

SelfWealth Limited

ACN 154 324 428
(ASX code: SWF)

Non-renounceable rights issue Offer

Non-renounceable pro-rata offer to Eligible Shareholders

1 New Share for every 6 Shares held as at the Record Date

At an Issue Price of \$0.07

Important Notice

This Offer Document is not a prospectus or other form of disclosure document under the Corporations Act. It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding the Offer or about the rights attaching to the New Shares offered by this Offer Document.

This Offer Document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its content or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser without delay.

Please read the instructions in this Offer Document and on the accompanying Entitlement & Acceptance Form regarding the acceptance of your Entitlement.

This Offer Document is not for release, publication or distribution in the United States or elsewhere where such an offer would be in contravention of securities laws.

Important Notes

1. Offer document

This Offer Document has been prepared by SelfWealth Limited ACN 154 324 428 (the **Company**) and is dated 20 December 2018. This Offer Document is not a prospectus or other form of disclosure document under the *Corporations Act 2001* Cth (**Corporations Act**) and has not been lodged with ASIC. The Offer contained in this Offer Document is being made without disclosure in accordance with section 708AA of the Corporations Act as modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84.

As a result, it is important for Eligible Shareholders to read and understand the information on the Company and the Offer made publicly available, before accepting all or part of their Entitlement. In particular, please refer to the information in this Offer Document, the Company's annual reports and other announcements made available at www.selfwealth.com.au/Investors/ or www.asx.com.au.

2. This is an important document

The information contained in this Offer Document does not constitute investment advice and has been prepared without taking into account each Eligible Shareholder's investment objectives or financial circumstances. You should seek advice from your professional adviser before deciding to invest. Investing in the Company involves risks.

The Offer Document does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding the Offer or about the rights attaching to the New Shares offered by this Offer Document.

3. Disclaimer

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

To the extent permitted by law, neither the Company nor any other person warrants the future performance of the Company or any return on any investment made under this Offer Document, except as required by law and then only to the extent so required.

4. Future performance and forward looking statements

Neither the Company nor any other person warrants, represents or guarantees (expressly or by implication) the future performance of the New Shares or any particular rate of return on any investment made pursuant to Offer, or any particular tax treatment.

This Offer Document contains certain "forward looking statements". Forward-looking statements include those words such as "believe", "anticipate", "estimate", "expect", "will", "plan", "should", "may", "intend", "likely", "forecast" and other similar expressions but not limited to statements regarding the outcome and effects of the Offer. Forward-looking statements, opinions and estimates provided in the information in this Offer Document are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Forward-looking statements in this Offer Document are current and speak only as at the date of this Offer Document.

No representation or warranty (express or implied) is given as to the accuracy, completeness or correctness, likelihood of achievement or reasonableness of any forecasts, prospects or returns contained in this Offer Document.

While due care and attention have been used in the preparation of forward-looking statements, you are cautioned not to place undue reliance on such statements. To the maximum extent permitted by law, the Company disclaims any obligation or undertaking to release any updates or revisions to such information to reflect any change in expectations or assumptions.

An investment in the Company is subject to investment and other known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and its board, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by any forward-looking statements in this Offer Document.

5. Past performance

Investors should note that the Company's past performance including Share price performance provides no guarantee or guidance as to future Share price performance. Any past performance information given in this Offer Document is provided for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance including the Company's future financial position or Share price performance.

6. Risks

An investment in the Company is subject to investment and other known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and its board, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by any forward-looking statements in this Offer Document. Refer to the 'Risk' section included in section 5.3 for a summary of general and specific risk factors that may affect the Company.

7. Eligibility

Applications for New Shares by Eligible Shareholders can only be made on an original Entitlement & Acceptance Form sent with this Offer Document (or payment via BPAY®, as described herein). The Entitlement & Acceptance Form sets out an Eligible Shareholder's Entitlement to participate in the Offer.

8. Overseas Shareholders

This Offer does not, and is not intended to, constitute an offer 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 Offer Document. No action has been taken to permit a public offering of the New Shares under the Offer in any jurisdiction outside of Australia and New Zealand.

It is not practicable for the Company to comply with the securities laws of any other overseas jurisdictions other than Australia and New Zealand having regard to the number of overseas Shareholders, the number and value of the New Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

It is the responsibility of any Applicant to ensure compliance with any laws of a country relevant to their application. Return of a duly completed Entitlement & Acceptance Form (or payment by BPAY®) will be taken by the Company as a representation that there has been no breach of such laws, that the Applicant is an Eligible Shareholder and that the Applicant is physically present in Australia or New Zealand. Shareholders outside Australia or New Zealand (**Ineligible Foreign Shareholders**) should refer to section 2.14 for details of how their Entitlement will be dealt with.

Shareholders resident in New Zealand should consult their professional advisors as to whether any government or other consents are required, or other formalities need to be observed, to enable them to take up their Entitlements under the Offer.

9. Currency

All references to A\$, \$A, dollar or \$ in this Offer Document are to Australian currency.

10. Definitions and references to time

Capitalised words and expressions in this Offer Document have the meaning given to them in section 6. Unless otherwise stated, any reference to time in this Offer Document is a reference to Melbourne, Australia time (AEDT).

11. Date of this Offer Document

This Offer Document is dated 20 December 2018.

Key Offer details

Key details of the Offer	
Offer to Eligible Shareholders	1 New Share for every 6 Shares held at the Record Date
Issue Price per New Share	\$0.07
Maximum number of New Shares issued under the Offer	21,575,880 New Shares
Maximum proceeds from the Offer (excluding costs associated with the Offer)	\$1.5 million
Maximum number of Shares on issue following the Offer (including the Placement Shares) (refer to section 3 below)	171,916,447 Shares

Important dates

Event	Date
Announcement of the Offer	Wednesday 12 December 2018 (pre ASX Market opening)
Lodgement of Cleansing Notice and Appendix 3B with ASX	Wednesday 12 December 2018
Appendix 3B information letter sent to security holders	Thursday 13 December 2018
"Ex" date for the Offer (being the date that Shares start trading without the Entitlements to participate in the Offer)	Friday 14 December 2018
Record Date to determine Entitlements under the Offer	7.00 pm (AEDT) on Monday 17 December 2018
Opening Date of Offer	Thursday 20 December 2018
Despatch of the Offer Document and Entitlement & Acceptance Form to Eligible Shareholders	
Closing Date for acceptances under the Offer	5.00 pm (AEDT) on Thursday 31 January 2019
New Shares quoted on a deferred settlement basis	Friday 1 February 2019
Shortfall (if any) announced to the ASX	Tuesday 5 February 2019
Issue of the New Shares (Deferred settlement trading of New Shares ends)	Thursday 7 February 2019
Trading of New Shares expected to commence	Friday 8 February 2019

The above dates are indicative only and subject to change. The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend the Closing Date or to withdraw the Offer at any time without prior notice, in which case all Application Monies will be refunded (without interest) as soon as practicable. Any extension of the Closing Date will have a consequential effect on the issue date of New Shares. All dates and times are references to Melbourne, Australia time (AEDT).

