1,210,086	1,210,086
Public Offer subscription	100,000,000	140,000,000	5,000,000	7,000,000
Facilitation Shares	5,000,000	5,000,000	250,000	250,000
Convertible Note Shares <sub>3</sub>	5,000,000	5,000,000	200,000	200,000
Interest Shares <sup>4</sup>	213,698	213,698	135,262	135,262
Director Fee Shares	550,000	550,000	27,500	27,500
Placement Fee Shares	187,500	187,500	9,375	9,375
Capital raising costs			(851,000)	(971,000)
Total	(1,776,696,196)	(1,736,696,196)	(40,219,849)	(38,339,849)
Pro-forma Balance <sup>5</sup>	259,152,909	299,152,909	12,751,897	14,631,897

**Notes:**

1. In accordance with reverse asset acquisition accounting principles the consideration is deemed to have been incurred by Complii in the form of equity instruments issued to Shareholders. The acquisition date fair value of this consideration has been determined with reference to the fair value of the issued shares of Intiger immediately prior to the acquisition and has been determined to be \$1,210,086 based on 124,000,000 Shares (on a post-Consolidation basis) on a value of \$0.05 per Share, being the issue price under the Public Offer. As a result, transaction costs of \$1,665,494 have been determined being the difference between the consideration and the fair value of net assets of Intiger for the purposes of preparation of the pro forma financial information.
2. 72,333,338 Options comprising 31,000,002 Options exercisable at \$0.05 each on or before 31 December 2022 on a post-Consolidation basis and 41,333,336 Options at \$0.10 each on or before 31 December 2023 (on a post-Consolidation basis).
3. On conversion of the Convertible Notes into Shares, the Noteholders shall be entitled to two (2) free attaching Options for every 1 Share converted. The Options will be exercisable

at \$0.05 each on or before 31 December 2023 on a post-Consolidation basis. The issue of the Options will be subject to Shareholder approval.

4. An aggregate of 25,250,000 Performance Rights (on a post-Consolidation basis) to the Proposed Directors in order to link part of the remuneration and fees paid to specific performance criteria, namely the achievement of specific milestones, include a market-linked incentive component in their remuneration package or fees payable (as applicable), motivate and reward the successful performance of the Proposed Directors in their respective roles in managing the operation and strategic direction of the Company and further align the goals of the Proposed Directors with creating value for Shareholders.
5. The share capital issued subsequent to the deemed acquisition reflect the share structure of the legal parent entity – IAM.

#### Note 7: Reserves

	Pro forma after Public Offer and Takeover Offer	
	Minimum	Maximum
	\$	\$
Reserves	437,071	437,071
Audited balance of IAM as at 30 June 2020	42,894	42,894
Audited balance of Complii as at 30 June 2020	437,071	437,071
<i>Pro-forma adjustments:</i>		
Elimination of IAM's reserves on acquisition	(42,894)	(42,894)
Total	(42,894)	(42,894)
Pro-forma Balance	437,071	437,071

#### Note 8: Accumulated losses

	Pro forma after Public Offer and Takeover Offer	
	Minimum	Maximum
	\$	\$
Accumulated losses	(9,138,734)	(9,138,734)
Audited balance of IAM as at 30 June 2020	(46,699,374)	(46,699,374)
Audited balance of Complii as at 30 June 2020	(7,341,334)	(7,341,334)
<i>Subsequent events</i>		
Complii Salary Shares	18,375	18,375
Complii Director Shares	75,000	75,000
Complii Employee Shares	38,531	38,531
Total	(131,906)	(131,906)

	Pro forma after Public Offer and Takeover Offer	
	Minimum	Maximum
	\$	\$
<i>Pro-forma adjustments:</i>		
Elimination of IAM's accumulated losses on acquisition	46,699,374	46,699,374
Excess deemed consideration on acquisition – transaction cost	(1,665,494)	(1,665,494)
Total	45,033,880	45,033,880
Pro-forma Balance	(9,138,734)	(9,138,734)

#### **Note 9: Related parties**

Refer to Section 9.2 of the Prospectus for the Board and Management Interests.

#### **Note 10: Commitments and contingent liabilities**

At the date of the Prospectus no other material commitments or contingent liabilities exist that we are aware of, other than those disclosed in this Prospectus.

#### **Note 11: Subsequent events**

Subsequent to 30 June 2020 the following events have occurred which have been reflected in the pro-forma adjustments:

- (a) on 28 October 2020, Complii Shareholders approved the issue of 306,249 Complii Salary Shares at a deemed issue price of \$0.06 per share totalling \$18,375, to directors and executives of Complii in lieu of directors' fees and salary payments;
- (b) on 28 October 2020, Complii Shareholders approved the issue of 1,250,000 Complii Director Shares at a deemed issue price of \$0.06 per share totalling \$75,000;
- (c) on 1 October 2020, Complii issued 963,275 Complii Employee Shares at \$0.04 per share totalling \$38,531 to various employees of Complii; and
- (d) on 28 October 2020, Complii Shareholders approved the issue of 19,957,413 Complii Loan Conversion Shares to existing lenders of Complii upon conversion of the Complii Loans. Complii Loans means the existing loans between Complii and various lenders to the value of \$1,197,445 (which includes \$1,080,000 in principal and interest owing of \$117,445) but does not include any amount that may be advanced to Complii under the Complii Finance Facility,

other than disclosed above there have been no material events subsequent to balance date that we are aware of, other than those disclosed in this Prospectus.

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## 8. RISK FACTORS

### 8.1 Introduction

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

The future performance of the Company and the value of the Securities may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks that have a direct influence on the Company, its business and activities are set out in Section 3. Those key risks as well as other risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.

The risks factors set out in this Section 8, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Securities. This Section 8 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

The Directors strongly recommend that prospective investors consider the risk factors set out in this Section 8, together with all other information contained in this Prospectus.

Before determining whether to invest in the Company you should ensure that you have a sufficient understanding of the risks described in this Section 8 and all of the other information set out in this Prospectus and consider whether an investment in the Company is suitable for you, taking into account your objectives, financial situation and needs.

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

### 8.2 Risks relating to Change in Nature and Scale of Activities

Risk Category	Risk
<b>Re-quotation of Shares on ASX</b>	<p>As the Proposed Acquisition constitutes a significant change in the nature and scale of the Company's activities, the Company will need to re-comply with Chapters 1 and 2 of the Listing Rules as if it were seeking admission to the Official List of ASX.</p> <p>The Company's Shares have been suspended from Official Quotation since 31 August 2020 and will remain suspended from Official Quotation until the Company has completed the Proposed Acquisition and re-complied with Chapters 1 and 2 of the Listing Rules, including by satisfaction of ASX's conditions precedent to reinstatement.</p> <p>If Shareholders do not approve the Proposed Acquisition, the Company's Shares will not be reinstated to Official Quotation until such time as the Company has demonstrated to ASX that it satisfies Chapter 12 of the Listing Rules.</p> <p>There is a risk that the Company may not be able to meet the requirements for re-quotation on ASX. In the event the Public Offer Conditions are not satisfied or the Company does not receive conditional approval for reinstatement of the Company's securities to Official Quotation then the Company will not proceed with the Public Offer and will repay all application monies received (without interest).</p>

Risk Category	Risk
<b>Dilution risk</b>	<p>The Company currently has 1,936,136,913 Shares on issue (on a pre-Consolidation basis), being approximately 24,201,686 Shares (on a post-Consolidation basis). The Company proposes to issue (on a post-Consolidation basis):</p> <ul style="list-style-type: none"> <li>(a) 124,000,000 Shares pursuant to the Takeover Offer;</li> <li>(b) up to 140,000,000 Shares pursuant to the Public Offer;</li> <li>(c) 550,000 Director Fee Shares;</li> <li>(d) 5,000,000 Facilitation Shares</li> <li>(e) 5,213,698 Shares on conversion of the Convertible Notes and partial repayment of interest owing in respect of the Convertible Notes; and</li> <li>(f) 187,500 Placement Fee Shares.</li> </ul> <p>After the Consolidation, the issue of Securities under the Takeover Offer and the issue of the Securities in respect of which Shareholder approval is being sought at the Annual General Meeting, the existing Shareholders will retain approximately 9.34% of the Company's issued Share capital at Minimum Subscription or approximately 8.09% at Maximum Subscription and (assuming that each of the following parties are not existing Shareholders of Intiger):</p> <ul style="list-style-type: none"> <li>(a) the Complii Shareholders (other than Mr Michael Carter<sup>1</sup>) will hold approximately 45.71% of the Company's issued Share capital at Minimum Subscription or approximately 39.60% at Maximum Subscription;</li> <li>(b) Mr Greg Gaunt (or his nominee) will hold approximately 0.21% of the Company's issued Share capital at Minimum Subscription or approximately 0.18% at Maximum Subscription; and</li> <li>(c) Euroz Hartleys (or its nominee) will hold approximately 1.62% of the Company's issued Share capital at Minimum Subscription or approximately 1.40% at Maximum Subscription; and</li> <li>(d) Mr Michael Carter (or his nominee) will hold approximately 2.52% of the Company's issued Share capital at Minimum Subscription or approximately 2.19% at Maximum Subscription;</li> <li>(e) the Noteholders will hold approximately 2.01% of the Company's issued Share capital at Minimum Subscription or approximately 1.74% at Maximum Subscription; and</li> <li>(f) the investors under the Public Offer will hold approximately 38.59% of the Company's issued Share capital at Minimum Subscription or approximately 46.80% at Maximum Subscription.</li> </ul>

### 8.3 Risks relating to Complii

Risk Category	Risk
<b>Retention of existing licensees</b>	<p>Complii's growth strategy is largely dependent on maintaining and increasing the number of customers that use the Complii platform and each of the various service modules. Complii's ability to retain customers may fluctuate as a result of a number of factors including their satisfaction with the Complii Platform, Complii's</p>

<sup>1</sup> As Mr Michael Carter is a founder and current shareholder of Complii, he will be entitled to receive approximately 5,540,145 Shares, 1,385,036 Options exercisable at \$0.05 each on or before 31 December 2022 and 1,846,715 Options exercisable at \$0.10 each on or before 31 December 2023 under the Takeover Offer.

