

**THE GO2 PEOPLE LTD**  
**ACN 616 199 896**  
**SUPPLEMENTARY PROSPECTUS**

---

**1. IMPORTANT INFORMATION**

This is a supplementary prospectus (**Supplementary Prospectus**) which supplements the prospectus dated 10 July 2019 (**Prospectus**) issued by The GO2 People Ltd (ACN 616 199 896) (**Company**).

This Supplementary Prospectus is dated 19 August 2019 and was lodged with the ASIC on that date. The ASIC, the ASX and their respective officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus, copies of which can be downloaded from the website of the Company at [www.theGO2people.com.au](http://www.theGO2people.com.au).

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

---

**2. PURPOSE OF THIS DOCUMENT**

The purpose of this Supplementary Prospectus is to:

- (a) provide investors with additional information in relation to:
  - (i) the historical financial information of IPW, by way of inserting an additional Section 5.3A of the Prospectus;
  - (ii) a variation to the timing of the determination and payment of the First Earn-Out Amount under the Acquisition Agreement; and
  - (iii) the Company's entry into a non-binding secured loan agreement;
- (b) reduce the Minimum Subscription under the Capital Raise Offer;
- (c) update:
  - (i) the Lead Manager fees set out in Section 3.6 of the Prospectus;
  - (ii) the Use of Funds table set out in Section 5.1 of the Prospectus;
  - (iii) the Effect of the Offers section in Section 5.2 of the Prospectus
  - (iv) the pro forma balance sheet in Section 5.3 of the Prospectus; and
  - (v) the capital structure set out in Section 5.4 of the Prospectus;

- (d) refund Applications received to date under the Capital Raise Offer; and
- (e) provide a New Application Form in respect of the Capital Raise Offer.

### 3. INCLUSION OF HISTORIC FINANCIAL INFORMATION FOR IPW

By this Supplementary Prospectus, historic financial information for IPW is included in new Section 5.3A of the Prospectus.

Accordingly, the following amendments are made to the Prospectus:

- (a) The "Background to the Offers" section of the Prospectus is amended by inserting an additional Section 3.4A as follows:

#### 3.4A Financial Information of IPW

The historical financial information of IPW, including profit and loss statements, for the financial years ended 30 June 2017 (**FY17**) and 30 June 2018 (**FY18**) and the half year ended 31 December 2018 (**HY19**) are set out in Section 5.3A of this Prospectus.

- (b) The "Purpose and Effect" section of the Prospectus is amended by inserting an additional Section 5.3A as follows:

#### 5.3A Historical financial information of IPW

This section provides summaries of the following financial information of IPW:

- (a) unreviewed, historical statements of profit or loss and other comprehensive income for FY17, FY18 and HY19; and
- (b) unreviewed, historical statements of financial position for IPW for FY17, FY18 and HY19.

##### 5.3A.1 Historical Statements of Profit or Loss and Other Comprehensive Income

The table below sets out the historical statements of profit or loss and other comprehensive income of IPW for FY17, FY18 and HY19.

	FY 16	FY 17	FY 18	HY 19
	\$'000	\$'000	\$'000	\$'000
Revenue	3,796	4,931	5,542	3,115
Cost Sales	(804)	(1,049)	(1,052)	(475)
<b>Gross Profit</b>	<b>2,992</b>	<b>3,882</b>	<b>4,490</b>	<b>2,640</b>
Employee Benefits Expense	(1,594)	(2,205)	(2,256)	(1,342)
Corporate and Administration Expenses	(710)	(929)	(730)	(375)
<b>Profit Before finance costs</b>	<b>688</b>	<b>748</b>	<b>1,504</b>	<b>923</b>

	FY 16	FY 17	FY 18	HY 19
	\$'000	\$'000	\$'000	\$'000
<b>depreciation income tax</b>				
Depreciation	(36)	(39)	(27)	(13)
<b>Profit Before Interest and Tax* (EBIT)</b>	<b>652</b>	<b>709</b>	<b>1,477</b>	<b>910</b>
Finance Costs	(58)	(34)	(28)	(16)
Income Tax expense	(203)	(190)	(435)	(268)
Net Profit After Tax	391	485	1,014	626

\* Profit Before Interest and Tax is also known as Earnings Before Interest and Tax

### 5.3A.2 Historical Statements of Financial Position

The table below sets out the unreviewed, historical statements of financial position of IPW for FY17, FY18 and HY19.