Letter from the Chairman

Dear Shareholder

On behalf of the Board of SelfWealth Limited ACN 154 324 428 (the **Company**), I invite you to participate in the Company's non-renounceable pro-rata entitlement offer of 1 New Share for every 6 Shares held at the Record Date of 7.00 pm (AEDT) on Monday 17 December 2018, at an Issue Price of \$0.07 per New Share (**Offer**).

The Offer is summarised as follows:

- Australian and New Zealand residents holding Shares may subscribe under the Offer for 1 New Share for every 6 Shares held as at the Record Date of 7.00 pm on Monday 17 December 2018.
- New Shares are priced at \$0.07 per new Share.
- The Offer of approximately 21,575,880 New Shares may raise up to a maximum of \$1.5 million (before the costs of the Offer).
- Holders (other than Directors of SelfWealth and related parties of the Company) may subscribe for Additional Shares beyond their entitlement on the basis that some existing Holders may be either ineligible (non-Australian or New Zealand residents together with Directors of the Company and related parties of the Company) or may fail to fully take up their Entitlement. This additional ability is restricted only to Eligible Shareholders and is referred to as a Top Up Facility.

The Offer is to be made pursuant to section 708AA of the Corporations Act and the Offer Document has been lodged with the ASX. A copy of that document can be accessed on the ASX website or the Company's website. For those eligible Shareholders, the Offer document is anticipated to be despatched (with personalised application forms) on or around Thursday 20 December 2018.

As announced on the ASX on Wednesday 12 December 2018, the Company has also received commitments for a placement of approximately 20,528,144 Shares to raise approximately \$1,436,970 million also at \$0.07 per Share. Immediately following that announcement the Company received a further subscription commitment \$25,000, making an aggregate subscription under the placement of \$1,461,970 (**Placement**) for a total of approximately 20,885,287 Shares (**Placement Shares**). The Placement Shares are to be issued to sophisticated and professional investors. Shares issued pursuant to the Placement will not count towards a share holding of the purposes for determining their Entitlement to subscribe for Shares pursuant to this Offer.

The funds from the Offer and the Placement will be invested in technology, resourcing for the client services and sales teams, as well as to support the marketing of both the forthcoming SMSF Leaders ETF and SelfWealth's existing fixed-price \$9.50 online share trading platform.

As a Board, we appreciate the support of our existing Shareholders and we have been mindful of providing existing Shareholders this opportunity to maintain or increase their investment in the Company.

We look forward to your participation in the Offer.

Yours sincerely

Tony Lally

SelfWealth Limited

1. Summary

		Where to find more information
What is the Offer?	Non-renounceable rights issue offer of New Shares (Offer).	Section 2.1
What are the terms of the Offer?	1 New Share for every 6 Shares held on the Record Date at an issue price of \$0.07 per Share. All Share Entitlements issued will be rounded up to the nearest whole number.	Section 2.1
Can I sell or transfer my Entitlements?	No, the Offer is non-renounceable and, accordingly, you cannot offer to sell or transfer any of your Entitlement on ASX or via an off-market transfer.	Section 2.6
Can I purchase Additional Shares at the same price?	Yes, the Company is also offering a Top-Up Facility so Eligible Shareholders who fully subscribe under the Offer will also have the right to apply for Additional Shares (Shares not subscribed for by other Eligible Shareholders) at the same price	Section 4.3
Is the Offer underwritten?	No, the Offer is not underwritten	Section 2.8
How do the New Shares rank in comparison to existing Shares	All New Shares issued will rank equally in all respects with existing Shares from the date of their issue.	Section 2.18
Who can invest?	Eligible Shareholders of the Company as at 7.00pm on the Record Date of Monday 17 December 2018.	Section 2.5
What are the control effects of the Offer?	We do not envisage any material change in control on voting in the Company.	Section 3.2
What are my choices?	As an eligible Shareholder you may: <ul style="list-style-type: none"> • take up part or all of your Entitlement under the Offer (and if you have taken up all your Entitlement, also apply for participation in the Top-Up Facility); or • exercise only a portion of your Entitlement and allow the balance to lapse; or • do nothing, in which case all of your Entitlements will lapse and you will receive no value for those lapsed Entitlements. 	Section 4.1

2. Details of the Offer

2.1 The Offer

The Company is offering Eligible Shareholders the opportunity to subscribe for 1 New Share for every 6 Shares held at 7.00 pm (AEDT) on Monday 17 December 2018 (**Record Date**) at an Issue Price of \$0.07 per New Share.

Where the determination of the Entitlement of any Eligible Shareholder results in a fraction of a New Share, that will be rounded up to the nearest whole New Share.

Your Entitlement under the Offer is shown on the accompanying Entitlement & Acceptance Form. Details on how to accept the Offer are set out in section 4.

Eligible Shareholders who fully subscribe for their Entitlements under the Offer may also apply under the Top-Up Facility for Additional Shares. The allocation of any Additional Shares will be limited to the extent that there are sufficient New Shares available after the close of the Offer which have not been taken up by some of the Eligible Shareholders. Subject to the Corporations Act and the Listing Rules, Additional Shares will only be allocated to Eligible Shareholders, if and to the extent that the Directors so determine, in their absolute discretion.

2.2 Size of the Offer

As at the date of this Booklet, the Company has on issue:

- (a) 129,455,280 Shares (excluding the Placement Shares); and
- (b) 9,467,705 options (**Options**) (which carry no entitlement to participate in the Offer without the Options first being exercised).