Risk Category	Risk
	customer support services, prices, competitor prices, broker consolidation and new feature releases. If customers do not renew their existing licences or renew on less favourable terms (i.e. with a reduced number of service modules), Complii's revenue may decline or grow less quickly than anticipated, which may impact its operations.
<b>Complii Platform risk</b>	Complii will need to ensure that the Complii Platform is updated on an ongoing basis to offer new functions and to comply with new regulatory obligations. The success of any enhancement or new feature depends on several factors, including Complii's understanding of market demand, timely execution, successful introduction, and market acceptance. Complii may not successfully develop new content and features or enhance the Complii Platform to meet customer needs or new content and features and enhancements may not achieve adequate acceptance in the market.
<b>Data loss, theft or corruption</b>	<p>Complii stores data in its own systems and networks and also with a variety of third-party service providers. Breaches of security including hacking, denial of service attacks, malicious software use, internal intellectual property theft, data theft or other external or internal security threats could put the integrity and privacy of customers' data and business systems used by Complii at risk which could impact technology operations and ultimately customer satisfaction with the Company's products and services, leading to lost customers and revenue.</p> <p>The impact of loss or leakage of customer or business data could include costs for potential service disruptions, litigation and brand damage which may potentially have a material adverse impact on the Company's reputation as well as its profitability. Furthermore, any such historical and public security breaches could impact the Company's ability to acquire future customers and revenue. In addition, substantial costs may be incurred in order to prevent the occurrence of future security breaches.</p> <p>Whilst the Company and Complii have established risk management systems to prevent cyber-attacks and any potential data security breaches, including firewalls, encryption of customer data (storage and transmission) and a privacy policy, there are inherent limitations on such systems, including the possibility that certain risks have not been identified. There can be no guarantee that the measures taken by the Company or Complii will be sufficient to detect or prevent data security breaches.</p>
<b>Commercialisation risk</b>	<p>There is a risk that Complii will not be able to successfully licence its products (beyond its current material contractual arrangements) or be unable to attract sufficient licensees to be sufficiently profitable to fund future operations, which would lead to an increased reliance on securing future funding (as set out in the 'Additional Requirements for Capital' risk below).</p> <p>Complii's ability to generate revenue depends on the licences that it grants across its product offerings. As with any business, there is a risk that the marketing strategies may not be effective in generating the increased customer scale that Complii is targeting. In addition, consolidation of core customers may result in fewer overall users accessing the platforms and reduced overall revenue.</p> <p>The price point of some of Complii's software licences may be considered to be too high compared with other solutions or may not be able to stay at the same or at competitive prices for an extended period. This may lead to difficulties in market acceptance and, if reductions in price are necessary to achieve market penetration, the potential for profit margins will be reduced.</p>

Risk Category	Risk
<b>Intellectual property risk</b>	<p>A substantial part of Complii's commercial success will depend on its ability to maintain or as the case may be establish, and protect, its intellectual property, maintain trade secret protection and operate without infringing the proprietary rights of third parties.</p> <p>The underlying technology on which Complii's platform technology is built cannot be patented. Complii will rely on the unique technology it has developed and 'first to market' advantage gained by Complii being the developer of unique technology and the business model.</p> <p>Further, the commercial value of Complii's intellectual property assets is dependent on any relevant legal protections. These legal mechanisms, however, do not guarantee that the intellectual property will be protected or that Complii's competitive position will be maintained. No assurance can be given that employees or third parties will not breach confidentiality agreements, infringe or misappropriate Complii's intellectual property or commercially sensitive information, or that competitors will not be able to produce non-infringing competitive products. Competition in retaining and sustaining protection of technologies and the complex nature of technologies can lead to expensive and lengthy disputes for which there can be no guaranteed outcome. There can be no assurance that any intellectual property which Complii (or entities it deals with) may have an interest in now or in the future will afford Complii commercially significant protection of technologies, or that any of the projects that may arise from technologies will have commercial applications.</p> <p>It is possible that third parties may assert intellectual property infringement, unfair competition or like claims against Complii under copyright, trade secret, patent, or other laws. While the Company and Complii are not aware of any claims of this nature in relation to any of the intellectual property rights in which it has or will acquire an interest, such claims, if made, may harm, directly or indirectly, Complii's business. If Complii or the Company are forced to defend claims of intellectual property infringement, whether they are with or without merit or are determined in Complii's favour, the costs of such litigation may be potentially significant and may divert management's attention from normal commercial operations.</p>
<b>Competition Risk</b>	<p>The industry in which Complii and the Company are involved is subject to domestic and global competition.</p> <p>Whilst similar offerings to the Complii Platform may exist internationally, Complii is not aware of any direct competitors operating in Australia who provide the full range of modules offered by the Complii Platform. Complii is aware of competitors who provide services in respect of some of the modules offered i.e. the ThinkCaddie and Capital Raising service modules. Complii is also aware of direct competitors who provide services similar to that of the Shroogle and ASG businesses.</p> <p>Although the Company will undertake reasonable due diligence in its business decisions and operations following completion of the Proposed Acquisition, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company.</p>
<b>Contract Risk</b>	<p>The operations of Complii require the involvement of a number of third parties, including contractors and customers. With respect to these third parties, and despite applying best practice in terms of pre-contracting due diligence, Complii is unable to completely avoid the risk of:</p> <p>(a) financial failure or default by a participant in any joint venture to which Complii may become a party;</p>

Risk Category	Risk
	<p>(b) insolvency, default on performance or delivery, or any managerial failure by any of the operators and contractors used by Complii in its activities; or</p> <p>(c) insolvency, default on performance or delivery, or any managerial failure by any other service providers used by Complii or operators for any activity.</p> <p>Financial failure, insolvency, default on performance or delivery, or any managerial failure by such third parties may have a material impact on Complii's operations and performance. Whilst best practice pre-contracting due diligence is undertaken for all third parties engaged by Complii, it is not possible for Complii to predict or protect itself completely against all such contract risks.</p>
<b>Regulatory risk</b>	<p>The Complii's Platform and service modules are the subject of continuous development and need to be updated on an ongoing basis in order to ensure that the products and services comply with the current financial laws and regulations. There are no guarantees that the Company will be able to undertake such development successfully. Failure to successfully undertake such research and development, anticipate technical problems, or estimate research and development costs or timeframes accurately will adversely affect the Company's results and viability.</p> <p>In addition, the introduction of new legislation or amendments to existing legislation by governments, developments in existing common law, or the respective interpretation of the legal requirements in any of the legal jurisdictions which govern Complii's operations or contractual obligations, could impact adversely on the assets, operations and, ultimately, the financial performance of the Company and its Shares. In addition, there is a commercial risk that legal action may be taken against Complii in relation to commercial matters.</p>
<b>Product liability risk</b>	<p>Complii may be exposed to liability claims if its products or services are provided in fault and/or cause harm to its customers. As a result, Complii may have to expend significant financial and managerial resources to defend against such claims. If a successful claim is made against Complii, Complii may be fined or sanctioned, and its reputation and brand may be negatively impacted, which could materially and adversely affect its reputation, business prospects, financial condition and results of operation.</p>
<b>Scale Risk</b>	<p>Each of Complii's offerings are the subject of continuous marketing and business development activities in order to ensure that the products and services scale to meet the costs of operations for each business. There are no guarantees that the Company will be able to undertake such marketing successfully.</p> <p>As set out in Section 6.3, Complii acquired Shroogle in February 2019 and ASG in May 2020. Accordingly, these entities are early stage companies in respect of which the market demand for their products and services is unproven. Failure to successfully achieve customer growth for the Shroogle Platform and the ASG business in the required timeframes will adversely affect the Company's results and viability of each of these businesses.</p>

## 8.4 Industry Specific

Risk Category	Risk
<b>User experience risk</b>	<p>Complii's business model is based on recurring revenue arising from customers. A poor user experience may not necessarily be anticipated and may affect growth of customer numbers and repeat purchases or ongoing contracts Complii for use of its</p>

Risk Category	Risk
	<p>software services. Factors which may contribute to poor customer experience include:</p> <ul style="list-style-type: none"> <li>(a) ease of setting up and commencing use of the products offered;</li> <li>(b) quality of the software service functionality and day to day operational efficiency;</li> <li>(c) maintaining regulatory compliance and platform infrastructure;</li> <li>(d) availability and reliability of customer usage; and</li> <li>(e) quality of services provided.</li> </ul> <p>Poor user experiences may result in the loss of customers, adverse publicity, litigation, regulatory enquiries and customers reducing the use of Complii's products. If any of these occur, it may adversely impact Complii's revenue.</p>
<b>Insurance risk</b>	<p>Complii faces various risks in conducting its business and may lack adequate insurance coverage or may not have the relevant insurance coverage. Complii believes it has reasonably adequate coverage for third-party liability insurance, product liability insurance and business interruption insurance. However, Complii's insurance coverage may not be adequate. If Complii incurs substantial losses or liabilities and its insurance coverage is unavailable or inadequate to cover such losses or liabilities, Complii's financial position and financial performance may be adversely affected.</p>
<b>Credit risks with major customers</b>	<p>Complii will be exposed to credit risks relating to delayed or non-payments from its customers. A failure by Complii to adequately assess and manage credit risk with major customers may result in credit losses potentially resulting in a material adverse effect on Complii's business, operating and financial performance, including decreased operating cash flows.</p>
<b>Privacy and data collection risk</b>	<p>Use of the Complii platform involves the storage, transmission, and processing of data from customers, including certain personal or individually identifying information. Personal privacy, information security, and data protection are significant issues. The regulatory framework governing the collection, processing, storage, and use of business information, particularly information that includes personal data, is rapidly evolving and any failure or perceived failure to comply with applicable privacy, security, or data protection laws, regulations or contractual obligations may adversely affect Complii's business.</p>

## 8.5 General Risks

Risk Category	Risk
<b>Additional Requirements for Capital</b>	<p>The funds to be raised under the Public Offer are considered sufficient to meet the immediate objectives of the Company. Additional funding may be required in the event that costs exceed the Company's estimates and to effectively implement its business and operational plans in the future to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur.</p> <p>Following completion of the Public Offer, the Company may seek to raise further funds through equity or debt financing, joint ventures, licensing arrangements, or other means. Failure to obtain sufficient financing for the Company's activities may result in delay and indefinite postponement of its activities and the proposed commercialisation and marketing strategy. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing may not be favourable</p>

