

ASX Announcement | 30 April 2024

Entitlement Offer to Fund Growth

Highlights

- Spectur to raise approximately \$0.928M (before costs) via a non-renounceable, pro rata Entitlement Offer, on the basis of one (1) New Share for every five (5) shares, at \$0.02 each.
- Each New Share will come with an entitlement to receive one (1) unquoted, attaching New Option, exercisable at \$0.029 on or before 30 May 2025.
- The Entitlement Offer follows Spectur's recent share Placement under which it raised \$250,000.
- Spectur's Directors intend to participate for entitlements totalling approximately \$64,000.
- Funds will be used towards addressing restructuring costs, working capital for up-front costs of hardware and components for potential larger orders, a potential buyback of small share parcels and costs of the raising.

Solar security, surveillance, warning, environmental monitoring and AI solutions and platforms company Spectur Limited (ASX: SP3) (**Spectur** or the **Company**) is pleased to announce that it is undertaking a non-renounceable, pro-rata entitlement offer of new fully paid ordinary shares (**New Shares**) to raise up to \$927,684 (before costs) (**Entitlement Offer**).

Under the Entitlement Offer, Eligible Shareholders will be entitled to subscribe on the basis of one (1) New Share for every five (5) shares held on Wednesday, 8 May 2024 (**Record Date**), at an issue price of \$0.02 per New Share.

Each New Share will come with an entitlement to receive one (1) attaching new option to subscribe for a fully paid ordinary share in Spectur (**New Option**) for every New Share received under the Entitlement Offer. Each New Option will be exercisable at \$0.029 on or before 30 May 2025.

In addition to their entitlement, Eligible Shareholders may also apply for New Shares for which applications are not received under the Entitlement Offer (**Shortfall**), at the same issue price of \$0.02 per New Share.

The Entitlement Offer is expected to open on Friday, 10 May 2024, and close at 5:00pm (AWST) on Friday, 24 May 2024.

The Entitlement Offer follows the successful share placement by Spectur at \$0.02 per share to raise approximately \$250,000 before costs (**Placement**) announced on 23 April 2024, to fund full repayment of the existing loan from EGP Capital. An offer of New Options will also be made to the Placement participants on the same basis (i.e. one attaching New Option for every share received under the Placement).

Use of Funds

It is proposed the funds raised under the Entitlement Offer will be used as set out in the table below.

Use	50% subscription	Full subscription
Up-front business re-structuring costs	\$250,000	\$250,000
Hardware and components for pending large orders	\$173,842	\$400,000
Buy-back small share parcels	-	\$60,000
Estimated costs of the Entitlement Offer	\$40,000	\$40,000
General working capital	-	\$177,684
Total	\$463,842	\$927,684

The information set out in the above table is a statement of present intention as at this announcement and may change.

Additional Details

The Entitlement Offer will be open to shareholders who have a registered address within Australia and New Zealand at the Record Date (**Eligible Shareholders**).

As the Entitlement Offer is non-renounceable, Eligible Shareholders cannot trade their entitlements.

The Company has not appointed a lead manager for the Entitlement Offer.

All New Shares issued under the Entitlement Offer will rank equally with existing shares on issue and the Company will apply for quotation of those New Shares.

The Entitlement Offer will be made by way of a transaction specific prospectus to be issued by the Company setting out the full terms and conditions of the offer (**Prospectus**).

The Company expects to lodge the Prospectus on or about 3 May 2024 and will be dispatching personalised entitlement acceptance forms to Eligible Shareholders shortly after the Record Date.

Eligible Shareholders will be able to:

- take up all of their entitlements in full;
- take up part of their entitlements and allow the balance to lapse; or
- allow all of their entitlements to lapse in full.

Eligible Shareholders who take up their entitlements in full (or wish to apply for additional New Shares under the Shortfall) must ensure that the completed entitlement and acceptance forms and application payment is received by 5:00 pm (AWST) on the closing date of **24 May 2024**.

Eligible shareholders should carefully consider the Entitlement Offer (including reading the Prospectus in full) when deciding whether or not to participate in the Entitlement Offer.

Director Participation

Spectur's Directors and management (including Chair, Darren Cooper, and Managing Director, Gerard Dyson) intend to participate in the Entitlement Offer for approximately \$64,000. Further details of each Director's intentions will be disclosed in the Prospectus.

Indicative Timetable

The indicative timetable of the Entitlement Offer is set out below. This timetable may change, subject to the requirements of ASX. Any changes will be announced by market release to ASX.