On the basis that no Options are exercised prior to the Record Date, approximately 21,575,880 New Shares will be offered under the Offer to raise approximately \$1.5 million before the expenses of the Offer and fees are taken into account.

2.3 Use of Funds

If the maximum amount is raised, the Offer will result in an increase in cash in hand of the Company of approximately \$1.5 million (before the payment of costs associated with the Offer). Please note there is no guarantee the Offer will be fully subscribed.

It is currently proposed that the Company will use the funds raised under the Offer and the Placement to invest in technology, resourcing for the client services and sales teams, as well as to support the marketing of both the forthcoming SMSF Leaders ETF and SelfWealth's existing fixed-price \$9.50 online share trading platform. Opening and Closing Date

The Offer will open for receipt of acceptances on Thursday 20 December 2018. The Closing Date for acceptance of your Entitlement is 5.00 pm (AEDT) on 31 January 2019.

The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend the last date for receipt of the Entitlement & Acceptance Form (or payment by BPAY®), or to delay or withdraw the Offer at any time without prior notice. Where the Offer is withdrawn, all Application Monies will be refunded (without interest) as soon as practicable by cheque to your registered address as noted on the Company's share register.

Any extension of the Closing Date will have a consequential effect on the issue date of New Shares.

2.4 Entitlements under the Offer

The Offer is non-renounceable and therefore Eligible Shareholders cannot offer to sell or transfer any of their Entitlement on ASX or via an off-market transfer (or any other exchange or private transfer).

Shareholders who do not take up their Entitlements in full will have their percentage interest in the Company diluted as compared to the date the Offer is made. Shareholders who take up their Entitlements in full and make application for Additional Shares and that application is accepted, may have their percentage interest in the Company increased as compared to the date the Offer is made.

As described in section 2.9, any New Shares not taken up by an Eligible Shareholder by the Closing Date will form part of the Shares available under the Top-Up Facility.

2.5 Entitlements and acceptance

The Entitlement of Eligible Shareholders to participate in the Offer will be determined on the Record Date. Your Entitlement is shown on the Entitlement & Acceptance form accompanying this Offer Document.

2.6 No rights trading

The Offer is non-renounceable. Accordingly, the Entitlements under the Offer will not be tradable on the ASX or otherwise capable of being sold or transferred. Shareholders who do not take up their Entitlement in full will not receive any value in respect of that part of the Entitlement they do not take up.

2.7 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application once it has been received.

2.8 Underwriting

The Offer is not underwritten.

2.9 Shortfall/Top-Up Facility

Eligible Shareholders (other than Directors and related parties of the Company) may, in addition to taking up their Entitlements in full, apply for any number of Additional Shares in excess of their Entitlements by using the Top-Up Facility.

Additional Shares will only be available where the aggregate number of Shares the subject of Applications received under the Offer is less than the maximum number of 21,575,880 New Shares proposed to be issued under the Offer. Any Additional Shares issued will be at the Issue Price of \$0.07 per Share.

Details on how to apply for Additional Shares under the Top-Up Facility are set out in section 4.3. There can be no guarantee that there will be any allocation of Additional Shares under the Top-Up Facility.

Subject to the Corporations Act and the Listing Rules, the Directors will exercise their discretion in determining the allocations of Additional Shares applied by Eligible

Shareholders through the Top-Up Facility. For the avoidance of doubt, the prohibitions set out in section 606 of the Corporations Act on certain acquisitions of relevant interests in voting shares will apply to limit the acquisition of Additional Shares through the Top-Up Facility.

It is an express term of the Offer that Eligible Shareholders who apply for Additional Shares are bound to accept a lesser number of Additional Shares than they applied for or may be allocated no Additional Shares at all. In both cases, excess Application Monies will be refunded without interest.

If any Shortfall remains after applications for Additional Shares under the Top-Up Facility are considered, the Directors reserve the right, subject to the Corporations Act, the Listing Rules, to place any further Shortfall at their discretion (other than to Directors and related parties of the Company) within 2 months after the close of the Offer (at a price not less than the Issue Price of \$0.07 per New Share).

2.10 Directors' interests

The relevant interest of each of the Directors in the securities of the Company as at the Record Date together with their respective Entitlement is set out in the table below:

Director	Shares	Options	Entitlement Shares*
Tony Lally	528,889	-	88,148
Andrew Ward	17,666,901	1,076,454	2,944,483
John Gaffney	-	-	-
John O'Shaughnessy	277,778	-	46,296

Notes: All three shareholder directors have indicated that they intend to take up their Entitlement partly or in full.

2.11 Issue and despatch

The issue of New Shares offered by this Offer Document is expected to occur on 7 February 2019. The New Shares are expected to commence trading on a normal (T+2) basis from 8 February 2019.

It is the responsibility of Applicants to determine their allocation prior to trading in the New Shares. Applicants who sell New Shares without making such determination do so at their own risk.

The Company will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares before the New Shares are listed on the official list of ASX or before they receive their holdings statements, whether on the basis of confirmation of the allocation provided by the Company, the Share Registry or otherwise.

2.12 ASX Listing

The Company has made an application for official quotation by ASX of the New Shares offered under this Offer Document. If that permission is not granted by ASX, the Company will not issue any New Shares and all Application Monies received will be refunded (without interest) in full to the Applicants.

The fact that ASX may grant official quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares. Neither ASX nor any of its officers accepts takes any responsibility for the contents of this Offer Document.

It is expected that normal trading on ASX will commence in relation to New Shares on 8 February 2019.

2.13 CHESS

The Company will apply to ASX to participate in CHESS for those Shareholders who have, or wish to have, a sponsoring stockbroker. Shareholders who do not wish to participate through CHESS will be issuer sponsored by the Company. As the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, Shareholders will be provided with a statement that sets out the number of New Shares allotted to them under this Offer Document. The notice will also advise Shareholders of their Holder Identification Number (**HIN**) and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to Shareholders if there have been any changes in their interest in the Company during the preceding month.