Risk Category	Risk
	to the Company and might involve substantial dilution to Shareholders.
<b>Economic and financial market risks</b>	<p>General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.</p> <p>Further, share market conditions may affect the value of the Securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:</p> <ul style="list-style-type: none"> <li>(a) general economic outlook;</li> <li>(b) interest rates and inflation rates;</li> <li>(c) currency fluctuations;</li> <li>(d) changes in investor sentiment toward particular market sectors;</li> <li>(e) the demand for, and supply of, capital; and</li> <li>(f) terrorism or other hostilities.</li> </ul> <p>The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. Neither the Company, the Directors, nor the Proposed Directors warrant the future performance of the Company or any return on an investment in the Company.</p>
<b>Reliance on key personnel</b>	<p>The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.</p>
<b>Force majeure</b>	<p>The Company, now or in the future, may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics, pandemics or quarantine restrictions.</p>
<b>Trading price of Shares</b>	<p>The Company's operating results, economic and financial prospects and other factors will affect the trading price of the Shares. In addition, the price of Shares is subject to varied and often unpredictable influences on the market for equities, including, but not limited to, general economic conditions including the performance of the Australian dollar on world markets, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks and hedging or arbitrage trading activity that may develop involving the Shares.</p> <p>In particular, the share prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-company specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.</p>
<b>Litigation</b>	<p>The Company and Complii may in the ordinary course of business become involved in litigation and disputes, for example with their contractors or clients. Any such litigation or dispute could involve significant economic costs and damage to relationships with</p>

Risk Category	Risk
	contractors, clients or other stakeholders. Any such outcomes may have an adverse impact on the business, market reputation and financial condition and financial performance of the Company. Neither the Company nor Complii are currently engaged in any litigation.
<b>Acquisitions</b>	As part of its business strategy, the Company may make acquisitions of, or significant investments in, companies, products, technologies and/or products that are complementary to the Company's business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving the sales and margins anticipated and retaining key staff and user and supplier relationships.
<b>Coronavirus (COVID-19)</b>	<p>The outbreak of the coronavirus disease (<b>COVID-19</b>) is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company.</p> <p>The Directors are monitoring the situation closely and have considered the impact of COVID-19 on the Company's business and financial performance. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain. In compliance with its continuous disclosure obligations, the Company will continue to update the market in regard to the impact of COVID-19 on its revenue channels and any adverse impact on the Company.</p>
<b>Climate change risks</b>	<p>There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:</p> <ul style="list-style-type: none"> <li>(a) the emergence of new or expanded regulations associated with the transitioning to a lower carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and</li> <li>(b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.</li> </ul>

## **8.6 Investment speculative**

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

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

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

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

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## 9. BOARD, MANAGEMENT AND CORPORATE GOVERNANCE

### 9.1 Directors and key personnel

Upon completion of the Takeover Offer, it is intended that the Board of the Company will be comprised of Mr Craig Mason, Ms Alison Sarich and Mr Greg Gaunt. Mr Craig Mason and Ms Alison Sarich are directors of Complii and Complii Shareholders.

Existing Directors, Mr Patrick Canion and Mr Mark Fisher will resign upon completion of the Takeover Offer.

Brief profiles of the Directors of the Company following completion of the Proposed Acquisition are set out below.

(a) **Craig Mason**— *Proposed Executive Chairman*

Craig has over 30 years' experience in the finance industry in various capacities and has been involved in many major changes which have taken place and shaped the industry over this time. He has worked closely with ASX, ASIC and recently APRA more specifically in the areas of custody, third party trade execution and clearing associated services.

During his career, Craig has established three third party clearing and trade execution businesses in Australia and held senior roles with Bank of America Merrill Lynch, UBS and BNY Mellon/ Pershing.

Craig has continued to work with the industry and its stakeholders to further enhance the important mid-tier and boutique broking segment with particular focus on the retail and wealth management segment.

The Board considers that Mr Mason will not be an independent Director.

(b) **Alison Sarich**— *Proposed Managing Director*

Alison has strong relationship management and operations experience in the finance industry and brings this to the everyday running of Complii.

Alison has been instrumental in the commercialisation of Complii into Sydney and Melbourne.

During her career, Alison has held senior operational roles in Australia and the UK with JP Morgan, Credit Suisse, BNP Paribas and Pershing. One of her leading successes was being part of the pioneering team at Pershing that helped create the service module, which became the baseline for all of their business.

The Board considers that Ms Sarich will not be independent Director.

(c) **Greg Gaunt**— *Non-Executive Director*

Greg has served as a director of the Company since March 2019.

Greg is a former Executive Chairman of the law firms Lavan and HHG Legal Group and possesses longstanding experience in the management of law firms where he attained broad business experience across many different sectors. This experience includes acting as the Chairman of Sandalwood Properties Ltd from December 2015 – February 2018, acting

as Chairman of the Settlement Agents Supervisory Board WA from July 1996 to June 2002, serving as a Member of the Executive Committee and Strategic Planning Committee of Lawyers Associated Worldwide from July 2010 to June 2016, serving as member of the Advisory Committee of the Roman Catholic Archbishop of Perth from January 1992 to December 2005 and serving as a member of the Finance Committee of the Christian Brothers in Western Australia from July 1987 to June 2000.

Greg graduated from the University of Western Australia and currently sits on the Curtin Business School Asia Business Advisory Board and the Advisory Board of the Catholic Development Fund.

The Board considers that Mr Gaunt is an independent Director.

Brief profiles of the existing Directors of the Company who will resign following settlement of the Proposed Acquisition are set out below.

(a) **Patrick Canion**— Non-Executive Chair (*Appointed 17 August 2016*)

Mr Canion has over 35 years' experience in financial services and is nationally recognised in the media and financial services industries for his leadership and innovation in financial planning. He is a former Certified Financial Planner and holds a Masters of Applied Finance and Investment. He is also a Fellow of the Financial Services Institute of Western Australia and a Graduate member of the Australian Institute of Company Directors.

Mr Canion does not hold, and has not over the last 3 years held, a directorship in any other public listed company.

(b) **Mark Fisher**— Non-Executive Director (*Appointed 17 August 2016*)

For the last 20 years Mark has worked globally in senior executive roles for the world's most respected Tier 1 investment, retail and commercial banking and management consulting firms, including Barclays International Retail and Commercial Bank, Lloyds of London, HSBC Merchant and Capital Markets, GE Capital Bank Europe, Barclays Capital Investment Bank, Nationwide Bank UK, Navigant Consulting Europe, Cembra Money Bank Switzerland and Budapest Bank Hungary.

Mr Fisher does not hold, and has not over the last 3 years held, a directorship in any other public listed company.

## 9.2 Disclosure of Interests

### Remuneration

The Company's constitution provides that the remuneration of non-executive Directors will be not more than the aggregate fixed sum determined by a general meeting. The aggregate remuneration for non-executive Directors is \$300,000 per annum although may be varied by ordinary resolution of the Shareholders in general meeting.

The remuneration of any executive director that may be appointed to the Board will be fixed by the Board and may be paid by way of fixed salary or consultancy fee.

The annual emoluments (inclusive of superannuation and otherwise as set out in the notes below) of the existing Directors for the last two financial years and the proposed remuneration of the existing Directors and the Proposed Directors for the current financial year is as follows:

Director	Proposed Remuneration for the Financial Year ending 30 June 2021 <sup>1</sup>	Remuneration for the Financial Year ended 30 June 2020 <sup>1</sup>	Remuneration for the Financial Year ended 30 June 2019 <sup>1</sup>
<b>Directors</b>			
Patrick Canion <sup>2</sup>	\$27,500	\$60,000	\$87,374
Mark Fisher <sup>2</sup>	\$13,750	\$30,000	\$5,000
Greg Gaunt <sup>3,4</sup>	\$30,000	\$30,000	\$10,000
<b>Proposed Directors</b>			
Craig Mason <sup>2,5</sup>	\$162,811	-	-
Alison Sarich <sup>2,5</sup>	\$106,763	-	-

**Notes:**

1. Inclusive of superannuation.
2. It is proposed that Mr Canion and Mr Fisher will resign from the Board, and the Proposed Directors will be appointed to the Board upon successful completion of the Takeover Offer. This table assumes that completion of the Takeover Offer occurs on 15 December 2020.
3. Appointed on 1 March 2019.
4. As noted in Section 4.7, the Company will seek Shareholder approval at the Annual General Meeting for the issue of 550,000 Shares (on a post-Consolidation basis) to Greg Gaunt in lieu of accrued directors' fees for the period from 1 December 2019 to 31 October 2020.
5. Further details of the consultancy agreement entered into with Mr Mason and the executive services agreement entered into with Ms Sarich are set out in Section 10.3.

**Interests in Securities**

**As at the date of this Prospectus**

Directors are not required under the Company's Constitution to hold any Shares to be eligible to act as a director. As at the date of this Prospectus, the existing Directors and the Proposed Directors have relevant interests in securities as set out in the table below.

Director	Shares	Percentage (%)
<b>Directors</b>		
Patrick Canion	18,191 <sup>1,2</sup>	0.08%
Mark Fisher	-	-
Greg Gaunt <sup>3</sup>	-	-
<b>Proposed Directors</b>		
Craig Mason	-	-
Alison Sarich	-	-

**Notes:**

1. Held indirectly by HSBC Custody Nominees (Australia) Limited.
2. Stated on a post-Consolidation basis.

- As noted in Section 4.7, the Company will seek Shareholder approval at the Annual General Meeting for the issue of 550,000 Shares (on a post-Consolidation basis) to Greg Gaunt in lieu of accrued directors' fees for the period from 1 December 2019 to 31 October 2020.

### Post-completion of the Public Offer and the Takeover Offer

Following completion of the Public Offer and the Takeover Offer, the existing Directors and the Proposed Directors have relevant interests in securities as noted in the table below. As Mr Craig Mason and Ms Alison Sarich are Compliant Shareholders, they will be eligible to receive Securities under the Takeover Offer.

Director	Shares	Options	Performance Rights
<b>Directors</b>			
Patrick Canion	18,191 <sup>1</sup>	-	-
Mark Fisher	-	-	-
Greg Gaunt	550,000	-	-
<b>Proposed Directors</b>			
Craig Mason	15,661,582	9,135,922 <sup>2</sup>	18,500,000 <sup>4</sup>
Alison Sarich	11,556,750	6,741,438 <sup>3</sup>	6,750,000 <sup>5</sup>

#### Notes:

- Stated on a post-Consolidation basis.
- Comprising 3,915,395 Options exercisable at \$0.05 each on or before 31 December 2022 and 5,220,527 Options exercisable at \$0.10 each on or before 31 December 2023.
- Comprising 2,889,188 Options exercisable at \$0.05 each on or before 31 December 2022 and 3,852,250 Options exercisable at \$0.10 each on or before 31 December 2023.
- Comprising 1,500,000 Class A Performance Rights, 2,000,000 Class B Performance Rights, 3,000,000 Class C Performance Rights, 3,000,000 Class D Performance Rights, 3,000,000 Class E Performance Rights, 3,000,000 Class F Performance Rights and 3,000,000 Class G Performance Rights.
- Comprising 750,000 Class A Performance Rights, 1,000,000 Class B Performance Rights, 1,000,000 Class C Performance Rights, 1,000,000 Class D Performance Rights, 1,000,000 Class E Performance Rights, 1,000,000 Class F Performance Rights and 1,000,000 Class G Performance Rights.
- As noted in Section 4.7, the Company will seek Shareholder approval at the Annual General Meeting for the issue of 550,000 Shares (on a post-Consolidation basis) to Greg Gaunt in lieu of accrued directors' fees for the period from 1 December 2019 to 31 October 2020.

