



WAY2VAT LTD

ARBN 637 709 114

PROSPECTUS

For an offer of Placement Options (**Options Offer**). The Options Offer opens on 3 December 2024 and closes at 5:00pm (AEDT) on 5 December 2024 (unless extended). This Prospectus is also being issued to facilitate secondary trading of the underlying securities to be issued upon the exercise of the Placement Options. Please read the instructions in this Prospectus and on the accompanying Application Form.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.

THE SECURITIES OFFERED IN CONNECTION WITH THIS PROSPECTUS ARE OF A HIGHLY SPECULATIVE NATURE. IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

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IMPORTANT INFORMATION

General

This Prospectus is dated 3 December 2024 and was lodged with ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No securities will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus). The Company will apply to ASX for Official Quotation of the Placement Options offered under this Prospectus within seven (7) days of the date of this Prospectus.

A copy of this Prospectus is available for inspection at the registered office of the Company at c/ - Automic Group Pty Ltd, Level 5, 126 Philip Street, Sydney NSW 2000 during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (refer to Section 4.4).

No person or entity is authorised to give any information or to make any representation in connection with the Options Offer which is not detailed in this Prospectus. Any information or representation not detailed in this Prospectus should not be relied on as having been made or authorised by the Company or the Directors in connection with the Options Offer.

This Prospectus will be made available in electronic form. Eligible persons having received a copy of this Prospectus in its electronic form may, subject to applicable laws, obtain an additional paper copy of this Prospectus (free of charge) from the Company's principal place of business by contacting the Company. The Options Offer is only available in electronic form to eligible persons receiving an electronic version of this Prospectus within Australia (unless otherwise determined by the Board, subject to applicable laws).

Application Form

Applications for Placement Options under the Options Offer can only be made on an Application Form that is attached to, or provided by the Company with a copy of, this Prospectus in either paper or electronic form. The Corporations Act prohibits any person from passing on to another person an Application Form unless it is accompanied by a complete and unaltered copy of this Prospectus.

Please read the instructions in this Prospectus and on the accompanying Application Forms regarding the acceptance of the Options Offer.

By completing an Application Form or lodging an Application Form with the Company or a stockbroker in accordance with the instructions on the Application Form, an Applicant acknowledges that they have received and read this Prospectus, acted in accordance with the terms of the Options Offer to which the Application Form relates and agree to all of the terms and conditions as detailed in this Prospectus and in the relevant Application Form.

Foreign Jurisdictions

This Prospectus and any accompanying Application Form do not, and are not intended to, constitute an offer of securities in any place or jurisdiction in which, or to any person to whom, it would be unlawful 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 therefore persons into whose possession this Prospectus comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws.

Continuously Quoted Securities

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and options over continuously quoted securities, and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may

reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

Exposure period

No exposure period applies to the Options Offer.

Speculative investment

An investment in the Placement Options should be considered highly speculative. Refer to Section 3 for a non-exhaustive list of key risks applicable to an investment in the Company.

These risks, together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Persons wishing to apply for Placement Options should read this Prospectus in its entirety and the Company's ASX announcements.

This Prospectus does not take into account the investment objectives, financial or taxation or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to their particular needs, and considering their individual risk profile for highly speculative investments, investment objectives and individual financial circumstances. If persons considering applying for Placement Options have any questions, they should consult their stockbroker, solicitor, accountant or other professional adviser.

Forward-looking statements

This Prospectus contains forward-looking statements which may be identified by words such as 'believes', 'estimates', 'expects', 'intends', 'may', 'will', 'would', 'could', or 'should' 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 management of the Company. Past performance is not a guide to future performance. Key risks associated with an investment in the Company are detailed (non-exhaustively) in Section 3. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

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

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

No advice

The information contained in this Prospectus is not financial product advice and does not take into account the investment objectives, financial situation or particular needs (including financial and tax issues) of any prospective investor. This Prospectus should not be construed as financial, taxation, legal or other advice. The Company is not licensed to provide financial product advice in respect of its securities or any other financial products.

No cooling off rights

Cooling off rights do not apply to an investment in the Placement Options offered under this Prospectus. This means that, unless required by applicable law, you cannot withdraw your Application. The Directors may at any time decide to withdraw this Prospectus and/or the Options Offer.

No incorporation by reference

Any references to documents included on the Company's website or the ASX website are for convenience only, and none of the documents or other information available on those websites is incorporated in this Prospectus by reference.

Currency

All financial amounts detailed in this Prospectus are expressed as Australian dollars unless otherwise stated.

Time

All references to time in this Prospectus are references to AEDT, unless otherwise stated.

Glossary

Defined terms and abbreviations used in this Prospectus are detailed in the glossary of terms in Section 6.

PROPOSED TIMETABLE

Event	Date*
Lodgement of Prospectus with ASIC and ASX	3 December 2024
Opening Date of Options Offer	3 December 2024
Closing Date for the Options Offer	5:00pm (AEDT) on 5 December 2024
Issue of Placement Options	6 December 2024
Official Quotation of Placement Options under the Options Offer	6 December 2024

**These dates are indicative only and subject to change. Subject to the Corporations Act and the Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the Placement Options under the Options Offer.*

1 Details of the Options Offer

1.1 Options Offer

In April 2024, the Company undertook a placement via the issue of fully paid ordinary shares in the Company (**Shares**) at an issue price of A\$0.022 per Share (**Issue Price**), together with two (2) free attaching Options for every three (3) Shares issued under the placement, exercisable at A\$0.033 per Option and expiring on 28 February 2026 (**Placement Options**) (**Placement**). The Placement comprised two tranches as follows:

- (a) 95,312,242 Shares and 63,541,494 Placement Options (**Tranche 1 Placement**); and
- (b) 97,869,576 Shares and 65,246,384 Placement Options (**Tranche 2 Placement**).

All of the Tranche 1 Placement securities and a proportion of the Tranche 2 Placement securities were issued in March and April 2024 (noting that the issue of the remainder of Tranche 2 Placement securities was deferred pending the receipt of funds by the Company).

The Company has received further funds under the Tranche 2 Placement and, since April 2024, has issued a further 22,727,273 Shares in respect to the Tranche 2 Placement.

The Company is offering, pursuant to this Prospectus, 15,151,515 Placement Options to the Eligible Participant (and/or their nominee(s)) who have participated in, and settled their outstanding amounts owing under, the Tranche 2 Placement (**Options Offer**), being the same Placement Options that were offered to all Placement participants.

The Placement Options offered under the Options Offer will (if they are issued) be issued on the terms and conditions detailed in Section 4.2. If the Placement Options are exercised, the Shares to be issued upon such exercise will be of the same class and will, from their time of issue, rank equally in all respects with the Company's existing Shares on issue.

An Application Form in relation to the Options Offer will be sent to the Eligible Participant (and/or their nominee(s)) together with a copy of this Prospectus. See Section 1.7 for further details.

No funds will be raised as a result of the issue of Placement Options under the Options Offer as they are offered on a free attaching basis to the Shares issued (in respect of the Tranche 2 Placement) under the Placement.