	UNREVIEWED IPW FY17	UNREVIEWED IPW FY18	UNREVIEWED IPW HY19
<b>CURRENT ASSETS</b>			
Cash	74,379	405,050	47,197
Accounts receivable	138,040	183,999	283,151
Other current assets and receivables	30,273	17,962	27,704
<b>TOTAL CURRENT ASSETS</b>	<b>242,692</b>	<b>607,011</b>	<b>358,052</b>
<b>NON-CURRENT ASSETS</b>			
Property Plant and Equipment	89,225	67,078	157,309
Other intangibles and non-current assets	326,348	326,348	326,348
Director Loans <sup>1</sup>	475,080	1,056,912	1,000,000
<b>TOTAL NON-CURRENT ASSETS</b>	<b>890,653</b>	<b>1,450,338</b>	<b>1,483,657</b>
<b>TOTAL ASSETS</b>	<b>1,133,345</b>	<b>2,057,349</b>	<b>1,841,709</b>
<b>CURRENT LIABILITIES</b>			
Trade creditors	27,608	18,403	6,079
Accruals and other payables	35,314	50,730	141,986
Employee entitlements	109,315	65,399	58,452
Tax liabilities	361,827	314,109	402,000

	UNREVIEWED IPW FY17	UNREVIEWED IPW FY18	UNREVIEWED IPW HY19
<b>TOTAL CURRENT LIABILITIES</b>	<b>534,064</b>	<b>448,641</b>	<b>608,517</b>
<b>NON-CURRENT LIABILITIES</b>			
Finance lease	21,407	16,541	8,312
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>21,407</b>	<b>16,541</b>	<b>8,312</b>
<b>TOTAL LIABILITIES</b>	<b>577,471</b>	<b>465,182</b>	<b>616,829</b>
<b>NET ASSETS</b>	<b>577,874</b>	<b>1,592,167</b>	<b>1,224,880</b>
<b>EQUITY</b>			
Share capital	100	100	100
Retained earnings and reserves	577,774	1,592,067	1,224,780
<b>TOTAL EQUITY</b>	<b>577,874</b>	<b>1,592,167</b>	<b>1,224,880</b>

**Notes:**

- As detailed in Section 3.5 of the Prospectus, the Consideration payable for the Acquisition includes, among other things, a cash payment of \$2,000,000 plus the vendor group debt payment, which is a loan receivable, and which is recoverable for an amount equal to \$1,000,000 (VGDP). It is proposed that the Company will pay the VGDP to IPW and that this amount once received will be used to repay the loan to IPW. IPW will then return this money to the Company via payment direction. The Company confirms that except for the \$2,000,000 cash payment which forms the Consideration payable for the Acquisition, no additional cash payments to IPW will be made from funds raised under the Capital Raise Offer.

#### **4. VARIATION TO ACQUISITION AGREEMENT**

The parties have agreed to extend the anticipated completion date of the Acquisition from 14 August 2019 to 1 September 2019.

As a result of this extension, the Company and IPW have agreed to amend the Acquisition Agreement such that (i) the First Earn-Out Amount will be determined and agreed by the parties prior to completion of the Acquisition Agreement (and such determination shall be a condition precedent to completion), and (ii) the payment of the First Earn-Out Amount will occur 1 February 2020.