## 9.3 Agreements with Directors and Related Parties

The Company's policy in respect of related party arrangements is:

- a Director with a material personal interest in a matter is required to give notice to the other Directors before such a matter is considered by the Board; and
- for the Board to consider such a matter, the Director who has a material personal interest is not present while the matter is being considered at the meeting and does not vote on the matter.

The agreements between the Company and related parties are summarised in Section 10.3.

## 9.4 Corporate Governance

### (a) ASX Corporate Governance Council Principles and Recommendations

The Company has adopted comprehensive systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

To the extent applicable, the Company has adopted *The Corporate Governance Principles and Recommendations (4th Edition)* as published by ASX Corporate Governance Council (**Recommendations**).

In light of the Company's size and nature, the Board considers that the current board is a cost effective and practical method of directing and managing the Company. As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

The Company's main corporate governance policies and practices as at the date of this Prospectus are outlined below and the Company's full Corporate Governance Plan is available in a dedicated corporate governance information section of the Company's website at [www.intigergrouplimited.com.au](http://www.intigergrouplimited.com.au).

### (b) Board of directors

The Board is responsible for corporate governance of the Company. The Board develops strategies for the Company, reviews strategic objectives and monitors performance against those objectives. The goals of the corporate governance processes are to:

- (i) maintain and increase Shareholder value;
- (ii) ensure a prudential and ethical basis for the Company's conduct and activities consistent with the Company's stated values; and
- (iii) ensure compliance with the Company's legal and regulatory objectives.

Consistent with these goals, the Board assumes the following responsibilities:

- (i) leading and setting the strategic direction, values and objectives of the Company;
- (ii) appointing the Chairman of the Board, Managing Director or Chief Executive Officer and approving the appointment of senior executives and the Company Secretary;
- (iii) overseeing the implementation of the Company's strategic objectives, values, code of conduct and performance generally;
- (iv) approving operating budgets, major capital expenditure and significant acquisitions and divestitures;

- (v) overseeing the integrity of the Company's accounting and corporate reporting systems, including any external audit (satisfying itself financial statements released to the market fairly and accurately reflect the Company's financial position and performance);
- (vi) establishing procedures for verifying the integrity of those periodic reports which are not audited or reviewed by an external auditor, to ensure that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions;
- (vii) overseeing the Company's procedures and processes for making timely and balanced disclosure of all material information that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- (viii) reviewing, ratifying and monitoring the effectiveness of the Company's risk management framework, corporate governance policies and systems designed to ensure legal compliance; and
- (ix) approving the Company's remuneration framework.

The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in the Board discussions on a fully-informed basis.

(c) **Composition of the Board**

Election of Board members is substantially the province of the Shareholders in general meeting, subject to the following:

- (i) membership of the Board of Directors will be reviewed regularly to ensure the mix of skills and expertise is appropriate; and
- (ii) the composition of the Board has been structured so as to provide the Company with an adequate mix of directors with industry knowledge, technical, commercial and financial skills together with integrity and judgment considered necessary to represent Shareholders and fulfil the business objectives and values of the Company as well as to deal with new and emerging business and governance issues.

Upon completion of the Proposed Acquisition, the Board is proposed to consist of three members (two executive Directors and one non-executive Director) of whom Mr Greg Gaunt is considered independent. The Board considers the current balance of skills and expertise to be appropriate given the Company for its currently planned level of activity.

The Company is committed to workplace diversity. The Company is committed to inclusion at all levels of the organisation, regardless of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective and experience.

To assist in evaluating the appropriateness of the Board's mix of qualifications, experience and expertise, the Board intends to maintain a

Board Skills Matrix to ensure that the Board has the skills to discharge its obligations effectively and to add value.

The Board undertakes appropriate checks before appointing a person as a Director or putting forward to Shareholders a candidate for election as a Director or senior executive.

The Board ensures that Shareholders are provided with all material information in the Board's possession relevant to a decision on whether or not to elect or re-elect a Director.

The Company shall develop and implement a formal induction program for Directors, which is tailored to their existing skills, knowledge and experience. The purpose of this program is to allow new directors to participate fully and actively in Board decision-making at the earliest opportunity, and to enable new directors to gain an understanding of the Company's policies and procedures.

The Board maintains oversight and responsibility for the Company's continual monitoring of its diversity practices. The Company's Diversity Policy provides a framework for the Company to achieve enhanced recruitment practices whereby the best person for the job is employed, which requires the consideration of a broad and diverse pool of talent.

**(d) Identification and management of risk**

The Board's collective experience will enable accurate identification of the principal risks that may affect the Company's business. Key operational risks and their management will be recurring items for deliberation at Board meetings.

**(e) Ethical standards**

The Board is committed to the establishment and maintenance of appropriate ethical standards and to conducting all of the Company's business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. In particular, the Company and the Board are committed to preventing any form of bribery or corruption and to upholding all laws relevant to these issues as set out in the Company's Anti-Bribery and Anti-Corruption Policy. In addition, the Company encourages reporting of actual and suspected violations of the Company's Code of Conduct or other instances of illegal, unethical or improper conduct. The Company and the Board provide effective protection from victimisation or dismissal to those reporting such conduct as set out in its Whistleblower Protection Policy.

**(f) Independent professional advice**

Subject to the Chairman's approval (not to be unreasonably withheld), the Directors, at the Company's expense, may obtain independent professional advice on issues arising in the course of their duties.

**(g) Remuneration arrangements**

The remuneration of an executive Director will be decided by the Board, without the affected executive Director participating in that decision-making process.

In accordance with the Constitution, the total maximum remuneration of non-executive Directors is initially set by the Board and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$300,000 per annum.

In addition, a Director may be paid fees or other amounts (i.e. subject to any necessary Shareholder approval, non-cash performance incentives such as Options) as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The Board reviews and approves the remuneration policy to enable the Company to attract and retain executives and Directors who will create value for Shareholders having regard to the amount considered to be commensurate for a company of its size and level of activity as well as the relevant Directors' time, commitment and responsibility. The Board is also responsible for reviewing any employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed.

(h) **Trading policy**

The Board has adopted a policy that sets out the guidelines on the sale and purchase of securities in the Company by its key management personnel (i.e. Directors and, if applicable, any employees reporting directly to the managing director). The policy generally provides that, the written acknowledgement of the Chair (or the Board in the case of the Chairman) must be obtained prior to trading.

(i) **External audit**

The Company in general meetings is responsible for the appointment of the external auditors of the Company. From time to time, the Board will review the scope, performance and fees of those external auditors.

(j) **Audit committee**

The Company will have a separate audit and risk committee. The committee will operate under an audit and risk committee charter, including but not limited to, monitoring and reviewing any matters of significance affecting financial reporting and compliance, the integrity of the financial reporting of the Company, the Company's internal financial control system and risk management systems and the external audit function.

(k) **Diversity policy**

The Board has adopted a diversity policy which provides a framework for the Company to achieve, amongst other things, a diverse and skilled

workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.

(l) **Departures from Recommendations**

Under the ASX Listing Rules the Company will be required to provide a statement in its annual financial report or on its website disclosing the extent to which it has followed the Recommendations during each reporting period. Where the Company has not followed a Recommendation, it must identify the Recommendation that has not been followed and give reasons for not following it.

The Company's compliance and departures from the Recommendations will also be announced prior to re-admission to the Official List of the ASX.

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## 10. MATERIAL CONTRACTS

Set out below is a brief summary of the certain contracts to which the Company is a party and which the Directors have identified as material to the Company or are of such a nature that an investor may wish to have details of particulars of them when making an assessment of whether to apply for Shares.

To fully understand all rights and obligations of a material contract, it would be necessary to review it in full and these summaries should be read in this light.

### 10.1 Bid Implementation Agreement

On 29 September 2020, Intiger and Complii entered into the Bid Implementation Agreement.

A summary of the material terms of the Bid Implementation Agreement is set out below.

<b>Appointment of Directors</b>	<p>As soon as practicable after Intiger has a relevant interest in more than 90% of the Complii Shares and the Takeover Offer has become unconditional or is declared by the Company to be free of all conditions, the Company must procure the:</p> <ul style="list-style-type: none"><li>(a) appointment of Mr Craig Mason and Ms Alison Sarich as directors of Intiger; and</li><li>(b) resignation of Mr Patrick Canion and Mr Mark Fisher.</li></ul>
<b>Recommendation of Complii Directors</b>	<p>Complii represents and warrants that:</p> <ul style="list-style-type: none"><li>(a) the board of directors of Complii (<b>Complii Board</b>) will recommend that all Complii Shareholders accept the Takeover Offer, subject to there being no superior proposal;</li><li>(b) it has been informed by each of the directors of Complii that they intend to accept the Takeover Offer before the date that is 21 days of the Takeover Offer becoming open for acceptance in respect of all Complii Shares owned or controlled by that director, subject to there being no superior proposal; and</li><li>(c) it has been informed by each of the directors of Complii that they will not withdraw, revise, revoke or qualify, or make any public statement inconsistent with, the recommendation referred to above unless a superior proposal emerges.</li></ul>
<b>Termination</b>	<ul style="list-style-type: none"><li>(a) <u>Termination by either party</u> The Bid Implementation Agreement may be terminated by a party by notice to the other party:<ul style="list-style-type: none"><li>(i) if the other party is in material breach of the Bid Implementation Agreement and that breach is not remedied by that other party within five Business Days of it receiving notice from the first party of the details of the breach and the first party's intention to terminate;</li><li>(ii) if Intiger withdraws the Takeover Offer as permitted by the Corporations Act for any reason including non-satisfaction of a condition or if the Takeover Offer lapses;</li><li>(iii) if there is a material breach of a representation or warranty by the other party and that breach is not remedied by that other party within five Business Days of it receiving notice from the first party of the details of the breach and the first party's intention to terminate;</li></ul></li></ul>