1.2 Purpose of this Prospectus

The purpose of this Prospectus is to:

- (a) make the Options Offer;
- (b) facilitate the secondary trading of the Placement Options; and
- (c) facilitate any potential secondary trading of the Shares to be issued upon exercise of the Placement Options. Issuing the Placement Options under this Prospectus will enable persons who are issued Placement Options to on-sell the Shares issued upon exercise of those Placement Options, pursuant to *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*.

However, the Company is not specifically proposing to issue the Placement Options for the purpose of the persons to whom they are issued selling or transferring the Placement Options, or granting, issuing or transferring interests in, or options or warrants over, the Placement Options.

1.3 Minimum subscription

There is no minimum subscription in relation to the Options Offer.

1.4 Not underwritten

The Options Offer is not underwritten.

1.5 **Eligibility to apply to participate in the Options Offer**

The Company is offering Options only to the Eligible Participant (and/or their nominee(s)).

To apply to participate in the Options Offer, the Eligible Participant must follow the instructions in this Prospectus (including in Sections 1.7) and the Application Form.

1.6 **Opening Date and Closing Date of the Options Offer**

The opening date for the Options Offer is 3 December 2024 (**Opening Date**).

The closing date for the Options Offer is 5:00pm (AEDT) on 5 December 2024 (**Closing Date**).

A late application will not be accepted. However, the Directors reserve their right, subject to the Corporations Act and the Listing Rules, to vary the Closing Date without prior notice including closing the Options Offer early or late. If the Closing Date is varied, subsequent dates may also be varied accordingly.

1.7 **Application Forms**

The Company will send this Prospectus, together with a personalised Application Form, to the Eligible Participant (and/or their nominee(s)). Applications must comply with this Prospectus and the instructions on the Application Form.

Acceptance of a completed Application Form by the Company and subsequent allocation of Placement Options by the Company (which decision is in the sole discretion of the Company) together create a legally binding contract between the Applicant and the Company for the number of Placement Options accepted by, and allocated by, the Company. The Application Form does not need to be signed to be a binding application for the Placement Options.

If the Application Form is not completed correctly, it may still be treated as valid. The Directors' decision as to whether to treat the Application Form as valid and how to construe, amend or complete it is final.

1.8 **Allotment**

The issue of the Placement Options pursuant to the Options Offer will take place as soon as practicable after the Closing Date of the Options Offer.

1.9 **ASX Quotation**

Application will be made to the ASX no later than seven (7) days after the date of this Prospectus for Official Quotation of the Placement Options offered under this Prospectus.

If the Placement Options are not admitted to Official Quotation by ASX before the expiration of three (3) months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will not issue any Placement Options.

ASX takes no responsibility for the contents of this Prospectus. The fact that the ASX may grant Official Quotation is not to be taken in any way as an indication of the merits of the Company or the Placement Options to be issued.

1.10 **Costs of participation**

No brokerage, commissions or other transaction costs will be payable by an eligible participant in respect of the Application for Placement Options under the Options Offer.

1.11 **CHESS**

The Company participates in the Clearing House Electronic Subregister System, known as CHESS. ASX Settlement, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and Securities Clearing House Business Rules.

Under CHESS, applicants will not receive a certificate but will receive a statement of their holding of the Placement Options.

If you are broker sponsored, ASX Settlement will send you a CHESSE statement.

The CHESSE statement will set out the number of the Placement Options issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Placement Options.

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by the Share Registry and will detail the number of Placement Options issued to you under this Prospectus and your security holder reference number.

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

1.12 Applicants outside Australia

Applicable laws may restrict the distribution of this Prospectus outside of Australia. The Options Offer under this Prospectus does not, and the Company does not intend them to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

1.13 Withdrawal

The Directors may at any time decide to withdraw this Prospectus or any Options Offer at any time prior to the issue of the Placement Options pursuant to the Options Offer.

1.14 Risk factors

An investment in the Placement Options under this Prospectus should be regarded as highly speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company, which are detailed (non-exhaustively) in Section 3.

1.15 Taxation implications

The Directors do not consider it appropriate to give the Eligible Participant advice regarding the taxation consequences of subscribing for the Placement Options under this Prospectus (nor of exercising any Placement Options into Shares). The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, the Eligible Participant should consult their professional tax adviser in connection with subscribing for Placement Options under this Prospectus.

1.16 Privacy

The Company collects information about each Applicant provided on an Application Form for the purposes of processing that Application and, if the Application is successful, to administer the Applicant's security holding in the Company. Such information may be used to assess your Application, service your needs as a holder of securities, provide facilities and services that you request and carry out appropriate administration.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Company's share registry, the Company's or its subsidiaries' agents, contractors and third party service providers, including mailing houses and professional advisers, and to the ASX and regulatory authorities, or as otherwise permitted under the *Privacy Act 1988* (Cth).

The information may also be used from time to time by, and disclosed to, persons inspecting the register, bidders for securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry. If you do not provide the information required on the Application Form (or otherwise requested by the Company), the Company may not be able to accept or process your Application.

Shareholders can access, correct and update the personal information the Company holds about them by contacting the Company or its share registry at the relevant contact numbers detailed in this Prospectus. A fee may be charged for access. Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

1.17 Enquiries concerning Prospectus

Enquiries relating to this Prospectus or the Options Offer should be directed to the Company's share registry, Automic Group Pty Ltd on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30am and 7:00pm (AEDT) Monday to Friday (excluding public holidays) during the Options Offer period for the Options Offer or via email at corporate.actions@automicgroup.com.au.

2 Effect of the Options Offer

2.1 Effect on the Capital Structure

The effect of the Options Offer on the capital structure of the Company is as follows:

	Shares	Options
Securities on issue as at the date of this Prospectus	914,483,688	239,082,764
Placement Options to be issued under the Options Offer	-	15,151,515
TOTAL	914,483,688	254,234,279

2.2 Effect of the Options Offer and use of Funds

No funds will be raised as a result of the Options Offer as the Placement Options offered under the Options Offer are offered for nil cash consideration. However, if the Placement Options to be issued under this Prospectus are exercised, the Company will receive approximately A\$500,000 in cash.

The expense of the Options Offer will be met from the Company's existing cash reserves. The Options Offer will have an effect on the Company's financial position of reducing the cash balance by approximately A\$11,000. Refer to Section 4.13 for details on the estimated expenses of the Options Offer.

2.3 Market price of Shares

The highest and lowest market sale prices of Shares on ASX during the three (3) months immediately preceding the date of this Prospectus and the respective dates of those sales were:

Highest:	\$0.013 on 27 August 2024
Lowest:	\$0.006 on 30 October 2024
Latest	\$0.007 on 2 December 2024

2.4 Dividend policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

3 Risk Factors

The Placement Options offered under this Prospectus should be considered highly speculative because of the nature of the business activities of the Company and no assurances can be made that the Company's business operations will be successful. Potential investors should consider whether the Placement Options offered are a suitable investment having regard to their own personal investment objectives and financial circumstances and the risk factors detailed below.

Potential investors should be aware of the risks specific to an investment in the Company, which may include, but are not limited to those risks detailed below.

This list is not exhaustive and potential investors should read this Prospectus in its entirety and the Company's ASX announcements and if in any doubt consult their professional adviser before deciding whether to participate in the Options Offer.