2.14 Ineligible Foreign Shareholders

In accordance with ASX Listing Rule 7.7.1 and section 9A of the Corporations Act, the Company has decided that it is unreasonable to make the Offer to any Shareholder with a registered address outside Australia or New Zealand as at the Record Date (**Ineligible Foreign Shareholder**), having regard to:

- (a) the number of Shareholders with addresses in such other countries as a proportion of total Shareholders in the Company;
- (b) the number and value of the Shares those Shareholders would be offered under the Offer; and
- (c) the cost to the Company of complying with applicable legal and regulatory requirements in such other countries.

To the extent that there are any Ineligible Foreign Shareholders registered at the Record Date, the Company will send details of the Offer to each Ineligible Foreign Shareholder and advise each Ineligible Shareholder that they will not be offered New Shares under the Offer.

2.15 Overseas shareholders

No action has been taken by the Company to register the New Shares or otherwise permit an offering of the New Shares in any jurisdiction other than Australia or New Zealand. Eligible Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up Entitlements under the Offer does not breach regulations in the relevant overseas jurisdiction.

This Offer Document does not, and is not intended to, constitute an offer or invitation in the United States, to any US person, to any person acting for the account or benefit of a person in the United States, or in any other place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

The New Shares have not been and will not be registered under the US Securities Act or the securities laws of any state or jurisdiction in the United States and may only be offered, sold or resold in, or to persons in, the United States in accordance with an available exemption from registration.

Eligible Shareholders who are nominees, trustees or custodians are advised to seek independent advice as to how to proceed. The Offer is being made to all Eligible Shareholders. The Company is not required to determine whether or not any Eligible Shareholder is acting as a nominee or the identity or residence of any beneficial owners of Shares.

Where any registered holder that qualifies as an Eligible Shareholder is acting as a nominee for a foreign person, that registered holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

Any person in the United States or any person that is, or is acting for the account or benefit of a U.S. person with a holding through a nominee may not participate in the Rights Issue and the nominee must not take up any Entitlement or send any materials into the United States or to any person that is, or is acting for the account or benefit of, a U.S. person.

It is the responsibility of a Shareholder to ensure compliance with any laws of a country relevant to their Application. Return of a duly completed Entitlement and Acceptance Form (or making payment via BPAY®) will be taken by the Company as a representation that there has been no breach of such laws and that the Applicant is an Eligible Shareholder.

2.16 Custodians

Eligible Shareholders who are nominees, trustees or custodians are advised to seek independent advice as to how to proceed. The Offer is being made to all Eligible Shareholders. The Company is not required to determine whether or not any Eligible Shareholder is acting as a nominee or the identity or residence of any underlying beneficial owners of Shares (**UBH**).

In respect of nominees, trustees or custodians acting on behalf of UBHs:

- » The offer to apply for additional Shares under the Top Up Facility will be available to the UBH of custodians / nominees.
- » Each custodian or nominee who is applying for additional shares on behalf of their individual UBH will need to submit a schedule showing the Record Date holding, the Rights Issue entitlement and the amount of entitlement and additional shares taken up for each UBH.
- » Each UBH will need to apply for their maximum entitlement before applying for additional Shares under the Top Up Facility. Therefore, the requirement to fulfil a shareholders maximum entitlement before applying for additional Shares under the Top Up Facility won't apply to the registered custodian / nominee holding – the Company intends to process the amount of Shares as entitlement acceptance and also the amount of Shares as additional acceptance under the Top Up Facility (per schedule supplied by the Custodian).
- » The foreign restrictions under the offer will be applied at the registered address of the Custodian. This will be irrespective of whether the holder is a QIB or sophisticated investor.
- » Any scaleback will be applied at the UBH level.

2.17 Offer in New Zealand

The Offer contained in this Offer Document to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the provisions of the *Financial Markets Conduct Act 2013 (New Zealand)* (**FMC Act**), the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016. Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Shares.

This Offer Document has been prepared in accordance with Australian law and has not been registered, filed with, or approved by the New Zealand regulatory authority under the FMC Act. This Offer Document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

To the extent that a person holds Shares on behalf of another person resident outside Australia or New Zealand, it is that person's responsibility to ensure that any acceptance complies with applicable foreign laws. The Company reserves the right to reject any Application that it believes come from a person who is not an Eligible Shareholder.

2.18 Rights and liability attaching to New Shares

The New Shares issued under the Offer will be on a fully paid basis and will rank equally in all respects with existing Shares. Full details of the rights and liabilities attaching to Shares are set out in the Company's constitution, a copy of which is available for inspection at the Company's registered office during normal business hours. You may also contact the Company's Share registry on +61 1300 554 474 (within and outside Australia) to request a copy of the Company's constitution.

3. Effect of the Offer

3.1 Effect of the Offer on the capital structure of the Company

The total number of New Shares which can be issued under the Offer will be approximately 21,575,880 (the exact number depends on the rounding up of individual holdings).

The table below sets out, for illustrative purposes only, the existing capital structure (before the Offer) together with the impact of the issue of the New Shares under the Offer. It assumes that no Options are exercised prior to the Record Date and that all New Shares are issued under the Offer or placed after the Offer closes.

Shares	Number
Existing Shares as at date of the Offer (excluding shares issued under the Placement)	129,455,280
Maximum number of New Shares issued under the Offer	21,575,880
Placement Shares expected to be issued	20,885,287
Total issued Shares following completion of the Offer	171,916,447

The effect of the Offer will be to increase the number of Shares on issue in the Company and increase the cash held by the Company by up to \$1.5 million (before taking into account the expenses of the Offer). Expenses of the Offer are expected to be approximately \$100,000 (excluding any fees paid to brokers for the placement of any Shortfall Shares).

3.2 Potential effect on control of the Company

Eligible Shareholders who take up their Entitlements in full should not have their interest in the Company diluted by the Offer (subject to immaterial movements as a result of rounding of Entitlements).

The potential effect the Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand.

The potential effect of the Offer on the control of the Company is as follows:

- (a) If all Eligible Shareholders take up their Entitlements under the Offer, then the Offer will have no significant effect on the control of the Company.
- (b) If some Eligible Shareholders do not take up all of their Entitlements under the Offer, then the interests of those Eligible Shareholders will be diluted.
- (c) The proportional interests of Ineligible Foreign Shareholders will be diluted because those Ineligible Foreign Shareholders are not entitled to participate in the Offer.