	<p>(iv) if a Court or other regulatory authority has issued a final and non-appealable order, decree or ruling or taken other action which permanently restrains or prohibits the Takeover Offer; or</p> <p>(v) if the other party or any of their subsidiaries becomes Insolvent.</p> <p>(b) <u>Termination by Intiger</u></p> <p>The Bid Implementation Agreement may be terminated by Intiger by notice in writing to Complii if:</p> <p>(i) a superior proposal is made or publicly announced for Complii by a third party;</p> <p>(ii) a director of Complii does not recommend the Takeover Offer be accepted by Complii Shareholders or having recommended the Takeover Offer, withdraws or adversely modifies his or her recommendation of the Takeover Offer;</p> <p>(iii) a person (other than Intiger or its associates) has a relevant interest in more than 20% of the Complii Shares on issue (other than existing Complii Shareholders who at the date of the Bid Implementation Agreement hold a relevant interest in more than 20% of the Complii Shares on issue); or</p> <p>(iv) a material adverse change has occurred in respect of Complii or a prescribed occurrence occurs.</p> <p>(c) <u>Termination by Complii</u></p> <p>The Bid Implementation Agreement may be terminated by Complii by notice in writing to Intiger if:</p> <p>(i) a material adverse change has occurred in respect of Intiger; or</p> <p>(ii) a majority of the directors of Complii recommend a superior proposal, provided always that the exclusivity provisions have been complied with and Intiger has decided not to match that superior proposal.</p>
<b>Reimbursement Fee</b>	<p>In accordance with Australian market practice, Complii has agreed to pay Intiger a cash reimbursement fee of \$200,000 (exclusive of GST) in certain circumstances. Those circumstances are:</p> <p>(a) during the exclusivity period, any one or more members of the Complii Board withdraws, adversely revises or adversely qualifies his or her support of the Takeover Offer or his or her recommendation that Complii Shareholders accept the Takeover Offer or fails to recommend that Complii Shareholders accept the Takeover Offer, or, having made such a recommendation, withdraws, adversely revises or adversely qualifies that recommendation for any reason;</p> <p>(b) during the exclusivity period, any one or more members of the Complii Board recommends that Complii Shareholders accept or vote in favour of, or otherwise supports or endorses (including support by way of accepting or voting, or by way of stating an intention to accept or vote, in respect of any Complii Shares held or controlled by them or held on their behalf), a competing proposal of any kind that is announced (whether or not such proposal is stated to be subject to any pre-conditions) during the exclusivity period;</p> <p>(c) a competing proposal of any kind is announced during the exclusivity period (whether or not such proposal is stated to be subject to any pre-conditions) and, within 12 months of the date of such announcement, a third party completes a competing proposal; or</p> <p>(d) Intiger has terminated the Bid Implementation Agreement as set out in clauses (a)(i) or (a)(iii) as set out the heading</p>

	<p>"Termination by either party" or under clause (b)(ii) as set out under the heading "Termination by Intiger" above.</p> <p>Intiger has agreed to pay Complii a cash reimbursement fee of \$200,000 (exclusive of GST) to Complii without set-off or withholding, if Complii has terminated the Bid Implementation Agreement as set out in clauses (a)(i) or (a)(iii) as set out the heading "Termination by either party" above.</p>
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## 10.2 Lead Manager Mandate

The Company has signed a mandate agreement with Euroz Hartleys under which the Company has appointed Euroz Hartleys as its financial and corporate adviser in relation to the Takeover Offer and lead manager in relation to the Public Offer (**Euroz Hartleys Mandate**). The material terms and conditions of which are summarised below:

<b>Term</b>	The Mandate commenced on 2 September 2020 and will end upon the completion of the Public Offer, unless otherwise validly terminated in accordance with its terms.
<b>Fees</b>	<p>In consideration for the services provided by Euroz Hartleys, Intiger has agreed:</p> <ul style="list-style-type: none"> <li>(a) subject to obtaining Shareholder approval, to issue Euroz Hartleys (or its nominees) 4,000,000 Shares (on a post-Consolidation basis) in consideration for introducing the Proposed Acquisition to Intiger and assisting with its implementation;</li> <li>(b) pay Euroz Hartleys a lead management fee of 2% of all funds raised under the Public Offer (being a fee of between \$100,000 and \$140,000); and</li> <li>(c) pay Euroz Hartleys a placement fee of 4% of all funds raised under the Public Offer (being a fee of between \$200,000 and \$280,000).</li> </ul>
<b>Expenses</b>	Euroz Hartleys is entitled to be reimbursed for out of pocket expenses (with prior written approval of Intiger) and reasonable travel incurred in undertaking its role (subject to all travel expenses in excess of \$2,000 receiving prior approval from Intiger).
<b>Termination</b>	The Euroz Hartleys Mandate may be terminated by either party at any time by giving written notice to the other party. Such termination shall take effect upon the other party's receipt of the notice, unless otherwise specified in the notice.

The Euroz Hartleys Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

### Michael Carter

Intiger has agreed to pay Michael Carter a \$50,000 fee in consideration for introducing the transaction to Intiger and assisting with its implementation. Subject to Shareholder approval being obtained, the fee will be payable in Shares at the relisting price of \$0.05 (being 1,000,000 Shares, on a post-Consolidation basis).

### 10.3 Agreements with Directors

#### 10.3.1 Craig Mason – Executive Chairman

The Company has entered into a consultancy services agreement with C&K Mason Investments Pty Ltd (ACN 097 749 623), an entity controlled by Mr Mason, on the following material terms:

<b>Term</b>	Mr Mason's term as Executive Chair will commence on the date on which Intiger is re-admitted to the Official List, following completion of the Takeover Offer and will continue until validly terminated ( <b>Commencement Date</b> ).
<b>Remuneration</b>	Mr Mason will receive a salary of \$273,250 (which is exclusive of GST) for the services provided to the Company by Mr Mason.
<b>Incentive</b>	Subject to Shareholder approval, Mr Mason (or his nominee) will receive 18,500,000 Performance Rights (on a post-Consolidation basis).
<b>Notice Period</b>	Each party must give six months' notice to terminate the agreement, other than for cause.
<b>Other Terms</b>	The agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

#### 10.3.2 Alison Sarich – Managing Director

The Company has entered into an executive services agreement with Ms Alison Sarich on the following material terms:

<b>Term</b>	Ms Sarich's term as Managing Director will commence on the date on which Intiger is re-admitted to the Official List, following completion of the Takeover Offer and will continue until validly terminated ( <b>Commencement Date</b> ).
<b>Remuneration</b>	Ms Sarich will receive a salary of \$180,000, which is exclusive of directors' fees and superannuation. Ms Sarich will not receive directors' fees for the first 12 months after the Commencement Date, at which time the Board shall determine the directors' fees payable to Ms Sarich.
<b>Incentives</b>	Subject to Shareholder approval, Ms Sarich will receive 6,750,000 Performance Rights (on a post-Consolidation basis).
<b>Termination by Company</b>	Intiger must either give Ms Sarich three months' written notice and, at the end of that notice period, make a payment to Ms Sarich equal to her salary over a three month period; or, otherwise may terminate Ms Sarich's employment with immediate effect by paying her the equivalent of her salary over a six month period.
<b>Termination by Ms Sarich</b>	Ms Sarich may terminate her employment if Intiger commits a serious breach of the agreement and does not remedy that breach within 28 days of receipt of written notice from Ms Sarich to do so; or, otherwise, by providing three months written notice to Intiger.
<b>Other Terms</b>	The agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

#### 10.3.3 Non-executive Director Appointments

Greg Gaunt entered into an appointment letter with the Company on 26 February 2019, pursuant to which he was appointed to act in the capacity of

non-executive Director. Mr Gaunt will receive the remuneration set out in Section 9.2.

#### **10.3.4 Deeds of indemnity, insurance and access**

The Company has entered into a deed of indemnity, insurance and access with each of the existing Directors and the Proposed Directors (which deeds will take effect from completion of the Proposed Acquisition). Under these deeds, the Company will agree to indemnify each officer to the extent permitted by the Corporations Act against any liability arising as a result of the officer acting as an officer of the Company. The Company will also be required to maintain insurance policies for the benefit of the relevant officer and allow the officers to inspect board papers in certain circumstances.

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## **11. ADDITIONAL INFORMATION**

### **11.1 Litigation**

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

### **11.2 Rights attaching to Shares**

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

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

#### **(a) General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

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

#### **(b) Voting rights**

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

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

#### **(c) Dividend rights**

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the

amount paid or credited as paid is of the total amounts paid and payable in respect of such Shares.

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

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

(d) **Winding-up**

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

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

(e) **Shareholder liability**

As the Shares 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.

(f) **Transfer of Shares**

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

(g) **Variation of rights**

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

If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the

holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(h) **Alteration of 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. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

### 11.3 Terms and conditions of Performance Rights

A summary of the terms and conditions of the Performance Rights is set out below:

- (a) **Milestones:** The milestones attaching to the Performance Rights are as follows:

Performance Rights	Milestone
Class A	The Complii Group achieving a minimum of a 15% increase in group revenue from the financial year ended 30 June 2020 to the financial year ending 30 June 2021, as independently verified by the Company's auditors.
Class B	The Company Group achieving a minimum of a 15% increase in group revenue from the financial year ending 30 June 2021 to the financial year ending 30 June 2022, as independently verified by the Company's auditors.
Class C	The Company Group recording positive EBIT in any of the financial years ending 30 June 2021, 30 June 2022 or 30 June 2023, as independently verified by the Company's auditors.
Class D	The volume weighted average price of the Shares over 20 consecutive trading days on which the Company's Shares have actually traded ( <b>20-Day VWAP</b> ) being equal to or greater than \$0.10.
Class E	The Company Group recording revenue of \$5,000,000 in any of the financial years ending 30 June 2021, 30 June 2022 or 30 June 2023, as independently verified by the Company's auditors.
Class F	The 20-Day VWAP of the Company's Shares being equal to or greater than \$0.15.
Class G	The 20-Day VWAP of the Company's Shares being equal to or greater than \$0.20.
<b>TOTAL</b>	

For the avoidance of doubt, the calculation of revenue for the Class A Performance Rights, Class B Performance Rights and the Class E Performance Rights will be based on revenue recognised and measured in accordance with AASB 15 Revenue From Contracts with Customers (as amended or replaced from time to time) and will exclude:

- (i) other income including but not limited to gains, finance income, rebates and grants; and
- (ii) revenue that has been manufactured to achieve the performance milestone.

- (b) **Vesting Deadline:** Each of the Performance Rights shall lapse on the following dates:
- (i) Class A and Class B Performance Rights: 30 September 2021; and
  - (ii) Class C to Class G Performance Rights: 31 December 2023,
- (each, a **Vesting Deadline**).

If the relevant Milestone attached to a class of Performance Rights has not been achieved by the relevant Vesting Deadline, then the relevant Performance Rights will automatically lapse. For the avoidance of doubt, a Performance Right will not lapse in the event the relevant Milestone is met before the relevant Vesting Deadline and the Shares the subject of a conversion are deferred in accordance with paragraph (p) below.