3.1 Specific Risks Associated with Way2VAT

(a) Future Capital Needs and Additional Funding

At present, Way2VAT is not operating on a cash flow positive basis, meaning it is reliant on raising additional funds from investors to continue to fund its operations and development of its platform. Way2VAT intends to continue to spend significant funds to develop its platform, expand its sales and marketing and grow its operations as well as meet the compliance obligations, resulting in further net losses in the future.

The Company will require further funding in the future to finance ongoing operations and realise its growth strategy. The future capital requirements of Way2VAT (both in respect to timing and quantum) will depend on many factors, including whether Way2VAT can grow existing revenues and achieve its business strategy/plan, as the Company targets operating on a breakeven basis.

No assurances can be given that Way2VAT will be able to raise additional funding and Way2VAT's ability to obtain additional funding will depend on investor demand, its performance and reputation, market conditions and other factors. Way2VAT may seek to raise further funds through equity or debt financing or other means. Failure to obtain sufficient financing for Way2VAT's activities and business may have a material adverse effect on Way2VAT's business and its financial condition and performance. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable. If Way2VAT continues to incur losses in the future, the net losses and negative cash flows may have an adverse effect on shareholder equity and Way2VAT's working capital.

(b) Loss of client relationships

The success of Way2VAT's business will depend on its continued relationships with its existing clients. There can be no guarantee that these relationships will continue or, if they do continue, that these relationships will continue to be successful.

There is a risk that Way2VAT may lose its clients for a variety of reasons including a failure to successfully reclaim VAT, meet key contractual or commercial requirements, and/or customers shifting to in-house solutions or competitor service providers.

Although Way2VAT does not currently depend on any one customer for its revenue, the Way2VAT business is still at a relatively early stage and client revenue is not as diversified as it might be for a more mature business. The loss of even a small number of Way2VAT's clients may materially and adversely impact Way2VAT's revenue, and increase marketing expenses to sign up new clients to replace those lost. Depending on the reason for the loss of a clients, it may also have a negative impact on Way2VAT's reputation with other clients.

There is also a risk that new agreements formed with clients in the future may be less favourable to Way2VAT, including in relation to commission and other key terms, due to unanticipated changes in the market in which Way2VAT operates.

(c) **Failure to increase reclaim volumes, number of clients or establish its brand**

Way2VAT considers that establishing, expanding and maintaining the Way2VAT brand is important to growing its client base. Failure to expand in this way may materially and adversely impact Way2VAT's ability to achieve economies of scale and to optimise its systems, and may therefore adversely impact Way2VAT's ability to achieve future profitability.

Way2VAT's growth strategy may also include the introduction of new services or technologies. There is a risk that expansion initiatives may result in additional costs and risks, or may not deliver the outcomes intended. Way2VAT's strategy depends on increasingly expanding the number clients, which may not eventuate as hoped.

(d) **Compliance with laws, treaties, regulations and industry compliance standards**

Way2VAT is subject to a range of legal and industry compliance requirements that are constantly changing. This includes taxation laws and treaties, privacy laws, anti-money laundering procedures, data protection laws and contractual conditions, including:

- (i) the EU Sixth Council Directive;
- (ii) the Refund Directive (2008/09/EC);
- (iii) the 13th EU VAT Directive; and
- (iv) EU GDPR regulation.

In addition, there is potential that Way2VAT may become subject to additional legal or regulatory requirements if its business, operations, strategy or geographic reach expand in the future. This may potentially include the requirement to register as a tax agent and/or representative or other licensing or regulatory requirements or similar limitations on the conduct of business.

There is a risk that additional or changed legal, regulatory or licensing requirements, and industry compliance standards, may make it unviable or uneconomic for Way2VAT to continue to operate in certain jurisdiction, or to expand in accordance with its strategy. This may materially and adversely impact Way2VAT's revenue and ability to achieve profitability, including by preventing its business from reaching a sufficient scale.

There is also a risk that if Way2VAT fails to comply with these laws, regulations and industry compliance standards, this may result in significantly increased compliance costs, cessation of certain business activities or the ability to conduct business, litigation or regulatory enquiry or investigation and significant reputational damage.

(e) **Reliance on tax agents and representatives**

Way2VAT's business and operations is largely dependent on various third parties, including its tax agents, representatives, legal advisers and consultants. Way2VAT relies heavily on its tax agents, representatives and consultants in each jurisdiction that it operates in for taxation and VAT and GST reclaim knowledge and there is a risk that its tax agents, representatives, legal advisers and consultants are inadequate.

Although Way2VAT has implemented internal measures to reduce its reliance on its tax agents and representatives and expanded its in-house know how, including via the engagement of employees with extensive VAT compliance backgrounds. The loss of the services of any of its third party representatives, including due to insolvency, loss of key licences, certifications or permits or any other reason, and the inability of Way2VAT to find adequate replacements on a timely basis, or at all, could have a material effect on Way2VAT's business, financial condition, operations and prospects.

(f) **Failure to achieve its growth strategy**

The success of Way2VAT's business is dependent on the achievement of its growth strategy, including (but not limited to), expanding its geographical reach in the enterprise market and further developing the SMB solution. If Way2VAT is unable to enter into future

arrangements to expand its geographical reach or develop these solutions, this may materially and adversely impact Way2VAT's financial performance, reputation and ability to achieve future profitability.

(g) Failures or disruptions to its platform and third party providers

Way2VAT depends on the performance, reliability and availability of its technology system, third party software providers, including the integration with expense management systems, and cloud based platform providers to achieve its business strategy and growth.

There is a risk that these systems may fail to perform as expected or be adversely impacted by a number of factors, some of which may be outside the control of Way2VAT, including damage, equipment faults, power failure, fire, natural disasters, computer viruses, and external malicious interventions such as hacking or denial-of-service attacks. Events of that nature may cause part or all of Way2VAT's technology system and/or the communication networks used by Way2VAT to become unavailable. Way2VAT's operational processes and contingency plans may not adequately address every potential event. This may disrupt transaction flow and adversely impact Way2VAT's financial performance and reputation.

There is a risk that repeated failures to keep Way2VAT's technology available may result in clients cancelling their contracts with Way2VAT. This may materially and adversely impact Way2VAT's financial performance, including a reduction in revenue and an increase in the costs associated with servicing clients through the disruption, as well as negatively impacting Way2VAT's reputation.

(h) Way2VAT may suffer reputational damage

Maintaining the strength of Way2VAT's reputation is important to retaining and increasing its client base, maintaining its relationships with its partners and other service providers and successfully implementing Way2VAT's business strategy. There is a risk that unforeseen issues or events may adversely impact Way2VAT's reputation. This may adversely impact Way2VAT's future growth and its ability to achieve profitability.

Way2VAT's reputation is also closely linked to its ability to successfully reclaim VAT for its clients. There is a risk that Way2VAT's actions and the actions of Way2VAT's agents and representatives may adversely impact Way2VAT's reputation. Any factors that diminish Way2VAT's reputation could result in clients or other parties ceasing to do business with Way2VAT, impede its ability to successfully provide the its VAT and GST reclaim service, negatively affect its future business strategy and materially and adversely impact Way2VAT's financial position and performance.