- (d) Shareholders that apply for Additional Shares under the Top-Up Facility may increase their interests beyond their Entitlement. This could result in the dilution of holdings of those who did not accept their Entitlements in full and those who did not apply for Additional Shares.
- (e) If no Eligible Shareholders (other than the Directors who have indicated their intent to take up their Entitlement) take up their Entitlements under the Offer and the Company issues the Shortfall under the Offer to only a limited number of new investors, this may result in a new investor having a substantial interest in the Company.

3.3 Pro-Forma Balance Sheet

The following pro-forma consolidated balance sheet illustrates the effect of the Offer on the Company. It has been prepared based on the yearly financial statements as at 30 June 2018. It is not intended to represent the financial position of the Company upon completion of the Offer. It is provided as an illustration of the effect of the Offer. The actual impact on the Company is dependent on a range of factors, many of which are outside the control of the Company.

The unaudited pro-forma balance sheet as at 30 June 2018 below has been prepared on the basis of the accounting policies normally adopted by the Company and reflects the changes to its financial position as noted below. It has been prepared on the basis that the New Shares pursuant to the Offer are issued.

The pro-forma balance sheet has been prepared to provide Eligible Shareholders with information on the pro-forma assets and liabilities of the Company. The 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.

	30-Jun-18 (audited) \$m	Pro forma Adjustments (*) \$m	30-Jun-18 (pro forma) \$m
Current assets	4.27	2.70	6.97
Non-current assets	0.05	-	0.05
Total assets	4.32	2.70	7.02
Current liabilities	0.85	-	0.85
Non-current liabilities	0.06	-	0.06
Total liabilities	0.91	-	0.91
Net assets	3.41	2.70	6.11

(*) Assuming that the maximum amount under the Offer is raised.

4. Action required by Shareholders

4.1 What Eligible Shareholders may do

The number of New Shares to which you are entitled (your **Entitlement**) is shown on the accompanying Entitlement & Acceptance Form.

If you do not take up your Entitlement, then your percentage holding in the Company will be diluted (refer to section 3.2 above).

As an Eligible Shareholder you may:

- (a) take up all or part of your Entitlement (refer to section 4.2 below); or
- (b) take up all of your Entitlement and apply for Additional Shares under the Top-Up Facility (refer to section 4.3 below); or
- (c) do nothing, in which case all of your Entitlements will lapse (refer to section 4.4 below).

As detailed in section 2.14, Ineligible Foreign Shareholders cannot take any of the steps set out in sections 4.1, 4.2, 4.3 and 4.4.

4.2 Applying for New Shares

You may take up all or part of your Entitlement by (i) making payment by BPAY® corresponding to the component (part or all) of your Entitlement you wish to accept or (ii) by completing the Entitlement & Acceptance Form and attaching payment by cheque, bank draft or money order to reach Link Market Services Limited (**Share Registry**) at the following address.

Mailing Address:
SelfWealth Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Hand Delivery:
SelfWealth Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

(Please do not use this address for mailing purposes)

by no later than 5.00 pm (AEDT) on the Closing Date.

The Issue Price for each New Share accepted under your Entitlement is payable on application. You have the following payment options:

- (a) by attaching to your completed Entitlement & Acceptance Form a cheque, bank draft or money order in Australian currency for the amount of your Application Monies to "**SelfWealth Limited**" and crossed "**Not Negotiable**".

You should ensure that sufficient funds are held in relevant account(s) to cover the Application Monies. If the amount of your cheque for Application Monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New Shares for which you have applied in your Entitlement & Acceptance Form, you will be taken to have applied for such lower number of whole

New Shares as your cleared Application Monies will pay for (and to have specified that number of New Shares on your Entitlement & Acceptance Form). Alternatively, your Application will not be accepted.

- (b) if paying via BPAY®:
 - (i) Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY® by the date and time mentioned above;
 - (ii) you must follow the instructions for BPAY® set out in the Entitlement & Acceptance Form;
 - (iii) you do not need to return the Entitlement & Acceptance Form but are taken to make each of the statements and representations on that form referred to in this Offer Document; and
 - (iv) if you subscribe for less than your Entitlement or do not pay for your full Entitlement, you are taken to have accepted your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

4.3 Top-Up Facility

As detailed in section 2.9, Eligible Shareholders (other than Directors and related parties of the Company) may, in addition to taking up their Entitlements in full, apply for Additional Shares in excess of their Entitlements.

If you wish to subscribe for Additional Shares in addition to your Entitlement, then you should nominate the maximum number of Additional Shares you wish to subscribe for on the Entitlement & Acceptance Form and make payment for your full Entitlement plus the Additional Shares (also at the Issue Price of \$0.07 for each Additional Share).

If your payment is being made by BPAY® and is in excess of the payment required for your Entitlement:

- (a) you do not need to submit the personalised Entitlement & Acceptance Form but are taken to make each of the statements and representations on that form referred to in this Offer Document; and
- (b) you are taken to have accepted your Entitlement in full and to have applied for such number of Additional Shares which is covered in full by your Application Monies.

Eligible Shareholders who apply for Additional Shares may be allocated a lesser number of Additional Shares than applied for, or may be allocated no Additional Shares at all, in which case excess Application Monies will be refunded without interest.

4.4 Entitlements not taken up

If you do not wish to accept any of your Entitlement, you are not required to do anything. The number of Shares you currently hold and your rights attaching to those Shares (such as voting rights) will not be affected should you choose not to accept any part of your Entitlement. If you do not participate in the Offer your percentage holding in the Company will be reduced.

4.5 Entitlement & Acceptance Form is binding

A completed and lodged Entitlement & Acceptance Form (or payment by BPAY®) constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Offer Document and, once lodged, cannot be withdrawn. If the Entitlement & Acceptance Form is not completed correctly, it may still be treated as a valid Application for New Shares. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement & Acceptance Form is final.