- (c) **Notification to holder:** The Company shall notify the holder in writing when the relevant Milestone has been satisfied.
- (d) **Conversion:** Subject to paragraph (p), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.
- (e) **Lapsing Otherwise:** If the holder (or the effective holder where a nominee has been appointed) of the Performance Right's engagement with the Company (or one of its subsidiaries) is terminated for whatever reason, any unvested Performance Rights held by that relevant holder will automatically lapse.
- (f) **Expiry Date:** Each Performance Right shall otherwise expire five (5) years from the date of issue (**Expiry Date**). If the relevant Milestone attached to the Performance Right has been achieved by the Expiry Date, all unconverted Performance Rights of the relevant class will automatically lapse at that time.
- (g) **Consideration:** The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.
- (h) **Share ranking:** All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other Shares.
- (i) **Application to ASX:** The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the Listing Rules.
- (j) **Timing of issue of Shares on conversion:** Within 5 Business Days after date that the Performance Rights are converted, the Company will:
- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
  - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the

Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the Official List of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights.

If a notice delivered under (j)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

- (k) **Transfer of Performance Rights:** Subject to the Listing Rules, and except as otherwise provided for by an offer, Performance Rights are only transferrable in Special Circumstances (as defined in the Performance Rights Plan) with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death, to the relevant holder's legal personal representative or upon bankruptcy to the holder's trustee in bankruptcy.
- (l) **Participation in new issues:** A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Performance Right.
- (m) **Reorganisation of capital:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable Listing Rules and the Corporations Act at the time of reorganisation.
- (n) **Dividend and voting rights:** The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
- (o) **Change in control:** Subject to paragraph (p), upon:
  - (i) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
    - (A) having received acceptances for not less than 50% of the Company's Shares on issue; and
    - (B) having been declared unconditional by the bidder; or
  - (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

that number of Performance Rights that is equal to not more than 10% of the Shares on issue immediately following conversion under this paragraph will convert into an equivalent number of Shares. The conversion will be completed on a pro rata basis across each class of Performance Rights then on issue as well as on a pro rata basis for each

holder. Performance Rights that are not converted into Shares under this paragraph will continue to be held by the holders on the same terms and conditions.

- (p) **Deferral of conversion if resulting in a prohibited acquisition of Shares:** If the conversion of a Performance Right under paragraph (d) or (o) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:
  - (i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and
  - (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (p)(i) within seven (7) days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.
- (q) **No rights to return of capital:** A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (r) **Rights on winding up:** A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
- (s) **No other rights:** A Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (t) **Plan:** The terms of the Performance Rights are supplemented by the terms of the Company's Performance Rights Plan (as summarised in Section 11.4 below).

#### 11.4 Performance Rights Plan

The Company is proposing to adopt a Performance Rights Plan (**Performance Rights Plan**) to allow eligible participants to be granted Performance Rights in the Company. The principle terms of the Performance Rights Plan are summarised below:

- (a) **Eligibility:** Participants in the Performance Rights Plan may be:
  - (i) a Director (whether executive or non-executive) of the Company or any associated body corporate of the Company (each, a **Group Company**);

- (ii) a full or part time employee of any Group Company;
- (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 as amended or replaced (**Class Order**); or
- (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a participant under subparagraphs (i), (ii), or (iii) above,

who is declared by the Board to be eligible to receive grants of Performance Rights under the Performance Rights Plan (**Eligible Participant**).

- (b) **Offer:** The Board may, from time to time, at its absolute discretion, make a written offer to any Eligible Participant to apply for Performance Rights, upon the terms set out in the Performance Rights Plan and upon such additional terms and conditions as the Board determines.
- (c) **Plan limit:** The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Performance Rights offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.
- (d) **Consideration:** Performance Rights granted under the Performance Rights Plan will be issued for nil cash consideration.
- (e) **Vesting conditions:** A Performance Right may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Performance Right (**Vesting Conditions**).
- (f) **Vesting:** The Board may in its absolute discretion (except in respect of a change of control occurring where Vesting Conditions are deemed to be automatically waived) by written notice to a Participant (being an Eligible Participant to whom Performance Rights have been granted under the Performance Rights Plan or their nominee where the Performance Rights have been granted to the nominee of the Eligible Participant (**Relevant Person**)), resolve to waive any of the Vesting Conditions applying to Performance Rights due to:
  - (i) special circumstances arising in relation to a Relevant Person in respect of those Performance Rights, being:
    - (A) a Relevant Person ceasing to be an Eligible Participant due to:
      - (I) death or total or permanent disability of a Relevant Person; or
      - (II) retirement or redundancy of a Relevant Person;
    - (B) a Relevant Person suffering severe financial hardship;

- (C) any other circumstance stated to constitute "special circumstances" in the terms of the relevant offer made to and accepted by the Participant; or
- (D) any other circumstances determined by the Board at any time (whether before or after the offer) and notified to the relevant Participant which circumstances may relate to the Participant, a class of Participant, including the Participant or particular circumstances or class of circumstances applying to the Participant,

**(Special Circumstances);**

- (ii) a change of control occurring; or
  - (iii) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.
- (g) **Lapse of a Performance Right:** A Performance Right will lapse upon the earlier to occur of:
- (i) an unauthorised dealing in, or hedging of, the Performance Right occurring;
  - (ii) a Vesting Condition in relation to the Performance Right is not satisfied by its due date, or becomes incapable of satisfaction, as determined by the Board in its absolute discretion, unless the Board exercises its discretion to waive the Vesting Condition and vest the Performance Right in the circumstances set out in paragraph (f) or the Board resolves, in its absolute discretion, to allow the unvested Performance Rights to remain unvested after the Relevant Person ceases to be an Eligible Participant;
  - (iii) in respect of unvested Performance Right only, a Relevant Person ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Performance Right in the circumstances set out in paragraph (f) or the Board resolves, in its absolute discretion, to allow the unvested Performance Rights to remain unvested after the Relevant Person ceases to be an Eligible Participant;
  - (iv) in respect of vested Performance Rights only, a Relevant Person ceases to be an Eligible Participant and the Performance Rights granted in respect of that Relevant Person are not exercised within one (1) month (or such later date as the Board determines) of the date that Relevant Person ceases to be an Eligible Participant;
  - (v) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the Eligible Participant;
  - (vi) the Company undergoes a change of control or a winding up resolution or order is made, and the Board does not exercise its discretion to vest the Performance Right; and
  - (vii) the expiry date of the Performance Rights.

- (h) **Not transferrable:** Subject to the Listing Rules, and except as otherwise provided for by an offer, Performance Rights are only transferrable in Special Circumstances with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death, to the Participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.
- (i) **Shares:** Shares resulting from the vesting of the Performance Rights shall, subject to any sale restrictions (refer to paragraph (j)) from the date of issue, rank on equal terms with all other Shares on issue.
- (j) **Sale restrictions:** The Board may, in its discretion, determine at any time up until exercise of Performance Rights, that a restriction period will apply to some or all of the Shares issued to a Participant on exercise of those Performance Rights (**Restriction Period**). In addition, the Board may, in its sole discretion, having regard to the circumstances at the time, waive any such Restriction Period.
- (k) **Quotation of Shares:** If Shares of the same class as those issued under the Performance Rights Plan are quoted on the ASX, the Company will, subject to the Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 business days of the later of the date the Shares are issued and the date any Restriction Period applying to the Shares ends. The Company will not apply for quotation of any Performance Rights on the ASX.
- (l) **No participation rights:** There are no participation rights or entitlements inherent in the Performance Rights and Participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without exercising the Performance Right.
- (m) **No change:** A Performance Right does not confer the right to a change in the number of underlying Shares over which the Performance Right can be exercised.
- (n) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation.
- (o) **Amendments:** Subject to express restrictions set out in the Performance Rights Plan and complying with the Corporations Act, Listing Rules and any other applicable law, the Board may, at any time, by resolution amend or add to all or any of the provisions of the Performance Rights Plan, or the terms or conditions of any Performance Rights granted under the Performance Rights Plan including giving any amendment retrospective effect.
- (p) **Maximum Number of Securities:** The maximum number of Securities proposed to be issued under the Performance Rights Plan, following Shareholder approval, is 35,000,000 Performance Rights. It is not envisaged that the maximum number of Securities will be issued immediately.

## 11.5 Terms and Conditions of Options

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.05 (on a post-Consolidation basis) (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 31 December 2023 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the Official List at the time, apply for Official Quotation of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

## **11.6 ASX Waivers and Confirmations Obtained**

Listing Rule 2.1 (Condition 2) provides that the issue price or sale price of all the securities for which an entity seeks quotation (except options) must be at least 20 cents in cash.

Listing Rule 1.1 (Condition 12) provides that if an entity has options on issue, the exercise price for each underlying security must be at least 20 cents.

The Company has received a conditional waiver from the requirements of:

- (a) Listing Rule 2.1 (Condition 2) to allow the Company to offer Shares under the Public Offer with an issue price which is less than 20 cents; and
- (b) Listing Rule 1.1 (Condition 12) to allow the Company to issue Options with an exercise price of less than 20 cents each and to permit the Company to have Performance Rights on issue with a nil exercise price.

The ASX granted the Company a waiver from Listing Rule 2.1 (Condition 2) to the extent necessary to permit Shares to be issued under the Public Offer at \$0.05 each, on the following conditions:

- (a) the issue price of the Shares issued by the Company under the Public Offer is not less than \$0.05 per Share;
- (b) the terms of the waiver are clearly disclosed in the Notice of Meeting and in this Prospectus;
- (c) Shareholders approve the issue price of the Shares as part of the approvals obtained under Listing Rule 11.1.2 for the Proposed Acquisition; and
- (d) the Company completes a consolidation such that its Shares are consolidated at a ratio that will be sufficient, based on the lowest price at which the Company's Shares traded over the 20 trading days preceding the date of the suspension of the Company's securities from official quotation, to achieve a market value for its Shares of not less than \$0.05 per Share (on a post-Consolidation basis).

The ASX granted the Company a waiver from Listing Rule 1.1 (Condition 12) to permit the Company to have Options on issue with an exercise price which is less than 20 cents and Performance Rights on issue with a nil exercise price on the following conditions:

- (a) the exercise price of the Options is not less than \$0.05 each (on a post-Consolidation basis) (being the price at which the Public Offer is being conducted);
- (b) the terms of the waiver are clearly disclosed in the Notice of Meeting and in this Prospectus; and
- (c) Shareholders approve the issue of the Options and the Performance Rights as part of the approvals obtained under Listing Rule 11.1.2 for the Proposed Acquisition.