(i) Risks of an Israeli company

Way2VAT is incorporated in Israel and its development and research and development facilities are based in Israel. Accordingly, political, economic and military conditions in Israel and the surrounding region, and national, company, consumer and other boycotts, may directly affect Way2VAT's business. Any hostilities involving Israel, or the interruption or curtailment of trade within Israel or between Israel and its trading partners, or the mandatory military service obligations of Israeli citizens (including Way2VAT's Israeli-based Directors and key management and scientific personnel) could materially and adversely affect Way2VAT's business and make it more difficult for Way2VAT to raise capital.

Furthermore, several countries, principally in the Middle East, restrict business with Israel and Israeli companies, and additional countries may impose restrictions on doing business with Israel and Israeli companies whether as a result of hostilities or otherwise. In addition, there have been increased efforts by activists to cause companies and consumers to boycott Israeli goods based on Israeli government policies. Such actions, particularly if they become more widespread, may have an adverse impact on Way2VAT's ability to sell its products, its business operations and financial performance.

(j) Global conflicts

The current conflict between Ukraine and Russia and Israel and its neighbouring countries (**Ukraine and Israeli-Palestinian Conflicts**) is impacting global economic markets. The

nature and extent of the effect of the Ukraine and Israeli-Palestinian Conflicts on the performance of Way2VAT remains unknown. Way2VAT's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by the Ukraine and Israeli-Palestinian Conflicts. The Directors are continuing to closely monitor the potential secondary and tertiary macroeconomic impacts of the unfolding events, including the potential of cyber activity impacting governments and businesses.

Further, any governmental or industry measures taken in response to the Ukraine and Israeli-Palestinian Conflicts, including limitations on travel and changes to import/export restrictions and arrangements involving the relevant countries may adversely impact Way2VAT's operations and are likely to be beyond the control of Way2VAT. Way2VAT is monitoring the situation closely and considers the impact of the Ukraine and Israeli-Palestinian Conflicts on Way2VAT's business and financial performance to, at this stage, be limited. However, the situation is continually evolving, and, therefore, the consequences are inevitably uncertain.

(k) Loss of key management personnel

Way2VAT is largely dependent on the performance of its management team and certain highly qualified employees, including data scientists, engineers and other research and development personnel, sales personnel and Way2VAT's continuing ability to attract and retain such employees.

The unplanned loss of the services of any of the Directors or members of senior management could materially and adversely affect the business of Way2VAT until a suitable successor can be found. There are limited persons with the requisite competencies to serve in these positions, and Way2VAT cannot provide any assurance that Way2VAT would be able to locate or employ such qualified personnel in a timely manner, on terms acceptable to Way2VAT or at all. The inability to attract and retain key and other highly qualified personnel could have a material adverse effect on the business, financial condition, results of operations and prospects of the business.

(l) Competitors and new market entrants

There is a risk that new entrants in the market which may disrupt Way2VAT's business and existing market share. Existing competitors as well as new competitors entering the industry, may engage in aggressive client acquisition campaigns, develop superior technology offerings or consolidate with other entities to deliver enhanced scale benefits. Such competitive pressures may materially erode Way2VAT's market share and revenue, and may materially and adversely impact Way2VAT's revenue and profitability.

A general increase in competition may also require Way2VAT to increase marketing expenditure or offer lower fees to clients, which would decrease profitability even if Way2VAT's market share does not decrease.

(m) Employee recruitment risk and retention

Way2VAT's ability to effectively execute its growth strategy depends upon the performance and expertise of its staff. Way2VAT relies on experienced managerial and highly qualified technical staff to develop and operate its technology and to direct operational staff to manage the operational, sales, compliance and other functions of its business. There is a risk that Way2VAT may not be able to attract and retain key staff or be able to find effective replacements in a timely manner. The loss of staff, or any delay in their replacement, could impact Way2VAT's ability to operate its business and achieve its growth strategies including through the development of new systems and technology.

There is a risk that Way2VAT may not be able to recruit suitably qualified and talented staff in a time frame that meets the growth objectives of Way2VAT. This may result in delays in the integration of new systems, development of technology and general business expansion, which may adversely impact Way2VAT's revenue and future profitability.

There is also a risk that Way2VAT will be unable to retain existing staff, or recruit new staff, on terms of retention that are as attractive to Way2VAT as past agreements. This would adversely impact employment costs and profitability.

(n) **Activities of fraudulent parties**

Way2VAT is exposed to risks imposed by fraudulent conduct, including the risks associated with inaccurate information being provided by clients. Although Way2VAT was put in place multiple checks and balances, including an automated and manual compliance systems, there is a risk that Way2VAT may be unsuccessful in defeating fraud attempts, resulting in inaccurate information being provided to the tax authorities.

Fraudulent activity may result in Way2VAT suffering losses due to fraud, a materially adverse impact to Way2VAT's reputation and bearing certain costs to rectify and safeguard business operations and Way2VAT's systems against fraudulent activity.

(o) **Protection and ownership of technology and intellectual property**

The business of Way2VAT depends on its ability to commercially exploit its technology and intellectual property, including the automatic invoice analyser technology, its technological systems and data processing algorithms. Way2VAT relies on laws relating to trade secrets, copyright and trademarks to assist in protecting its proprietary rights. However, there is a risk that unauthorised use or copying of Way2VAT's software, data, specialised technology or platforms will occur. In addition, there is a risk that the validity, ownership or authorised use of intellectual property relevant to Way2VAT's business may be successfully challenged by third parties. This could involve significant expense and potentially the inability to use the intellectual property in question, and if an alternative cost-effective solution were not available, it may materially adversely impact Way2VAT's financial position and performance. Such disputes may also temporarily adversely impact Way2VAT's ability to integrate new systems which may adversely impact Way2VAT's revenue and profitability.

There is also a risk that Way2VAT will be unable to register or otherwise protect new intellectual property it develops in the future, or which is developed on its behalf by contractors. In addition, competitors may be able to work around any of the intellectual property rights used by Way2VAT, or independently develop technologies or competing products or services that are not protected by Way2VAT's intellectual property rights. Way2VAT's competitors may then be able to offer identical or very similar services or services that are otherwise competitive against those provided by Way2VAT, which could adversely affect Way2VAT's business.

(p) **Way2VAT technology may be superseded by other technology or changes in business practice**

Way2VAT participates in a competitive environment. Information technology systems are continuing to develop and are subject to rapid change, while business practices continue to evolve. Way2VAT's success will in part depend on its ability to offer services and systems that remain current with the continuing changes in technology, evolving industry standards and changing consumer preferences. There is a risk that Way2VAT will not be successful in addressing these developments in a timely manner, or that expenses will be greater than expected. In addition, there is a risk that new products or technologies (or alternative systems) developed by third parties will supersede Way2VAT's technology. This may materially and adversely impact Way2VAT's revenue and profitability.

(q) **Government regulation and legal requirements**

Way2VAT is subject to the taxation laws in each respective jurisdiction that it operates and anti-money laundering/counter terrorism financing legislation in relation to clients. Outside of this Way2VAT is not currently subject to any other specific laws or regulations other than the laws and regulations applicable to business generally. There is a risk that a number of laws and regulations may be adopted with respect to Way2VAT's operations covering issues such as user privacy, pricing, intellectual property rights and information security which could limit the proposed scope of activities of Way2VAT.