Key Events	Date
Announcement of the Entitlement and release of Appendix 3B to ASX	Tuesday, 30 April 2024
Lodge Prospectus with ASIC and release to ASX	Friday, 3 May 2024
Shares quoted on an "ex" basis	Tuesday, 7 May 2024
Record Date	5:00pm on Wednesday, 8 May 2024
Opening Date – Prospectus despatched to Eligible Shareholders	Friday, 10 May 2024
Anticipated settlement of Placement	Friday, 10 May 2024
Last date to extend Closing Date	Before 12:00pm (AEST) on Friday, 21 May 2024
Closing Date	5:00pm on Friday, 24 May 2024
Shares quoted on a deferred settlement basis	Monday, 27 May 2024
Results of Entitlement Offer announced to ASX	Wednesday, 29 May 2024
Securities issued and holding statements despatched	Thursday 30 May 2024
New Shares commence normal trading on ASX	Friday 31 May 2024

Potential buy-back of small parcels

The Company currently has in excess of 300 shareholders with parcels of shares valued at less than \$500 (**Small Holders**). There are a number of ongoing administrative costs to the Company in maintaining these largely inactive Small Holders.

After the Entitlement Offer, the Directors intend to review the number of Small Holders and may consider whether the Company should conduct a buy-back of these shares.

Executive commentary

Spectur Managing Director, Gerard Dyson, said:

“Following the conclusion of major integration milestones following the acquisition of Three Crowns Technologies and Spectur New Zealand in 2023, Spectur has been able to rationalize a number of roles through a period of restructuring. In this process, in excess of \$650,000 of annual labour costs have been eliminated (or will be eliminated) from the business in H2 FY2024. These productivity and efficiency improvements do come with a one-off series of exit costs, which will have a rapid payback.”

In parallel, Spectur is presently managing a sales pipeline with a substantial number of material opportunities. To manage our ability to procure core componentry for manufacturing and the associated sales and capital cycle, whilst managing risk, we have sought additional working capital.

Finally, as part of our drive to improve productivity and reduce operating costs, Spectur is considering measures to reduce the costs associated with a significant number of shareholders with small shareholding parcels. Our first preference is to encourage these shareholders to participate in the Entitlements Offer. For the balance of shareholders with small parcels, we will consider a limited share buyback to reduce these ongoing costs.

These steps, along with earlier placement intended to remove the EGP Capital debt, are part of the Company drive towards sustainable and profitable growth into the future.”

Investors are encouraged to lodge questions and find out more at this site: <https://investorhub.spectur.com.au/link/0y52Ge> or at the Spectur InvestorHub

Ends.

This ASX release is authorised by the Board of Directors of Spectur Limited

For further information, please contact:

Spectur Limited

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About Spectur Limited

Spectur Limited (ASX:SP3) is an Australian-based developer and manufacturer of security, surveillance, warning, environmental monitoring and AI solutions and platforms, powered by solar, IoT [Internet of Things], camera and cloud-based technology. The Company owns the rights to its innovative hardware and disruptive cloud-based systems which are deployed to provide solutions to industries including government and utilities, and the building, construction and civil sector.

Spectur's core products are solar-powered warning, deterrence, surveillance, environmental monitoring and AI systems and associated cloud-based platforms. These systems incorporate cameras, lighting, audible warnings and a hardware IoT platform, remotely accessed and connected via 3G/4G or satellite technology to a cloud-based platform.

Spectur has nearly 40 employees across Australia and New Zealand, with offices in Brisbane, Sydney, Melbourne, Adelaide, Perth and Auckland. The company services more than 600 active customers with close to 3,000 camera systems currently deployed.

The Company design, codes, manufactures, sells, installs and maintains our hardware and software technology – providing a single point of contact able to configure to suit customer needs.

To learn more, please visit: www.spectur.com.au

Forward-Looking Information:

This announcement contains forward-looking information that is based on Spectur's expectations, estimates and projections as of the date on which the statements were made. This forward-looking information includes, among other things, statements with respect to Spectur's business strategy, plans, development, objectives, performance, outlook, growth, cash flow, projections, targets and expectations, negotiations, and product/service development. Generally, this forward-looking information can be identified using terminology such as 'outlook', 'anticipate', 'project', 'target', 'potential', 'likely', 'believe', 'estimate', 'expect', 'intend', 'may', 'would', 'could', 'should', 'scheduled', 'will', 'plan', 'forecast', 'evolve' and similar expressions. Persons reading this announcement are cautioned that such statements are only predictions, and that Spectur's actual future results or performance may be materially different. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause Spectur's actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information.