The ASX has also provided confirmation that it does not object to the variation in the terms of the Convertible Notes, subject to:

- (a) the Company obtaining prior Shareholder approval for the variation of the terms of the Convertible Notes; and
- (b) the Company obtaining prior Shareholder approval for the conversion of the varied Convertible Notes and the issue of Shares and Options upon conversion.

## **11.7 Interests of Directors**

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

- (a) the formation or promotion of the Company;

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

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

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

## **11.8 Interests of Experts and Advisers**

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

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

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

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

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

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

Bentleys Audit & Corporate (WA) Pty Ltd has acted as Investigating Accountant and has prepared the Independent Limited Assurance Report which is included in Annexure A. The Company estimates it will pay Bentleys Audit & Corporate (WA)

Pty Ltd \$12,000 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Bentleys Audit & Corporate (WA) Pty Ltd has received \$84,800 (excl GST) in fees from the Company for audit services.

Euroz Hartleys has acted as lead manager to the Public Offer and will receive 6% of the total amount raised under the Prospectus (plus GST) following the successful completion of the Public Offer in consideration for its services. Euroz Hartleys will be responsible for paying all capital raising fees that Euroz Hartleys and the Company agree with any other financial service licensees. In addition, the Company has agreed to issue 4,000,000 Shares (on a post-Consolidation basis) to Euroz Hartleys (or its nominees) in consideration for the provision of its services in introducing the Proposed Acquisition to the Company and assisting with its implementation. Further details in respect to the Euroz Hartleys Mandate with Euroz Hartleys are summarised in Section 10.2. During the 24 months preceding lodgement of this Prospectus with the ASIC, Euroz Hartleys has not received fees from the Company for any other services. However, the Company is seeking Shareholder approval at the Annual General Meeting for the issue of 187,500 Shares (on a post-Consolidation basis) to Euroz Hartleys (or its nominees) in consideration for services provided in connection with June Placement. If such approval is not obtained, the Company will be required to pay a fee of \$7,500 to Euroz Hartleys.

Steinepreis Paganin has acted as the Australian legal advisers to the Company in relation to the Public Offer. The Company estimates it will pay Steinepreis Paganin \$180,000 (excluding GST) for these services. Subsequently, fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin received or invoiced \$60,000 (excluding GST and disbursements) in fees from the Company for legal services.

## **11.9 Consents**

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

Each of the parties referred to in this Section:

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

Bentleys Audit & Corporate (WA) Pty Ltd has given its written consent to being named as Investigating Accountant in this Prospectus and to the inclusion of the

Independent Limited Assurance Report in Annexure A in the form and context in which the information and report is included.

Bentleys Audit & Corporate (WA) Pty Ltd has given its written consent to being named as auditor of the Company and Complii in this Prospectus and the inclusion of the audited financial information of the Company and Complii contained in Section 7 to this Prospectus in the form and context in which it appears.

Steinepreis Paganin has given its written consent to being named as the Australian legal advisers to the Company in relation to the Public Offer in this Prospectus.

Euroz Hartleys has given its written consent to being named as the lead manager to the Company in this Prospectus.

Automic Pty Ltd has given its written consent to being named as the share registry to the Company in this Prospectus.

### 11.10 Expenses of the Public Offer

The total expenses of the Public Offer (excluding GST) are estimated to be approximately \$601,000 for Minimum Subscription under the Public Offer or \$721,000 for Maximum Subscription under the Public Offer and are expected to be applied towards the items set out in the table below:

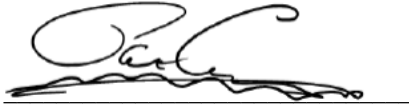
Item of Expenditure	Minimum Subscription (\$)	Maximum Subscription (\$)
ASIC fees	3,206	3,206
ASX fees	49,400	49,400
Fees payable to Euroz Hartleys	300,000	420,000
Legal Fees	180,000	180,000
Investigating Accountant's Fees	12,000	12,000
Auditor's Fees	50,000	50,000
Printing and Distribution	3,000	3,000
Miscellaneous	3,394	3,394
<b>TOTAL</b>	<b>601,000</b>	<b>721,000</b>

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**12. DIRECTORS' AUTHORISATION**

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

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

A handwritten signature in black ink, appearing to read 'Patrick Canion', written over a horizontal line.

**Patrick Canion**  
**Non-Executive Chairman**  
**For and on behalf of**  
**Intiger Group Limited (to be renamed 'Complii FinTech Solutions Limited')**

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## 13. GLOSSARY

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

**\$** means an Australian dollar.

**AFSL** means Australia Financial Services licence.

**Annual General Meeting** has the meaning set out in Section 4.7.

**Application Form** means the application form attached to or accompanying this Prospectus relating to the Public Offer.

**ASIC** means Australian Securities & Investments Commission.

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

**Bid Implementation Agreement** means the agreement between the Company and Complii under which the Company has offered to acquire all of the fully paid ordinary shares in Complii by way of an offer market takeover summarised in Section 10.1.

**Board** means the board of directors of the Company as constituted from time to time.

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

**CHESS** means the Clearing House Electronic Subregister System operated by ASX Settlement.

**Closing Date** means the closing date of the Public Offer as set out in the indicative timetable in the Key Offer Information Section (subject to the Company reserving the right to extend the Closing Date or close the Public Offer early).

**Company** or **Intiger** means Intiger Group Limited (to be renamed 'Complii FinTech Solutions Limited') (ACN 098 238 585).

**Complii** means Complii FinTech Solutions Ltd (ACN 142 459 327).

**Complii Group** means Complii and its Subsidiaries.

**Complii Platform** means Complii's modular and customisable platform that provides a digital solution to meet specific business, compliance and operational needs of financial organisations, their advisers and investors.

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

**Complii Shareholder** means the holder of a Complii Share.

**Consolidation** means a consolidation of the Company's issued capital on the terms set out in the Notice of Meeting.

**Constitution** means the constitution of the Company.

**Convertible Notes** means 200,000 convertible notes which are currently on issue in Intiger, which, subject to the Shareholder approval being obtained, will convert within five Business Days of the occurrence of a Liquidity Event into 5,000,000 Shares and 10,000,000 Options exercisable at \$0.05 each on or before 31 December 2023 (each on a post-Consolidation basis).

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

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

**Essential Resolutions** means the resolutions required to implement the Proposed Acquisition, detailed in Section 4.7.

**Euroz Hartleys** means Euroz Hartleys Securities Limited (ACN 089 314 983) (AFSL 243302).

**Euroz Hartleys Mandate** means the agreement with Euroz Hartleys summarised in Section 10.2.

**Liquidity Event** means the later to occur of:

- (a) Intiger completing the issue of a minimum of 100,000,000 Shares (on a post-Consolidation basis) at an issue price of \$0.05 per Share to raise a minimum of \$5,000,000 (before costs) under the Public Offer; and
- (b) Intiger obtaining a relevant interest at least 90% of the aggregate of all Complii Shares on issue (on a fully-diluted basis); and Intiger receiving from ASX written confirmation that ASX will re-admit Intiger to the Official List and terminate the suspension from official quotation of the Shares, subject to the satisfaction of such terms and conditions (if any) as are prescribed by ASX or the Listing Rules.

**Listing Rules** means the official listing rules of ASX.

**Maximum Subscription** means the maximum amount to be raised under the Public Offer, being \$7,000,000.

**Minimum Subscription** means the minimum amount to be raised under the Public Offer, being \$5,000,000.

**NCCP Act** means *the National Consumer Credit Protection Act 2009* (Cth).

**Notice of Meeting** means the Company's notice of meeting dated 30 October 2020.

**Official List** means the official list of ASX.

**Official Quotation** means official quotation by ASX in accordance with the Listing Rules.

**Option** means an option to acquire a Share.

**Optionholder** means a holder of an Option.

**Performance Right** means a performance right convertible into a Share on the terms and conditions set out in Section 11.3.

**Performance Rights Plan** has the meaning set out in Section 11.4.

**Priority Offer** means the offer of Shares pursuant to the Prospectus as set out in Section 4.3.

**Proposed Acquisition** means the proposed acquisition by the Company of all of the issued capital of Complii in accordance with the terms of the Bid Implementation Agreement.

**Proposed Directors** means the nominees of Complii to be appointed to the Board pursuant to the terms of the Bid Implementation Agreement, being Craig Mason and Alison Sarich.

**Prospectus** means this prospectus.

**Public Offer** means the offer of Shares pursuant to this Prospectus as set out in Section 4.2.

**Public Offer Conditions** has the meaning set out in Section 4.6.

**Recommendations** has the meaning set out in Section 9.4.

**Section** means a Section of this Prospectus.

**Securities** means Shares, Options, Performance Rights and Convertible Notes.

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

**Shareholder** means a holder of Shares.

**Shroogle Platform** means Shroogle's online platform for individuals to apply for a home loan and to seek assistance in the completion of the application process, and support through to settlement.

**Subsidiary** means a subsidiary within the meaning given to that term in section 9 of the Corporations Act.

**Takeover Offer** has the meaning set out in Section 4.1.

**WST** means Western Standard Time as observed in Perth, Western Australia.



9 November 2020



The Directors  
Intiger Group Limited  
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247 Oxford Street  
Leederville WA 6007

Bentleys Audit & Corporate  
(WA) Pty Ltd

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Dear Board of Directors

## Independent Limited Assurance Report on Intiger Group Limited

### Historical and Pro forma Financial Information

We have been engaged by Intiger Group Limited ("IAM", "Intiger" or "the Company") to prepare this Independent Limited Assurance Report ("Report") in relation to certain financial information of IAM for inclusion in the Prospectus.

The Prospectus (or "the document") is issued for the purposes of raising a minimum of \$5,000,000 through the issue of 100,000,000 shares (on a post consolidation basis) at issue price of \$0.05 and a maximum of \$7,000,000 through the issue of 140,000,000 shares (on a post consolidation basis) at issue price of \$0.05.

In addition to the purpose of raising funds under the Public Offer and issuing Securities under the other Offers, this Prospectus is issued for the purpose of re-complying with the admission requirements under Chapters 1 and 2 of the Listing Rules following a change to the nature and scale of the Company's activities.

Expressions and terms defined in the document have the same meaning in this Report. This Report has been prepared for inclusion in the Prospectus. We disclaim any assumption of responsibility for any reliance on this Report or on the Financial Information to which it relates for any purpose other than that for which it was prepared.

### Scope

You have requested Bentleys to perform a limited assurance engagement in relation to the historical and pro forma historical financial information described below and disclosed in the Prospectus.