(r) **Reliance on internet**

Way2VAT will depend on the ability of its clients to access the internet. Should access to the internet be disrupted or restricted, usage of Way2VAT's services may be adversely impacted.

(s) **Exposure to potential security breaches and data protection issues**

Through the ordinary course of business, Way2VAT collects a wide range of confidential information. Cyber-attacks may compromise or breach the technology platform used by Way2VAT to protect confidential information.

There is a risk that the measures taken by Way2VAT may not be sufficient to detect or prevent unauthorised access to, or disclosure of, such confidential information. Any data security breaches or Way2VAT's failure to protect confidential information could result in the loss of information integrity, or breaches of Way2VAT's obligations under applicable laws or agreements, each of which may materially adversely impact Way2VAT's financial performance and reputation.

(t) **Risk of litigation, claims and disputes**

Way2VAT may be subject to litigation and other claims and disputes in the course of its business, including contractual disputes, employment disputes, indemnity claims, and occupational and personal claims. Even if Way2VAT is ultimately successful, there is a risk that such litigation, claims and disputes could materially and adversely impact Way2VAT's operating and financial performance due to the cost of settling such claims, and affect Way2VAT's reputation.

3.2 **General Risks**

(a) **Potential fluctuations in the price of Shares**

There are risks associated with any listed company investment. Some of these risks are listed below. The price at which Shares are quoted on ASX may be subject to fluctuations in response to factors such as:

- (i) changes to government fiscal, monetary or regulatory policy, legislation or the regulatory environment in which Way2VAT operates;
- (ii) changes in financial outcomes estimated by securities analysts;
- (iii) changes in the market valuation of other comparable companies and the nature of the market in which Way2VAT operates;
- (iv) announcements by Way2VAT or its competitors of significant acquisitions;
- (v) an event of force majeure, such as terrorism, fire, flood, earthquake, war or strikes;
- (vi) fluctuations in the domestic and international market for listed stocks;
- (vii) fluctuations in general domestic and global economic conditions, including interest rates and exchange rates; and
- (viii) other events or factors which may be beyond Way2VAT's control.

There is a risk that broader market and industry factors may materially and adversely impact the price of the Shares, regardless of Way2VAT's operating performance and may cause the Shares to trade at prices below the Issue Price. There is no assurance that the price of the Shares will increase following the quotation on ASX.

(b) **Liquidity of Shares**

There can be no guarantee that there will be an active trading market for Shares quoted on ASX. There may be relatively few potential buyers or sellers of Shares on ASX at any given time.

(c) **Exposure to general economic and financial market conditions**

General domestic and global economic conditions may adversely impact the price of Shares for reasons outside Way2VAT's control. This includes increases in unemployment rates, negative consumer and business sentiment and an increase in interest rates, amongst other factors. There is a risk that Shares may trade on ASX at a price below the

Issue Price for a wide variety of reasons, not all of them related to the financial performance of Way2VAT.

(d) **Exposure to changes in tax rules or their interpretations**

Tax rules or their interpretation for both Way2VAT and its Shareholders may change. There is a risk that both the level and basis of taxation may change both in Australia and in foreign jurisdictions where Way2VAT currently transacts, as well as new markets it may enter in the future. Each Applicant is encouraged to seek professional tax advice in connection with any investment in Way2VAT.

(e) **Insurance risks**

Way2VAT intends to insure its operations in accordance with industry practice. However, in certain circumstances, Way2VAT's insurance may not be of a nature or level to provide adequate insurance cover or insurers may decline to continue to insure Way2VAT's operations or reduce available coverage. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of Way2VAT.

(f) **Accounting standards**

Changes to any applicable accounting standards or to any assumptions, estimates or judgements applied by management in connection with complex accounting matters may adversely impact Way2VAT's financial statements, results or condition.

(g) **Unforeseen risk**

There may be other risks of which the Directors are unaware at the time of issuing this Prospectus which may impact Way2VAT, its operations and/or the valuation and performance of Shares. This is particularly so for an early-stage business such as Way2VAT's, where there is limited operating history and experience. The above list of key risks ought not to be taken as exhaustive of the risks faced by Way2VAT or by investors in Way2VAT. The above risks and others not specifically referred to above may in the future materially affect Way2VAT, its financial performance or the value of Shares.

3.3 **Investment Highly Speculative**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors and others not specifically referred to above, may, in the future, materially affect the financial performance of the Company and the value of the Placement Options offered under this Prospectus. Therefore, no assurances or guarantees of future profitability, distributions, payment of dividends, return of capital or performance of the Company or its securities can be, or is, provided by the Company.

Before deciding to invest in the Company, potential investors should read this Prospectus in its entirety and the Company's ASX announcements and, in particular, should consider the risk factors that could affect the financial performance of the Company. Applicants should carefully consider these factors in light of their personal circumstances and should consult their professional advisers (for example, their accountant, stockbroker, lawyer or other professional adviser) before deciding whether to invest.

The Placement Options offered under this Prospectus carry no entitlement to dividends or returns of capital and no guarantee with respect to the value of, nor availability of a market to transfer, those Placement Options.

Shares carry no guarantee with respect to the payment of dividends, returns of capital or the value of, nor availability of a market to transfer, Shares.

4 Additional Information

4.1 Rights and Liabilities Attaching to Shares

A summary of the rights attaching to Shares is detailed below (noting that any Placement Options exercised and converted into Shares would, from their time of issue, be subject to the same terms and conditions as other Shares). This summary is qualified by the full terms of the Articles (a full copy of the Articles is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Articles with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities that attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) General Meetings

Subject to the provisions of the Companies Law, the Company is required to hold an annual general meeting once each calendar year.

The Company is required to give Shareholders a notice of a meeting of Shareholders as required by the provisions of the Companies Law and other applicable laws. Each Shareholder is entitled to receive notice of, attend and vote at general meetings of the Company and to receive all notices required to be sent to Shareholders under the Companies Law, Articles and Listing Rules.

Under the Articles, Shareholders holding 1% or more of the outstanding voting rights in the Company may request, subject to the Companies Law, that the Directors include a proposal on the agenda of a general meeting to be held in the future, provided that the Shareholder gives timely notice of such request to the Company and the request complies with the requirements of the Articles, applicable law and stock exchange rules. The Articles detail the information that must be included in such a request, and the timing requirements.

In addition to the ability to request Directors to include a proposal on the agenda of a general meeting, under the Companies Law, Shareholder(s) holding either:

- (i) 5% or more of the outstanding share capital and 1% or more of the voting rights in the Company; or
- (ii) 5% or more of the outstanding voting rights in the Company,

have the right to requisition a special general meeting, provided the request complies with the requirements of the Articles, applicable law and stock exchange rules.

(b) Voting rights

Subject to the Articles and the Companies Law, at a general meeting:

- (i) every holder of Shares shall have one (1) vote for each Share held by such Shareholder of record or in his name with an "exchange member" and held of record by a "nominees company" (as such terms are defined under Section 1 of the Companies Law), on every resolution, without regard to whether the vote thereon is conducted by a show of hands, by written ballot or by any other means; and
- (ii) two (2) or more Shareholders (not in default in payment of any sum referred to in the Articles), present in person or by proxy and holding Shares conferring in the aggregate at least 25% of the voting power of the Company, shall constitute a quorum at general meetings.