Accordingly, Section 3.5 of the Prospectus entitled 'Key Terms of the Acquisition Agreement' is amended by:

- deleting the following wording under the heading "First Earn-Out Amount" in Section 3.5(c) of the Prospectus:

"Subject to calculating a positive integer for the First Earn-Out Amount, the Company must pay to the Vendor the First Earn-Out Amount on the later of:

- (i) 1 January 2020; or
- (ii) the First Earn-Out determination date, which is:
  - (A) the date on which the Vendor agrees or is deemed to agree to the First Earn-Out statement in accordance with the Acquisition Agreement; or
  - (B) the date on which the parties agree in respect of the First Earn-Out statement pursuant to the Acquisition Agreement; or
  - (C) the date on which the parties receive the Independent Accountant's determination in respect of the First Earn-Out statement pursuant to the Acquisition Agreement."

And replacing it with:

"Subject to calculating a positive integer for the First Earn-Out Amount, the Company must pay to the Vendor the First Earn-Out Amount on 1 February 2020."

- (b) inserting the following condition precedent in Section 3.5(d) of the Prospectus:

"(x) the Vendor and the Company agreeing the First Earn-Out Amount."

---

## 5. ENTRY INTO NON-BINDING LOAN AGREEMENT WITH INSTITUTE OF GLOBAL CAPITAL PTY LTD

By this Supplementary Prospectus, the Company includes information in respect of the Loan (defined below) by inserting a new Section 3.7 of the Prospectus.

### 3.7 Entry into non-binding Loan Agreement

The Company has entered a non-binding conditional loan agreement (**Loan Agreement**) with Institute of Global Capital Pty Ltd (ACN 618 424 016) or its nominee (**Lender**) which sets out the terms on which it is proposed that the Lender will advance up to \$2 million (**Loan**) to the Company. A summary of these terms is set out below:

Term	Particulars
Borrower	The GO2 People Ltd
Lender	The Institute of Global Capital Pty Ltd (or its nominee)
Loan	For a minimum amount of \$1,000,000 and a maximum of \$2,000,000
Security	The loan will be secured by a general security agreement in favour of Lender and the Lender's interest will be registered on the Personal Property Security Register

Term	Two (2) years
Interest rate	Interest is payable monthly for the first twelve months of the loan is 16% per annum, and thereafter 20% per annum for the remainder of the term
Repayment	The loan is to be repaid in full at the end of the term with provision for early repayment not less than six months after the initial drawdown in increments not less than \$100,000
Break fee	In the event the Company breaches its exclusivity obligations under the loan facility it must pay a break fee of \$100,000

The advance of the Loan will be subject to satisfaction (or waiver by the Lender) of the following conditions precedent:

- (a) **(Due Diligence)**: completion of due diligence by the Lender on the Company;
- (b) **(Material adverse change)**: no material adverse change in relation to the financial condition, assets, liabilities, results of operations, profitability or prospects of the Company or IPW having occurred;
- (c) **(Call Options Issuance)**: the Company issuing the Lender up to 8,000,000 unlisted options exercisable at \$0.10 on or before 5.00pm on 31 August 2022 (AEST);
- (d) **(Board appointment)**: the Company appointing a nominee of the Lender as a non-executive director of the Company;
- (e) **(Board Approval)**: the Directors approving entry into the Loan;
- (f) **(Execution of Loan Documents)**: execution of the loan agreement, general security agreement, inter creditor deed and call option deed in a form acceptable to the Lender; and
- (g) **(Capital raising)**: completing a capital raising of at least \$1,300,000.

The Loan Agreement is otherwise on terms and conditions considered standard for an agreement of its nature.

The Company believes that the funding raised via the combination of the Capital Raise Offer in conjunction with the Loan will be sufficient to enable the Company to achieve the objectives as set out in this Prospectus.

The Capital Raise Offer is conditional upon the Loan Agreement becoming unconditional.

---

## 6. REDUCTION IN MINIMUM SUBSCRIPTION

By this Supplementary Prospectus, the Company reduces the Minimum Subscription under the Prospectus to \$1,300,000.

Accordingly, all references throughout the Prospectus to the minimum subscription under the Prospectus shall be to the minimum subscription of \$1,300,000.