The historical and pro forma historical financial information is presented in the Prospectus in an abbreviated form insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

You have requested Bentleys to review the following historical financial information (together the “Historical Financial Information”) of IAM and Complii FinTech Solutions Limited (Complii”) included in the Prospectus:

#### ***Historical Financial Information***

- The historical Consolidated Statement of Profit or Loss and Other Comprehensive Income for the years ended 30 June 2018, 30 June 2019 and 30 June 2020;
- The historical Consolidated Statement of Financial Position as at 30 June 2018, 30 June 2019 and 30 June 2020; and
- The historical Consolidated Statement of Cash Flows for the years ended 30 June 2018, 30 June 2019 and 30 June 2020.

The Historical Financial Information of Intiger Group Limited has been extracted from the financial reports for the years ended 30 June 2018, 30 June 2019 and 30 June 2020. The financial report for the year ended 30 June 2018 was audited by HLB Mann Judd and for the years ended 30 June 2019 and 30 June 2020 was audited by Bentleys in accordance with Australian Auditing Standards. HLB Mann Judd issued an unqualified audit opinion with material uncertainty related to going concern for the year ended 30 June 2018 and Bentleys issued an unqualified audit opinion with material uncertainty related to going concern for the years ended 30 June 2019 and 30 June 2020.

The Historical Financial Information of Complii FinTech Solutions Limited (“Complii”) has been extracted from the financial reports for the years ended 30 June 2018, 30 June 2019 and 30 June 2020. The financial reports for the years ended 30 June 2018, 30 June 2019 and 30 June 2020 were audited by Bentleys in accordance with Australian Auditing Standards. Bentleys issued an unqualified audit opinion with material uncertainty related to going concern for the years ended 30 June 2018, 30 June 2019 and 30 June 2020.

#### ***Pro Forma historical financial information***

You have requested Bentleys to review the pro forma historical Statement of Financial Position as at 30 June 2020 referred to as “the pro forma historical financial information.

The pro forma historical financial information has been derived from the historical financial information of IAM, and Complii after adjusting for the effects of the subsequent events and pro forma adjustments described in note 2 of section 7 of the document. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the events or transactions to which the pro forma adjustments relate, as described in note 2 of section 7 of the document, as if those events or transactions had occurred as at the date of the historical financial information. Due to its nature, the pro forma historical financial information does not represent the company’s actual or prospective financial position or financial performance.

The pro-forma historical financial information has been prepared by adjusting the statement of financial position of Intiger Group Limited and Complii FinTech Solutions Limited as at 30 June 2020 to reflect the financial effects of the following subsequent events which have occurred since 30 June 2020:

- (a) On 28 October 2020, shareholders approved the issue of 306,249 Complii Salary Shares at a deemed issue price of \$0.06 per share totaling \$18,375, to directors and executives of Complii in lieu of directors’ fees and salary payments;
- (b) On 28 October 2020, shareholders approved the issue of 1,250,000 Complii Director Shares at a deemed issue price of \$0.06 per share totaling \$75,000;

- (c) In October 2020, Complii issued 963,275 Complii Employee Shares at \$0.04 per share totalling \$38,531 to various employees of Complii;
- (d) On 28 October 2020, shareholders approved the issue of 19,957,413 Complii Loan Conversion Shares to existing lenders of Complii upon conversion of the Complii Loans. Complii Loans means the existing loans between Complii and various lenders to the value of \$1,197,445 (which includes \$1,080,000 in principal and interest owing of \$117,445) but does not include any amount that may be advanced to Complii under the Complii Finance Facility;

and the following pro forma transactions which are yet to occur, but are proposed to occur immediately or following completion of the capital raising:

- (e) Intiger will complete a consolidation of its issued capital on an 80:1 basis.
- (f) Intiger Consideration Securities means the 124,000,000 Intiger Shares, 31,000,002 Intiger Tranche 1 Options and 41,333,336 Intiger Tranche 2 Options which will be offered as consideration under the Takeover Offer;
- (g) Issue of a minimum of 100,000,000 shares (on a post consolidation basis) at deemed issue price of \$0.05 per Intiger Share in connection with the re-admission of Intiger to the Official List to raise up to a minimum of \$5,000,000 before costs based on the minimum Public Offer subscription and a maximum of 140,000,000 shares (on a post consolidation basis) at a deemed issue price of \$0.05 per Intiger Share in connection with the re-admission of Intiger to the Official List to raise a maximum of \$7,000,000 before costs based on a maximum Public Offer subscription;
- (h) Costs of the Public Offer include, Intiger Facilitation Shares, fees to Broker / Lead Manager and costs of the Public Offer and are estimated to be \$851,000 based on the minimum Public Offer subscription or \$971,000 based on the maximum Public Offer subscription, which are to be offset against the contributed equity;
  - (i) Intiger Facilitation Shares means the 5,000,000 Intiger Shares (on a post-Consolidation basis) at a deemed issue price of \$0.05 per share totalling \$250,000 which, subject to Intiger Shareholder approval being obtained, will be issued in consideration for introduction and facilitation services provided to Intiger, comprising:
    - (a) 4,000,000 Intiger Shares which will be issued to Euroz Hartleys (or its nominees); and
    - (b) 1,000,000 Intiger Shares which will be issued to Mr Michael Carter (or his nominees);
  - (ii) Fees to Broker / Lead Manager totalling \$300,000 (minimum Public Offer subscription) and \$420,000 (maximum Public Offer subscription) comprise:
    - (a) lead management fee of 2% payable to Euroz Hartleys of all funds raised under the Public Offer, being a fee of between \$100,000 (minimum Public Offer subscription) and \$140,000 (maximum Public Offer subscription); and
    - (b) placement fee of 4% payable to Euroz Hartleys of all funds raised under the Public Offer, being a fee between \$200,000 (minimum Public Offer subscription) and \$280,000 (maximum Public Offer subscription);

- (iii) Costs of the Public Offer totalling \$301,000 which include legal fees, ASX fees, advisor fees, Investigating Accountant fees, Share Registry Fees and broker costs;
- (i) Intiger Convertible Note Shares means the 5,000,000 Intiger Shares (on a post-Consolidation basis) totalling \$200,000, which, subject to Intiger Shareholder approval being obtained, will be issued in connection with the conversion of the Intiger Convertible Notes;  
  
Intiger Interest Shares means the 213,698 Shares (on a post-Consolidation basis) totaling \$135,262, which, subject to Intiger Shareholder approval being obtained, will be issued in connection with the repayment of interest owing in respect of the Intiger Convertible Notes;  
  
Intiger Convertible Note Options means the 10,000,000 options to acquire an Intiger Share (on a post-Consolidation basis) exercisable at \$0.05 each on before 31 December 2023, which, subject to Intiger Shareholder approval being obtained, will be issued in connection with the conversion of the Intiger Convertible Notes;
- (j) Director Fee Shares means 550,000 Shares (on a post-Consolidation basis) at a deemed issue price of \$0.05 per share totalling \$27,500 which, subject to Intiger Shareholder approval being obtained, will be issued to Mr Greg Gaunt (or his nominee) in lieu of accrued directors' fees.
- (k) Placement Fee Shares means 187,500 Shares (on a post-Consolidation basis) at a deemed issue price of \$0.05 per share totalling \$9,375 which, subject to Intiger Shareholder approval being obtained, will be issued to Euroz Hartleys (or its nominees) in consideration for services provided in connection with a placement undertaken by Intiger in June 2020; and
- (l) Director Performance Rights means an aggregate of 25,250,000 Performance Rights (on a post-Consolidation basis) to the Proposed Directors (Ms Alison Sarich and Mr Craig Mason) in order to link part of the remuneration and fees paid to specific performance criteria, namely the achievement of specific milestones, include a market-linked incentive component in their remuneration package or fees payable (as applicable), motivate and reward the successful performance of the Proposed Directors in their respective roles in managing the operation and strategic direction of the Company and further align the goals of the Proposed Directors with creating value for the shareholders.

## **Directors' responsibility**

The directors of IAM are responsible for the preparation of the historical financial information and pro forma historical financial information, including the selection and determination of pro forma adjustments made to the historical financial information and included in the pro forma historical financial information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of historical financial information and pro forma historical financial information that are free from material misstatement, whether due to fraud or error.

## **Our responsibility**

Our responsibility is to express limited assurance conclusions on the historical financial information and pro forma historical financial information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

Our limited assurance procedures consisted of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A limited assurance engagement

is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the financial information.

## **Historical Financial Information**

### **Conclusions**

#### **Historical Financial Information**

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the historical financial information for IAM and Complii comprising:

- The historical Consolidated Statements of Profit or Loss and Other Comprehensive Income for the periods ended 30 June 2018, 30 June 2019 and 30 June 2020;
- The historical Consolidated Statements of Financial Position as at periods ended 30 June 2018, 30 June 2019 and 30 June 2020; and
- The historical Consolidated Statements of Cash Flows for the periods ended 30 June 2018, 30 June 2019 and 30 June 2020

are not presented fairly in all material respects, in accordance with the stated basis of preparation as described in section 7.2 of the document.

#### **Pro Forma Historical Financial Information**

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the pro forma historical financial information comprising the Statement of Financial Position as at 30 June 2020 is not presented fairly in all material respects, in accordance with the stated basis of preparation as described in section 7 of the document.

## **Restriction on Use**

Without modifying our conclusions, we draw attention to section 7 of the Prospectus, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

## **Consent**

Bentleys has consented to the inclusion of this Independent Limited Assurance Report in this disclosure document in the form and context in which it is so included (and at the date hereof, this consent has not been withdrawn), but has not authorised the issue of the disclosure document. Accordingly, Bentleys makes no representation or warranties as to the completeness and accuracy of any information contained in this disclosure document, and takes no responsibility for, any other documents or material or statements in, or omissions from, this disclosure document.

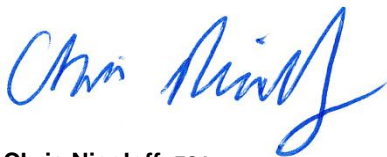
**Liability**

The Liability of Bentleys Audit & Corporate (WA) Pty Ltd is limited to the inclusion of this report in the Prospectus. Bentleys Audit & Corporate (WA) Pty Ltd makes no representation regarding, and takes no responsibility for any other statements, or material in, or omissions from the Prospectus.

**Declaration of Interest**

Bentleys Audit & Corporate (WA) Pty Ltd does not have any interest in the outcome of this transaction or any other interest that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion in this matter. Bentleys Audit & Corporate (WA) Pty Ltd will receive normal professional fees for the preparation of the report.

Yours faithfully



**Chris Nicoloff FCA**  
**Partner**