Any Shareholder entitled to vote may vote either personally or by proxy (who need not be a Shareholder), or, if the Shareholder is a company or other corporate body, by a representative authorised pursuant to the Articles.

If two (2) or more persons are registered as joint holders of any Share, the vote of the senior who tenders a vote, in person or by proxy, shall be accepted to the exclusion of the

vote of the other joint holder; and for this purpose seniority shall be determined by the order in which the names stand in the Register.

General meetings may be held telephonically or by any other means of communication, provided that each Shareholder participating in such meeting can hear all of the other Shareholders participating in such meeting.

(c) **Dividend rights**

The Board may from time to time declare, and cause the Company to pay, such interim or final dividend as, in the opinion of the Board, the profits of the Company justifies and as permitted by applicable law. The Board shall determine the time for payment of such dividends, and the record date for determining the Shareholders entitled thereto.

Subject to any special terms and conditions of issue, the amount which the Board from time to time determine to distribute by way of dividend are divisible among the Shareholders in proportion to the amounts paid up on the Shares held by them. No unpaid dividend or interest shall bear interest against the Company.

(d) **Shareholder liability**

The liability of each Shareholder for the Company's obligations is limited to the unpaid sum, if any, owing to the Company in consideration for the issuance of the Shares held by such Shareholder. If at any time the Company shall issue Shares with no nominal value, the liability of the Shareholders shall be limited to the payment of the amount which the Shareholders should have paid the Company in respect of each Share in accordance with the conditions of such issuance and was not paid to the Company.

(e) **Transfer of Shares**

Subject to the Articles, Companies Law, the Listing Rules and ASX Settlement Rules, Shares may be transferred by a proper transfer effected in accordance with ASX Settlement Rules, by a written instrument of transfer which complies with the Articles or by any other method permitted by the Companies Law, Listing Rules or ASX Settlement Rules as may be satisfactory to the Board, which has been submitted to the Company (or its transfer agent), together with such other evidence of title as the Board may reasonably require.

The Board may refuse to register a transfer of Shares where permitted to do so under the Articles, Listing Rules or ASX Settlement Rules. The Board must not refuse to register a transfer of Share when required by the Listing Rules or ASX Settlement Rules.

(f) **Variation of Rights**

At present, the Company's only class of shares is ordinary shares. Subject to the Articles, the Companies Law, the Listing Rules and the terms of issue of a class of shares, the rights attaching to any class of shares may be varied or cancelled by:

- (i) an ordinary resolution passed by Shareholders; and
- (ii) subject to (i) above, any right or limitation expressly provided for a benefit or protection of a specifically named Shareholder or class of Shares may not be modified, abrogated or waived without the prior written consent of such Shareholder, or majority holders of such class of shares (on an as converted basis).

(g) **Alteration of Articles**

The Articles can only be amended by a simple majority of the votes cast at a general meeting. The Company must give a written notice of its intention to propose a resolution as a special resolution as required by the provisions of the Companies Law, related regulations and other applicable laws.

4.2 Rights and Liabilities Attaching to the Placement Options

The terms and conditions of (including the rights and liabilities attaching to) the Placement Options being offered under the Options Offer are as follows:

(a) **Entitlement**

Each Placement Option entitles the holder of the Placement Option (**Holder**) to subscribe for one Share upon exercise of the Placement Option.

(b) **Exercise Price and Expiry Date**

Exercise Price per Placement Option	Expiry Date
A\$0.033	28 February 2026

(c) **Exercise Period**

Each Placement Option is exercisable at any time prior to the Expiry Date. After this time, any unexercised Placement Options will automatically lapse.

(d) **Notice of Exercise**

The Placement Options may be exercised by notice in writing to the Company (in a form acceptable to the Company), (**Option Exercise Form**) and payment to the Company of the applicable Exercise Price for each Placement Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company. Any Option Exercise Form for a Placement Option received by the Company will be deemed to be a notice of the exercise of that Placement Option as at the date of receipt.

(e) **Shares issued on exercise**

Shares issued on exercise of the Placement Options rank equally with the then Shares of the Company and are free of all encumbrances, liens and third party interests. Upon issue of the Shares, the Holder agrees to become a member of the Company and to be bound by the Articles.

(f) **Quotation of Shares**

If admitted to the official list of the ASX at the time, the Company will apply to the ASX for Official Quotation of the Shares issued upon the exercise of the Placement Options.

(g) **Timing of Issue of Shares and Quotation of Shares on Exercise**

Within five (5) Business Days after receipt of an Option Exercise Form given in accordance with these terms and conditions and payment of the applicable Exercise Price for each Placement Option being exercised, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Placement Options specified in the Option Exercise Form and for which cleared funds have been received by the Company; and
- (ii) if admitted to the official list of the ASX at the time, apply for Official Quotation on the ASX of Shares issued pursuant to the exercise of the Placement Options.

(h) **Participation in new issues**

A Holder who holds Placement Options is not entitled to:

- (i) notice of, or to vote or attend at, a meeting of the Shareholders;
- (ii) receive any dividends declared by the Company; or

- (iii) participate in any new issues of securities offered to Shareholders during the term of the Placement Options,

unless and until the Placement Options are exercised and the Holder holds Shares.

(i) Adjustment for bonus issue of Shares

If the Company makes a bonus issue of Shares or other Securities to existing Shareholders (other than an issue in lieu of, or in satisfaction of, dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of a Placement Option will be increased by the number of Shares which the Holder would have received if the Holder of a Placement Option had exercised the Placement Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(j) Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of, or in satisfaction of, dividends or by way of dividend reinvestment) there will be no adjustment to the Exercise Price of a Placement Option.

(k) Adjustment for reorganisation

If there is any reorganisation of the capital of the Company, the rights of the Holder will be varied to comply with the Listing Rules that apply to the reorganisation at the time of the reorganisation.

(l) Quotation of Placement Options

The Company will apply for Official Quotation of the Placement Options on the ASX. Subject to satisfying the ASX requirements for quotation as an additional class and subject to ASX granting Official Quotation, the Placement Options would be quoted on the ASX. If the ASX requirements are not satisfied, then the Placement Options will not be quoted on the ASX.

(m) Placement Options transferable

The Placement Options are transferrable subject to compliance with the Corporations Act.

4.3 Company is a Disclosing Entity

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act, and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The Placement Options are options over Shares. Shares have been quoted on the official list of the ASX during the three (3) months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities, or options to acquire securities, in a class which has been continuously quoted by the ASX in the three (3) months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the Options Offer on the Company and the rights attaching to the Placement Options (and the rights attaching to underlying Shares upon exercise of the Placement Options). It is not necessary to include general information in relation to all of the assets and liabilities, the financial position, profits and losses or prospects of the issuing company.