4.6 Representations you will be taken to have made by accepting the Offer

By completing and returning your Entitlement & Acceptance Form or making a payment by BPAY®, you will be deemed to have:

- (a) fully read and understood this Offer Document and the Entitlement & Acceptance Form in their entirety;
- (b) agreed to be bound by the terms of the Offer, the provisions of this Offer Document and the Company's Constitution;
- (c) declared that you are over 18 years of age and have the legal capacity and power to perform all your rights and obligations under the Offer and your Entitlement & Acceptance Form;
- (d) authorised the Company to register you as the holder of the New Shares (and if applicable, the Additional Shares);
- (e) acknowledged that once the Company receives your Entitlement & Acceptance Form or any payment of Application Monies via BPAY®, you may not withdraw your Application or funds provided except as allowed by law;
- (f) confirmed that you have a registered address in Australia or New Zealand as at the Record Date;
- (g) confirmed that you were the registered holder at the Record Date of the Shares indicated in the Entitlement & Acceptance Form as being held by you on the Record Date;
- (h) agreed to apply for and be issued up to the number of New Shares (and if applicable, any Additional Shares) specified in the Entitlement & Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY®, at the Issue Price per New Share;
- (i) authorised the Company, the Share Registry and their respective officers, employees or agents to carry out on your behalf all necessary actions for the New Shares to be issued to you;
- (j) understood and acknowledged that the information contained in this Offer Document and your Entitlement & Acceptance Form is not investment advice nor a recommendation that the New Shares are suitable for you given your investment objectives, financial situation or circumstances;
- (k) acknowledged that this Offer Document is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the

Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to the ASX;

- (l) acknowledged that investment in the Company is subject to the risk factors outlined in section 5.3 of this Offer Document;
- (m) acknowledged that the Company or its related bodies corporate, affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers do not guarantee the performance of the Company or the Share price, nor do they guarantee the repayment of capital;
- (n) authorised the Company to correct any errors in your Entitlement & Acceptance Form or any other document provided to you;
- (o) agreed to provide any requested substantiation of your eligibility to participate in the Offer and your holding of Shares on the Record Date; and
- (p) represented and warranted that:
 - (i) you are not in the United States and are not acting for the account or benefit of a person in the United States;
 - (ii) the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws; and
 - (iii) you have not and will not send any materials relating to the Offer to any person in the United States or a person acting for the account or benefit of a person in the United States.

4.7 Privacy Act

If you complete an Application for New Shares (or make payment via BPAY®), you will be providing personal information to the Company (directly or by the Company's Share Registry). The Company collects, holds and uses that information to assess your Application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

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

You can access, correct and update the personal information that we hold about you. Please contact the Company or its Share Registry if you wish to do so at the relevant contact numbers set out in this Offer Document.

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. You should note that if you do not provide the information required on the Application for New Shares, the Company may not be able to accept or process your Application.

4.8 Brokerage

No brokerage is payable by Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for an Entitlement.

4.9 Queries concerning your Entitlement

If you have any queries concerning your Entitlement please contact the Company's Share registry on +61 1300 554 474 (within and outside Australia).

5. Additional information regarding the Offer

5.1 Reliance on Offer Document

The Offer is made pursuant to section 708AA of the Corporations Act without the issue of a prospectus or disclosure document under Chapter 6D of the Corporations Act. These provisions of the Corporations Act allow rights issues and related issues to be made by providing certain confirmations to the market on the basis that all information that investors and their professional advisers would reasonably require to make an informed investment decision in relation to the Offer, when read with this Offer Document, is publicly available.

This Offer Document is not a prospectus, disclosure document or other offering document under the Corporations Act (or any other Australian or foreign law) and has not been lodged with ASIC.

For the Company to rely on the disclosure exemption in section 708AA of the Corporations Act, the Company is required to lodge a "cleansing notice" under section 708AA(2)(f) of the Corporations Act. That notice is required to:

- (a) set out any information that has been excluded from a continuous disclosure notice in accordance with the Listing Rules and that investors and their professional advisers would reasonably require, and would reasonably expect to find in a disclosure document, for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (ii) the rights and liabilities attaching to the New Shares; and
- (b) state the potential effect of the issue of the New Shares on the control of the Company and the consequences of that effect.

The Company has lodged a cleansing notice in respect of the Offer with ASX on Wednesday, 12 December 2018.

5.2 Announcements

The Company is a disclosing entity for the purposes of the Corporations Act and is therefore subject to regular reporting and disclosure obligations under the Corporations Act and Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the market. In particular, the Company has an obligation (subject to certain limited exceptions) to notify ASX once it is, or becomes, aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Company's securities.

Eligible Shareholders intending to participate in the Offer should refer to the announcements made by the Company to the ASX. This information is available from the ASX website, www.asx.com.au (ASX Code: SWF), and the Company's website, www.selfwealth.com.au.

Additionally, the Company is also required to prepare and lodge with ASX yearly and half yearly financial statements accompanied by a directors' statement and report and an audit review or report. These reports are released to ASX and published on the Company's and ASX's websites.

Copies of the Company's announcements and yearly and half yearly financial reports will also be available from the Company Secretary.

5.3 Risks

Shareholders should consider the investment in the context of their individual risk profile for speculative investments, investment objectives and individual financial circumstances. Each Shareholder should consult their own stockbroker, solicitor, accountant or other professional adviser before deciding whether or not to invest in the New Shares.

An investment in New Shares should be regarded as very speculative and involves many risks. The New Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed and Shareholders should have regard to those risk factors that may be relevant to their own personal circumstances before deciding to invest in New Shares pursuant to this Offer Document.

(a) No guarantee of fundraising

There is no guarantee of the amount which may be raised by the Company from Shareholders under the Offer or the Top-Up Facility.

(b) Business / operating risks

Without limiting the above, some risks particular to the SelfWealth's business include:

- (i) **Failure to retain existing customers and attract new customers** - The Company's success depends on its ability to continue to retain its current customer base, organically grow the service requirements of those existing customers and attract new customers. Failure to retain existing customers or attract new customers would materially impact the Company's ability to generate revenue which will have an adverse effect on the Company's operating and financial performance.
- (ii) **Reliance on key personnel** – The Company operates with a small management team and the loss of key management personnel could cause a material disruption and adversely affect the Company including the achievement of its product and service development.
- (iii) **Disruption of business operations** - The Company and its customers are exposed to a large range of operational risks relating to both current and future operations. Such operational risks include occupational health & safety, industrial action or disputes and natural disasters. A disruption in the Company's operations or those of its customer may have an adverse impact on the Company's growth prospects, operating results and financial performance.
- (iv) **Regulatory risks** - The Company; its services and products are subject to various laws and regulations including but not limited to financial services law compliance; accounting standards and tax laws. Changes in these laws and regulations (including interpretation and enforcement) could adversely affect the Company's financial performance.