## **7. CONSEQUENTIAL UPDATES TO PROSPECTUS**

As a result of the information contained in this Supplementary Prospectus, the Company wishes to provide updates to the Prospectus as follows:

### **7.1 Update to conditionality of the Offers**

The second paragraph of Section 4.1 of the Prospectus is deleted and replaced with the following:

The Capital Raise Offer is subject to the Loan Agreement becoming unconditional. If Shareholder approval is not obtained, or the Loan Agreement is terminated, the Capital Raise Offer will not proceed, and no Shares or New Options will be issued pursuant to the Capital Raise Offer.

The second paragraph of Section 4.2 of the Prospectus is deleted and replaced with the following:

The Broker Options Offer is subject to the Loan Agreement becoming unconditional. If Shareholder approval is not obtained, or the Loan Agreement is terminated, the Broker Options Offer will not proceed, and no Broker Options will be issued pursuant to the Broker Options Offer.

### **7.2 Update to Lead Manager fees**

The table in section 3.6 of the Prospectus is deleted and replaced with the following:

<b>Lead Manager Fees</b>	<b>Minimum Subscription (\$1,300,000)</b>	<b>Full Subscription (\$4,000,000)</b>
Lead Management Fee (1% of total funds raised excluding GST)	\$13,000	\$40,000
Corporate Advisory Fee (2% of total funds raised excluding GST)	\$26,000	\$80,000
Selling Fee (4% of total funds raised excluding GST)	\$52,000	\$160,000
<b>Total Cash Fees (excluding GST)</b>	<b>\$81,000</b>	<b>\$280,000</b>
Broker Options	1,300,000	4,000,000

### **7.3 Update to "Purpose of the Offers" section**

Section 5.1 "Purpose of the Offers" is deleted and replaced with the following:

The purpose of the Capital Raise Offer is to raise up to \$4,000,000.

The funds raised under the Capital Raise Offer are planned to be used in accordance with the table below:

Item	Minimum Subscription (\$1,300,000) <sup>1</sup>	Full Subscription (\$4,000,000)
Cash consideration for the Acquisition <sup>2</sup>	-	\$2,000,000
Estimated expenses of the Acquisition and Capital Raising (including the estimated expenses of the Offers) <sup>3</sup>	\$270,000	\$350,000
Expenditure on the IPW business	\$454,000	\$1,000,000
Corporate administration and working capital	\$576,000	\$650,000
<b>TOTAL</b>	<b>\$1,300,000</b>	<b>\$4,000,000</b>

**Note:**

1. In the event that the Company raises more than the minimum raise of \$1,300,000, the additional funds raised will be first applied towards the additional estimated expenses of the Acquisition and the Capital Raising, then towards expenditure on expansion of the IPW business and then towards corporate administration and working capital.
2. If the Company raises between \$1,300,000 and \$2,000,000, all the cash consideration payable under the Acquisition will be funded through alternative means such as the Loan referred to in Section 3.7 of this Prospectus.
3. Refer to Section 8.8 of this Prospectus for further details relating to the estimated expenses of the Offer.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events and new circumstances (including the need to adapt to a changing competitive environment, and the level of demand for the Company's products and services) have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis. The use of further debt or equity funding will be considered by the Board where it is appropriate to expand sales, accelerate product development, develop additional production or serving capacity, or capitalise on further corporate opportunities including, but limited to, further acquisitions.

The primary purpose of the Cleansing Offer is to remove any trading restrictions that may have attached to Shares issued by the Company prior to the Closing Date (including prior to the date of this Prospectus). All of the funds raised from the Cleansing Offer will be applied towards the expenses of the Offer.

#### **7.4 Update to "Effect of the Offers" section**

Section 5.2 "Effect of the Offers" is deleted and replaced with the following:

The principal effect of the Offers, assuming the Capital Raise Offer is fully subscribed, and no Options are exercised prior to the Closing Date of the Offers, will be to:

- (a) increase the cash reserves by approximately \$3,688,952 (after deducting the estimated expenses of the Offer) immediately on completion of the Offers;



- (b) increase the number of Shares on issue from 117,964,583 as at the date of this Prospectus to approximately 197,964,584 Shares following completion of the Offers (including the 26,666,667 Shares to be issued to Vendor as non-cash consideration for the Acquisition); and
- (c) increase the number of Options on issue from 16,750,000 as at the date of this Prospectus to 74,083,334 following completion of the Offers.