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

entity that is not already listed on a stock exchange. Therefore, investors should have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of the ASX as applicable from time to time throughout the three (3) months before the issue of this Prospectus which required the Company to notify the ASX of information about specified events or matters as they arise for the purpose of the ASX making that information available to the stock market conducted by the ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report for the year ended 31 December 2023 as lodged with ASX on 34 March 2024 (**Annual Report**), being the most recent annual financial report of the Company lodged with the ASIC before the issue of this Prospectus;
 - (ii) the Company's financial report for the half year ended 30 June 2024 lodged with ASX on 29 August 2024 (**Half Year Report**), and
 - (iii) any continuous disclosure notices announced by the Company to the ASX after the lodgement of the Annual Report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC.

Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at an ASIC office (refer to Section 4.4 below).

4.4 Copies of Documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the Options Offer, a copy of:

- (a) the Annual Report;
- (b) the Half Year Report; and
- (c) the continuous disclosure notices announced by the Company to the ASX since the Company lodged its Annual Report and before the lodgement of this Prospectus with ASIC, which are as follows:

Date Lodged	Subject of Announcement
27 November 2024	Quarterly Activities/Appendix 4C Cash Flow Report - Revised
25 November 2024	Change in substantial holder from Tiga Trading Pty Ltd
25 November 2024	Change in substantial holding from TEK
15 November 2024	Response to ASX Price Query

Date Lodged	Subject of Announcement
15 November 2024	Trading Halt
15 November 2024	Pause in Trading
13 November 2024	Change of Director's Interest Notice - A Simantov
13 November 2024	Cleansing Notice
13 November 2024	Application for quotation of securities - W2V
13 November 2024	Application for quotation of securities - W2V
30 October 2024	Quarterly Activities/Appendix 4C Cash Flow Report
24 October 2024	Cleansing Notice
24 October 2024	Application for quotation of securities - W2V
21 October 2024	Way2VAT expands its contract with Solenis Chemical
8 October 2024	Notification of cessation of securities - W2V
5 September 2024	Change of Director's Interest Notice - R Edgley
30 August 2024	Change of Director's Interest Notice - D Buckingham
30 August 2024	Change of Director's Interest Notice - A Ga'ash
30 August 2024	Change of Director's Interest Notice - R Edgley
29 August 2024	Cleansing Notice
29 August 2024	Application for quotation of securities - W2V
29 August 2024	Application for quotation of securities - W2V
29 August 2024	Application for quotation of securities - W2V
29 August 2024	Application for quotation of securities - W2V
29 August 2024	Investor Presentation
29 August 2024	Half Year Results Announcements
29 August 2024	Half Yearly Report and Accounts
26 August 2024	Way2VAT 1H24 results notification and investor webinar
21 August 2024	Final Director's Interest Notice - D Assia
16 August 2024	Results of Annual General Meeting
16 August 2024	CEO AGM Address
16 August 2024	Resignation of Non-Executive Director
23 July 2024	Cleansing Notice

Date Lodged	Subject of Announcement
23 July 2024	Application for quotation of securities - W2V
23 July 2024	Quarterly Activities/Appendix 4C Cash Flow Report
12 July 2024	Notification of cessation of securities - W2V
12 July 2024	Notice of Annual General Meeting/Proxy Form
18 June 2024	Notification regarding unquoted securities - W2V
18 June 2024	Cleansing Notice
18 June 2024	Application for quotation of securities - W2V
18 June 2024	Update to Tranche 2 Placement
30 May 2024	Investor Webinar Presentation
27 May 2024	Business Update Webinar
6 May 2024	Newly Listed Options Now Tradable - W2VO
29 April 2024	Quarterly Activities/Appendix 4C Cash Flow Report
24 April 2024	Cleansing Notice
24 April 2024	Application for quotation of securities - W2V
24 April 2024	Top 20 option holders - W2VO
24 April 2024	Application for quotation of securities - W2V
24 April 2024	Distribution Schedule - W2VO
22 April 2024	SPP Results and agreement for \$500k Placement Settlement
19 April 2024	Change in substantial holding from Tiga Trading Pty Ltd
19 April 2024	Change in substantial holding from TEK
19 April 2024	Notification of cessation of securities - W2V
18 April 2024	Ceasing to be a substantial holder
18 April 2024	Update - Application for quotation of securities - W2V
17 April 2024	Issue of Shares under Placement and Convertible Notes
17 April 2024	Application for quotation of securities - W2V
17 April 2024	Application for quotation of securities - W2V
15 April 2024	Notification of cessation of securities - W2V
10 April 2024	Results of Meeting
10 April 2024	Update - Proposed issue of securities - W2V

Date Lodged	Subject of Announcement
10 April 2024	Extension of Share Purchase Plan Closing Date
10 April 2024	Bell Potter Network Investor Presentation
3 April 2024	Notification regarding unquoted securities - W2V
28 March 2024	Corporate Governance Statement and Appendix 4G

The following documents are available for inspection throughout the period of the Options Offer during normal business hours at the registered office of the Company at c/ - Automic Group Pty Ltd, Level 5, 126 Philip Street, Sydney NSW 2000:

- (a) this Prospectus;
- (b) the Articles; and
- (c) the consents referred to in Sections 4.14 and 5.

The announcements are also available through the Company's website at <https://way2vat.com/>.

4.5 Information Excluded from Continuous Disclosure Notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules and which is required to be set out in this Prospectus.

4.6 Determination by ASIC

ASIC has not made a determination that would prevent the Company from relying on section 713 of the Corporations Act in issuing the Placement Options under this Prospectus.

4.7 Substantial Shareholders

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

Entity	Shares	Voting Power
UBS Nominees Pty Ltd	155,008,159	16.95%

4.8 Directors' Interests

Except as disclosed in this Prospectus, no Director (or entity in which they are a director, partner and/or a shareholder):

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the Options Offer, the formation or promotion of the Company, the Placement Options offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Options Offer; or
- (b) has been paid or given or will be paid or given any amount or benefit to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her (or by an entity in which they are a director, partner and/or a shareholder) in connection with the formation or promotion of the Company or the Options Offer.

4.9 Directors' Interests in Securities

The Directors' relevant interests in securities as at the date of this Prospectus, are detailed below:

Director	Shares	Options
Mr Adoram Ga'ash ¹	17,449,447	10,973,621
Mr Amos Simantov ²	18,543,908	46,274,789
Mr Robert Edgley ³	4,462,565	2,000,000
Mr David Buckingham ⁴	4,609,468	2,000,000

Notes:

- Held indirectly as follows:
 - 17,067,491 Shares held indirectly via Moneta Seeds LP and 381,956 Shares held indirectly via AMGH Synergia 2014 Ltd; and
 - 10,973,621 Options held indirectly via AMGH Synergia 2014 Ltd.
- Held directly and indirectly as follows:
 - 17,928,378 Shares held directly; and
 - 615,530 Shares and 46,274,789 Options held indirectly via Performance Systems Ltd.
- Held directly and indirectly as follows:
 - 4,462,565 Shares held directly; and
 - 2,000,000 Options held indirectly via Rangeworthy Pty Ltd as trustee for The Edgley Family Trust.
- Held directly and indirectly as follows:
 - 4,609,468 Shares held directly via David Buckingham as trustee for <Buckingham Family A/C>; and
 - 2,000,000 Options held indirectly via David Buckingham and Karina Jane Buckingham <Buckingham Family A/C>.

4.10 Remuneration of Directors

The remuneration of executive Directors is determined by the Board, subject to the provisions of any contract between each of them and the Company.