- (v) **Loss of Australian Financial Services License (AFSL)** - The Company is required to hold an appropriate AFSL to operate its business. If the Company loses, or has restrictions imposed on its AFSL, so as to prevent it from continuing its business operations, the Company will need to identify an alternate way to continue operating its business (e.g. become an authorised representative of an AFSL holder). A number of the Company's key third party providers are also required to hold an AFSL with appropriate authorisations to provide services to the Company. If any other relevant third party service provider loses, or has restrictions imposed on its AFSL, the Company will need to engage a suitably authorised alternate AFSL holder to carry out the required services. Any loss, impairment or restriction on the Company's or a third party provider's AFSL is likely to have an adverse material effect on revenue margins, profitability and the Company's ability to undertake its business operations.
- (vi) **Failure to gain market share and attract new clients** – The Company's success depends on its ability to grow its market share and attract new clients. If public acceptance or confidence in the Company is lost for any reason, this could negatively impact on the Company's ability to engage new clients and retain existing clients, which would adversely impact on its growth and profitability.
- (vii) **Loss and theft of data / failure to implement secure data controls** – The Company's business operations involve the storage of clients' confidential, personal and sensitive information. The Company's business could be materially disrupted by privacy / data breaches which may impact the security of the client's information / data. While the Company undertakes measures to prevent and detect the occurrence of such security breaches, there is a risk that such measures may not be adequate.
- (viii) **Failure or delays in a disaster recovery scenario** - The Company stores significant confidential data and there is no guarantee that in a disaster recovery scenario the Company will be able to recover that data and continue the provision of the Company's services in a timely manner. Where there is a failure or delay in a disaster recover scenario to recover data, the Company's reputation may be adversely affected and may expose the Company to damage claims from clients.
- (ix) **Reliance on key software / software development** – The Company's business model heavily depends on its ability to maintain functionality of its software and adapt it to changing needs and preferences, industry standards and any changes in regulatory requirements. Failure to maintain or continue to develop software effectively and in a timely manner may result in a loss of clients or inability to attract new clients which may have a material adverse effect on the Company's sales revenue and reputation. There is a significant risk of development and introduction of new competitive software by third parties which may result in the Company losing clients or not being able to attract new ones.
- (x) **Contractual and counterparty risks** - As a party to several contracts, the Company will have various contractual rights in the event of non-compliance. However, no assurance can be given that all contracts will be fully performed by all contracting parties and that the Company will be successful in securing compliance with the terms of each contract by the counterparties to its contracts. The Company's material contracts contain

early termination provisions on giving notice and/or paying a termination amount. The early termination of any material contract may mean that the Company will not realise the full value of the contract, which is likely to adversely impact the growth prospectus, operating results and financial performance of the Company.

- (xi) **Limited trading history** – The Company is a relatively new entrant in the financial services industry. It therefore faces the risks common to any new company, such as building depth and infrastructure, obtaining market penetration and securing strategic partners, increasing brand recognition and obtaining acceptance by the end consumers.
- (xii) **Product / service liability** – The Company's products and services may have errors or defects which could have a material adverse effect on the Company's business. Additionally, such errors or defects could expose the Company to liability claims or litigation, resulting in the removal of regulatory approval for certain products and services and/or monetary damages being awarded against the Company.
- (xiii) **Customer service risk** – The Company will need to ensure that it provides adequate training and resources to its customer services personnel to ensure staff can respond appropriately to product queries, requests or complaints. Poor customer service experiences may result in the loss of customers, adversely affecting the Company's growth prospects, operating results and financial performance.
- (xiv) **Litigation risk** – The Company is not currently involved in any material contractual disputes or litigation, arbitration or government prosecution matters. There is a risk that the Company may in the future have disputes with customers/suppliers or other third parties (including payment disputes) and this may have an adverse impact on the Company's operating results and financial performance.
- (xv) **Trade secrets** – The Company relies on its trade secrets, which include information relating to intellectual property. The protective measures that the Company employs may not provide adequate protection for its trade secrets. The Company cannot be certain that others will not independently develop the same or similar technologies on their own or gain access to trade secrets and disclose such technology. This could erode the Company's competitive advantage and materially harm its business.
- (xvi) **Infringement on third party IP** – If a third party accuses the Company of infringing its IP rights and/or commences litigation against the Company for infringement, the Company may incur significant costs in defending such action. Costs that the Company incurs in defending third party infringement actions would also include diversion of management and technical personnel time and attention. In addition, parties making claims against the Company may be able to obtain injunctive or other equitable relief that could prevent the Company from further developing discoveries or commercialising its products and services, subsequently causing delays in product and service introductions and loss of substantial resources while attempting to develop alternative products and services.

The information in this document does not constitute a recommendation to subscribe for New Shares and this document does not purport to contain all the information that you

may require to evaluate a potential Application for New Shares. You should make your assessment of what information is relevant to your decision to participate in the Offer.

If there was a shortfall in subscriptions for New Shares from shareholders (after all acceptances under the Top-Up Facility, the Company may not receive the entire amount sought under the Offer.

5.4 Taxation implications

Eligible Shareholders should be aware that there may be taxation implications associated with participating in the Offer. The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Document.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders. Shareholders should consult their professional tax adviser in connection with subscribing for New Shares under this Offer Document.

5.5 Governing law

This Offer Document and the contracts which arise on the acceptance of the personalised Entitlement & Acceptance Forms are governed by the laws applicable in Victoria, Australia. Each Eligible Shareholder submits to the non-exclusive jurisdiction of the courts of Victoria.

5.6 Enquiries concerning this Offer Document

Enquiries relating to this Offer Document should be directed to the Company's Share registry on +61 1300 554 474 (both within and outside Australia).