## 7.5 Update to pro forma statement of financial position

Section 5.3 "Pro-forma statement of financial position" is deleted and replaced with the following:

The audit reviewed balance sheet of the Company as at 31 December 2018, the unaudited balance sheet of IPW as at 31 December 2018 and the unaudited consolidated pro-forma balance sheet as at 31 December 2018 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming the Capital Raise Offer is fully subscribed, the Acquisition has been completed, no Options are exercised prior to the Record Date and including expenses of the Offer. The pro forma balance sheet does not include the impact of the Earn Out Consideration as detailed in Section 3.5 above.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	AUDIT REVIEWED HY19	IPW UNREVIEWED HY19	PROFORMA HY19
<b>CURRENT ASSETS</b>			
Cash <sup>1</sup>	1,488,184	47,197	3,224,333
Trade and other receivables	11,236,211	283,151	11,519,362
Other current assets	1,434,840	27,704	1,462,544
<b>TOTAL CURRENT ASSETS</b>	<b>14,159,235</b>	<b>358,052</b>	<b>16,206,239</b>
<b>NON-CURRENT ASSETS</b>			
Plant and Equipment	1,257,930	157,309	1,415,239
Other non-current assets	1,460,840	326,348	6,137,188
Director loans <sup>1</sup>	-	1,000,000	-
<b>TOTAL NON-CURRENT ASSETS</b>	<b>2,718,770</b>	<b>1,483,657</b>	<b>7,327,648</b>
<b>TOTAL ASSETS</b>	<b>16,878,005</b>	<b>1,841,709</b>	<b>23,533,887</b>

	AUDIT REVIEWED HY19	IPW UNREVIEWED HY19	PROFORMA HY19
<b>CURRENT LIABILITIES</b>			
Trade and other payables	4,945,483	148,065	5,093,548
Borrowings	6,927,388	-	6,927,388
Other	265,477	58,452	323,929
Tax liabilities	-	402,000	402,000
<b>TOTAL CURRENT LIABILITIES</b>	<b>12,138,348</b>	<b>608,517</b>	<b>12,746,865</b>
<b>NON-CURRENT LIABILITIES</b>			
Borrowings	439,642	8,312	447,954
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>439,642</b>	<b>8,312</b>	<b>447,954</b>
<b>TOTAL LIABILITIES</b>	<b>12,577,990</b>	<b>616,829</b>	<b>13,194,819</b>
<b>NET ASSETS</b>	<b>4,300,015</b>	<b>1,224,880</b>	<b>10,339,068</b>
<b>EQUITY</b>			
Share capital	15,858,288	100	21,726,246
Retained earnings and reserves	(11,558,273)	1,224,780	(11,387,178)
<b>TOTAL EQUITY</b>	<b>4,300,015</b>	<b>1,224,880</b>	<b>10,339,068</b>

Should the company elect to draw the Loan down in full to fund the Acquisition and only accept the Minimum Subscription under the Capital Raise, the following pro-forma balance sheet has been prepared. This pro-forma assumes no Options are exercised prior to the Record Date and does not include the impact of the Earn Out Consideration as detailed in Section 3.5 above.

	AUDIT REVIEWED HY19	IPW UNREVIEWED HY19	PROFORMA HY19
<b>CURRENT ASSETS</b>			
Cash <sup>1</sup>	1,488,184	47,197	2,565,381
Trade and other receivables	11,236,211	283,151	11,519,362
Other current assets	1,434,840	27,704	1,462,544
<b>TOTAL CURRENT ASSETS</b>	<b>14,159,235</b>	<b>358,052</b>	<b>15,547,287</b>
<b>NON-CURRENT ASSETS</b>			
Plant and Equipment	1,257,930	157,309	1,415,239
Other non-current assets	1,460,840	326,348	6,137,188