The Articles provides that the Directors may be paid any remuneration by the Company for their services as Directors, provided that such remuneration has been approved pursuant to the provisions of the Companies Law. The Directors shall also be entitled to the reimbursement for out-of-pocket and travel expenses incurred in connection with the performance of their services to the Company.

The Directors' remuneration for the past two financial years is detailed in the below table:

Director		Short Term Benefits	Superannuation	Share Based Payments	Total
Mr Adoram Ga'ash	2023	A\$54,240	-	A\$22,841	A\$77,081
	2022	A\$51,842	-	A\$32,660	A\$84,502
Mr Amos Simantov	2023	A\$406,707	-	A\$211,992	A\$618,699
	2022	A\$427,159	-	A\$232,672	A\$659,832
Mr Robert Edgley	2023	A\$60,000	-	A\$35,299	A\$95,299
	2022	A\$60,000	-	A\$74,818	A\$134,818
Mr David Buckingham	2023	A\$60,000	-	A\$35,299	A\$95,299
	2022	A\$60,000	-	A\$74,818	A\$134,818

4.11 Related party transactions

There will be no participation of related parties of the Company in the Options Offer.

4.12 Interests of Other Persons

Except as disclosed in this Prospectus, no promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus:

- has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the Options Offer, the formation or promotion of the Company, the Options offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Options Offer; or

- (b) has been paid or given or will be paid or given any amount or benefit for services rendered in connection with the formation or promotion of the Company or the Options Offer.

Automic Pty Ltd has been appointed to conduct the Company's share registry functions and to provide administrative services in respect to issue of the Placement Options under the Options Offer, and will be paid for these services on standard industry terms and conditions.

4.13 Expenses of Options Offer

The estimated expenses of the Options Offer are detailed below:

Estimated expenses of the Options Offer	Amount (A\$)
ASIC lodgement fee	\$3,206
Legal fees	\$8,000
TOTAL	\$11,206

4.14 Consents

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

Each of the following parties:

Name	Role
Thomson Geer	Australian Lawyers
Automic Group Pty Ltd	Share Registry

- (a) has given its consent to be named in this Prospectus as set out above and has not withdrawn its consent at the date of lodgement of this Prospectus with ASIC;
- (b) makes no express or implied representation or warranty in relation to the Company, this Prospectus or the Options Offer;
- (c) has not made or purported to have made any statement in this Prospectus or statement on which a statement in this Prospectus is based, except as described in this Section;
- (d) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for this Prospectus other than a reference to its name and any statement or report included in this Prospectus with the consent of that party as described in this Section; and
- (e) none of the parties referred to in this Section 4.14 has authorised or caused the issue of this Prospectus or the making of the Options Offer.

Each of the Directors has given their written consent to being named in this Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement of this Prospectus with ASIC.

4.15 Governing law

This Prospectus and the Options Offer are governed by the law applicable in Western Australia and each Applicant under this Prospectus submits to the exclusive jurisdiction of the courts of Western Australia and of the Commonwealth of Australia.

5 Authorisation

This Prospectus is authorised by the Company and lodged with ASIC pursuant to section 718 of the Corporations Act. Each of the Directors has consented to the lodgement of this Prospectus with ASIC, in accordance with section 720 of the Corporations Act and has not withdrawn that consent. This Prospectus is signed for and on behalf of the Company by:

A handwritten signature in black ink, consisting of a long horizontal stroke followed by a loop and a small upward tick at the end.

Mr Amos Simantov
Managing Director
Dated: 3 December 2024

6 Glossary

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

13th EU VAT Directive means the Thirteenth Council Directive 86/560/EEC.

A\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time, being the time in Sydney, New South Wales.

Annual Report means the annual financial report of the Company for the period ending 31 December 2023 as lodged with ASX on 24 March 2024.

Applicant means a person who submits an Application Form.

Application means a valid application for the Placement Options under the Options Offer made pursuant to an Application Form.

Application Form means an application form attached to, or accompanying this Prospectus, to be used for the purposes of applying for the Placement Options.

Articles means the Company's articles of association, as amended from time to time.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 and where the context permits, the securities exchange operated by it.

ASX Settlement means ASX Settlement Pty Limited ACN 008 504 532.

ASX Settlement Operating Rules means the operating rules of the facility provided by ASX Settlement.

Board means the board of Directors.

Business Day has the same meaning as in the Listing Rules.

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

Closing Date has the meaning given in Section 1.6.

Companies Law means the Israel Companies Law, 5759-1999 and all the regulations promulgated under it as shall be in effect from time to time.

Company or **Way2VAT** means Way2VAT Ltd ARBN 637 709 114.

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

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

Eligible Participant means BMYG Capital Pty Ltd.

EU means the European Union.

Exercise Price has the meaning given in Section 4.2(b).

Expiry Date has the meaning given in Section 4.2(b).

GDPR means the General Data Protection Regulation (EU) 2016/679.

GST means goods and services tax.

Half Year Report means the half year report of the Company for the period ending 30 June 2024 as lodged with ASX on 29 August 2024.

Holder has the meaning given in Section 4.2(a).

Issue Price has the meaning given in Section 1.1.

Listing Rules means the official listing rules of ASX as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

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

Opening Date has the meaning given in Section 1.6.

Option means an option to acquire a Share.

Option Exercise Form has the meaning given in Section 4.2(d).

Options Offer has the meaning given in Section 1.1.

Placement has the meaning given in Section 1.1.

Placement Options has the meaning given in Section 1.1.

Prospectus means this prospectus dated 3 December 2024.

Refund Directive means The Council Directive 2008/9/EC.

Register means the share register maintained by or on behalf of the Company in Australia.

Section means a section of this Prospectus.

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

Shareholder means a holder of one or more Shares.

Sixth Council Directive means The Sixth Council Directive 77/388/EEC.

SMB means small medium businesses.

Tranche 2 Placement has the meaning given in Section 1.1.

Ukraine and Israeli-Palestinian Conflicts has the meaning given in Section 3.1(j).

VAT means value added tax.

CORPORATE DIRECTORY

Directors

Mr Amos Simantov – Chief Executive Officer and Managing Director

Mr Adoram Ga'ash – Non-Executive Chairman

Mr David Buckingham – Non-Executive Director

Mr Robert Edgley – Non-Executive Director

Company Secretary

Ms Emily Austin

Registered and Principal Office (Israel)

3 Tozeret Haaretz St. (Y Building 3rd floor)
Petah Tikva, Israel, 4951703

Telephone: +972-3-5080022

Website: <https://way2vat.com/>

Registered Office (Australia)

C/ - Automic Group Pty Ltd
Level 5, 126-130 Philip Street
Sydney NSW 2000

ASX Code: W2V

Legal Adviser (Australia)

Thomson Geer
Level 29, Central Park Tower
152-158 St Georges Terrace
Perth WA 6000

Legal Adviser (Israel)

Kafri Leibovich
3rd Floor, 11 Habarzel Street
Tel Aviv, Israel 6971017

Share Registry*

Automic Group Pty Ltd
Level 5, 126 Philip Street
Sydney NSW 2000

Phone (within Australia): 1300 288 664

Phone (outside Australia): +61 2 9698 5414

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



W2V
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