	AUDIT REVIEWED HY19	IPW UNREVIEWED HY19	PROFORMA HY19
Director loans <sup>1</sup>	-	1,000,000	-
<b>TOTAL NON-CURRENT ASSETS</b>	<b>2,718,770</b>	<b>1,483,657</b>	<b>7,327,648</b>
<b>TOTAL ASSETS</b>	<b>16,878,005</b>	<b>1,841,709</b>	<b>22,874,935</b>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	4,945,483	148,065	5,093,548
Borrowings	6,927,388	-	6,927,388
Other	265,477	58,452	323,929
Tax liabilities	-	402,000	402,000
<b>TOTAL CURRENT LIABILITIES</b>	<b>12,138,348</b>	<b>608,517</b>	<b>12,746,865</b>
<b>NON-CURRENT LIABILITIES</b>			
Borrowings	439,642	8,312	2,447,954
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>439,642</b>	<b>8,312</b>	<b>2,447,954</b>
<b>TOTAL LIABILITIES</b>	<b>12,577,990</b>	<b>616,829</b>	<b>15,194,819</b>
<b>NET ASSETS</b>	<b>4,300,015</b>	<b>1,224,880</b>	<b>7,680,116</b>
<b>EQUITY</b>			
Share capital	15,858,288	100	19,067,294
Retained earnings and reserves	(11,558,273)	1,224,780	(11,387,178)
<b>TOTAL EQUITY</b>	<b>4,300,015</b>	<b>1,224,880</b>	<b>7,680,116</b>

**Notes:**

- As detailed in Section 3.5 of the Prospectus, the Consideration payable for the Acquisition includes, among other things, a cash payment of \$2,000,000 plus the vendor group debt payment, which is a loan receivable, and which is recoverable for an amount equal to \$1,000,000 (VGDP). It is proposed that the Company will pay the VGDP to IPW and that this amount once received will be used to repay the loan to IPW. IPW will then return this money to the Company via payment direction. The Company confirms that except for the \$2,000,000 cash payment which forms the Consideration payable for the Acquisition, no additional cash payments to IPW will be made from funds raised under the Capital Raise Offer.

## 7.6 Update to “Effect on capital structure” section

Section 5.4 “Effect on capital structure” is deleted and replaced with the following:

The effect of the Offers on the capital structure of the Company (for both Minimum Subscription and Full Subscription) assuming no Options are exercised prior to the Closing Date, is set out below.

### Shares

	Minimum Subscription	Full Subscription
Shares currently on issue <sup>1</sup>	117,964,583	117,964,583
Shares issued to Vendors for Acquisition	26,666,667	26,666,667
Shares offered pursuant to the Capital Raise Offer	17,333,333	53,333,334
<b>Total Shares on issue following the Offers</b>	<b>161,964,583</b>	<b>197,964,584</b>

#### Notes:

- 64,500,000 Shares which are currently on issue are restricted from trading until 31 October 2019.

### Options

	Minimum Subscription	Full Subscription
Options currently on issue (unquoted):		
(exercisable at \$0.225 on or before 21 June 2021 <sup>1</sup> )	2,500,000	2,500,000
(exercisable at \$0.30 on or before 21 June 2021 <sup>1</sup> )	5,000,000	5,000,000
(exercisable at \$0.40 on or before 21 June 2021 <sup>1</sup> )	7,500,000	7,500,000
(exercisable at \$0.30 on or before 17 December 2021)	1,750,000	1,750,000
New Options offered pursuant to the Capital Raise Offer <sup>2</sup> (Unquoted exercisable at \$0.10 on or before twelve (12) months from the date of issue)	17,333,333	53,333,334
Broker Options to be issued to Lead Manager <sup>2,3</sup> (Unquoted exercisable at \$0.075 on or before 18 December 2020)	1,300,000	4,000,000
New Options offered pursuant to the Loan Agreement <sup>5</sup> (Unquoted exercisable at \$0.10 on or before 31 August 2022)	8,000,000	-
<b>Total Options on issue following the Offers</b>	<b>43,383,333</b>	<b>74,083,334</b>

#### Notes:

- Subject to voluntary escrow and restricted from being free tradeable until 31 October 2019.
- Unlisted options to acquire Shares issued on a 1:1 basis free attaching to each Share subscribed for and issued under the Capital Raising (**New Options**) exercisable at \$0.10 per New Option and expiring on the date that is twelve (12) months from the date that the Shares offered under the Capital Raising are issued. Refer to Section 6.2 for the full terms and conditions of the New Options.
- Unlisted options to acquire Shares issued to the Lead Manager (**Broker Options**) exercisable at \$0.075 per Broker Option, vesting in the holder from 31 July 2020 and expiring on 18 December 2020. Refer to Section 6.3 for the full terms and conditions of the Broker Options.
- The number of Broker Options issued to the Lead Manager will vary depending on the total funds raised under the Capital Raise. A maximum of 4,000,000 Broker Options can be issued to the Lead Manager in the event that \$4,000,000 is raised from the Capital Raising.

5. The number of Options issued to the Lender will vary depending on the total funds borrowed by the Company under the Loan. A maximum of 8,000,000 Options can be issued to the Lender in the event that the Company draws the full \$2,000,000 loan amount. If commitments are received for the maximum subscription the Company will not draw the loan and the options would not be issued.

---

## 8. TIMETABLE

The Board wishes to advise that the settlement of the Acquisition is expected to occur on 1 September 2019.

Accordingly, the Timetable as set out in section 2.1 of the Prospectus is replaced with:

Action	Date
Dispatch Notice of Meeting seeking approval for, amongst other things, the Acquisition and the Capital Raising	3 July 2019
Lodgment of Prospectus with ASIC and ASX	10 July 2019
Opening Date for Offers	10 July 2019
General Meeting	9 August 2019
Closing Date of the Capital Raise Offer and Broker Option Offer	28 August 2019
Drawdown on Loan Agreement	30 August 2019
Issue of Shares and Options under the Capital Raise Offer, Broker Option Offer and Loan Agreement	30 August 2019
Completion of the Acquisition and issue of the Consideration Shares	1 September 2019
Cleansing Offer Closing Date	5:00pm (WST) on 2 September 2019

*\* The Directors reserve the right to bring forward or extend the Closing Date at any time after the Opening Date without notice. As such, the date the Shares are expected to commence trading on ASX may vary with any change in the Closing Date.*

Consistent with the above change, the reference in Section 7.2(a) to "14 August 2019" is deleted and replaced "1 September 2019".

---

## 9. REPAYMENT OF APPLICATION MONIES RECEIVED UNDER CAPITAL RAISE OFFER

The Directors of the Company have resolved to refund all Application Monies received under the Capital Raising Offer in the Prospectus to date. This Supplementary Prospectus advises investors who wish to subscribe for Securities under the Capital Raise Offer in the Prospectus that no applications will be processed by the Company **unless they are received on the Supplementary Application Form accompanying this Supplementary Prospectus.**

To date, no Securities have been issued pursuant to the Prospectus. The Company will repay all application monies received from applicants within the time period prescribed by the Corporations Act, without interest. Applicants will be asked to provide their bank details to the Company by 5.00pm on 20 August 2019 and the Company will refund monies on 23 August 2019. If bank details have not been provided by that date, the Company will refund the application money by way of cheque on 23 August 2019.

The Company will be accepting Supplementary Application Forms received after the date of this Supplementary Prospectus in the form attached to this Supplementary Prospectus.

The Board thanks those investors who subscribed for Securities under the Prospectus.

---

**10. APPLICATION FORM**

From the date of this Supplementary Prospectus, persons who wish to apply for Securities under the Prospectus should use the Supplementary Application Form which is attached to this Supplementary Prospectus. Applicants should **NOT** use the Application Form which is attached to the original Prospectus.

---

**11. CONSENTS**

The Company confirms that as at the date of this Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

---

**12. DIRECTORS' AUTHORISATION**

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

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

---

**Darren Cooper**  
**Non-Executive Chairman**  
**For and on behalf of**  
**THE GO2 PEOPLE LTD**