6. Defined terms

\$ or AUD means Australian dollar;

Additional Shares means New Shares applied for by an Eligible Shareholder under the Top-Up Facility that are in excess of the Eligible Shareholder's Entitlement;

Applicant refers to a person who submits an Entitlement & Acceptance Form or makes payment via BPAY®;

Application refers to the submission of an Entitlement & Acceptance Form or making payment via BPAY®;

Application Monies means monies payable by Applicants in respect of their Applications;

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context may require;

Board means the board of Directors;

Closing Date means the closing date of the Offer being 5.00 pm (AEDT) on 31 January 2019 (subject to the right of the Company to vary the date without notice);

Company means SelfWealth Limited ACN 154 324 428;

Directors means the directors of the Company;

Eligible Shareholder means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date whose registered address is in Australia or New Zealand;

Entitlement means the entitlement to subscribe for 1 New Share for every 6 Shares held by an Eligible Shareholder on the Record Date and as set out in the Entitlement & Acceptance Form and Entitlements has a corresponding meaning;

Entitlement & Acceptance Form means the Entitlement & Acceptance Form accompanying this document;

Ineligible Foreign Shareholder means a Shareholder, at the Record Date whose registered address is not situated in Australia or New Zealand;

Issue Price means \$0.07 per New Share;

Listing Rules means the listing rules of the ASX;

New Shares means the Shares proposed to be issued pursuant to this Offer;

Offer means non-renounceable pro rata offer of New Shares on the basis of 1 New Share for every 6 Shares held on the Record Date at the Issue Price pursuant to this Offer Document;

Offer Document means this document;

Opening Date means the opening date of the Offer being 20 December 2018 (subject to the right of the Company to vary the date without notice);

Record Date means 7.00 pm (AEDT) on 17 December 2018;

Related Bodies Corporate has the meaning as provided in the *Corporations Act 2001*;

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

Shareholder means a holder of Shares;

Share Registry means Link Market Services;

Shortfall means any Additional Shares not taken up by Eligible Shareholders under the Top-Up Facility;

Top-Up Facility means the mechanism by which Eligible Shareholders can apply for Additional Shares.

7. Corporate directory

7.1 Directors

- (a) Tony Lally (Non-Executive Chairman)
- (b) Andrew Ward (Managing Director)
- (c) John Gaffney
- (d) Tony O'Shaughnessy

7.2 Company Secretary

Phillip Hains

7.3 Registered office

Level 2, 613 Canterbury Road
Surrey Hills, VIC 3127

7.4 Website

www.selfwealth.com.au

7.5 Share Registry

Link Market Services
Level 13, Tower 4
727 Collins Street
Melbourne, VIC 3000

Telephone: +61 1300 554 474 (investors within and outside Australia)

SRN/HIN:

Entitlement Number:

**Number of Eligible Shares held as
at the Record Date, 7:00pm (AEDT)
on Monday, 17 December 2018:**

**Entitlement to New Shares
(on a 1 New Share for 6 basis):**

**Amount payable on full acceptance
at A\$0.07 per Share:**

**Offer Closes
5:00pm (AEDT): Thursday, 31 January 2019**

ENTITLEMENT AND ACCEPTANCE FORM

As an Eligible Shareholder you are entitled to acquire 1 New Share for every 6 Existing Shares that you hold on the Record Date, at an Offer Price of A\$0.07 per New Share. You may also apply for New Shares in excess of your Entitlement, at the Offer Price. This is an important document and requires your immediate attention. If you do not understand it or you are in doubt as how to deal with it, you should contact your accountant, stockbroker, solicitor or other professional adviser.

IMPORTANT: The Offer is being made under the Offer Document dated 20 December 2018. The Offer Document contains information about investing in the New Shares. Before applying for New Shares, you should carefully read the Offer Document. This Entitlement and Acceptance Form should be read in conjunction with the Offer Document.

If you do not have a paper copy of the Offer Document, you can obtain a paper copy at no charge, by calling the Selfwealth Limited Offer Information Line on 1300 554 474 (within Australia) or +61 1300 554 474 (from outside Australia).

PAYMENT OPTIONS

If you wish to take up all or part of your Entitlement (as shown above), or take up all of your Entitlement and apply for additional New Shares, you have two payment options detailed below.

OPTION 1: PAYING BY BPAY®

If paying by BPAY®, refer to the instructions overleaf. **You do NOT need to return the acceptance slip below if you elect to make payment by BPAY®.** Payment must be received via BPAY® before 5:00pm (AEDT) on Thursday, 31 January 2019. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry in time. By paying by BPAY® you will be deemed to have completed an Application Form for the number of Shares subject of your application payment.

OPTION 2: PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

If paying by cheque, bank draft or money order, complete and return the acceptance slip below with your Application Monies. No signature is required on the acceptance slip. The acceptance slip with your Application Monies must be received by the Registry before 5:00pm (AEDT) on Thursday, 31 January 2019.



Biller Code: [XXXXXX]
Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au
® Registered to BPAY Pty Ltd ABN 69 079 137 518

See overleaf for details and further instructions on how to complete and lodge this Entitlement and Acceptance Form.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.

Please detach and enclose with payment



SRN/HIN:

Entitlement Number:

A Number of New Shares accepted (being not more than your Entitlement shown above)	B Number of additional New Shares	C Total number of New Shares accepted (add Boxes A and B)
<input type="text"/>	<input type="text"/>	<input type="text"/>
	+	=
<input type="text"/>		<input type="text"/>

D PLEASE INSERT CHEQUE, BANK DRAFT OR MONEY ORDER DETAILS – Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to “Selfwealth Limited” and crossed “Not Negotiable”.

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/>

E CONTACT DETAILS – Telephone Number	Telephone Number – After Hours	Contact Name
<input type="text"/>	<input type="text"/>	<input type="text"/>

SELFWEALTH LIMITED

The Entitlement Offer to which this Entitlement and Acceptance Form relates is not being made to investors located or resident outside of Australia and New Zealand. In particular the Entitlement Offer is not being made to any person in the U.S. or to a U.S. person. The Offer Document and Entitlement and Acceptance Form do not constitute an offer or invitation to acquire Shares in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

ACCEPTANCE OF ENTITLEMENT OFFER

By either returning the Entitlement and Acceptance Form with payment to the Registry, or making payment received by BPAY®:

- you represent and warrant that you have read and understood the Offer Document and that you acknowledge the matters, and make the warranties and representations;
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the Constitution of Selfwealth Limited.

HOW TO APPLY FOR NEW SHARES

1. IF PAYING BY BPAY® (AVAILABLE TO SHAREHOLDERS WITH AN AUSTRALIAN BANK ACCOUNT ONLY)

If you elect to make payment using BPAY® you must contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. For more information on paying by BPAY®: www.bpay.com.au

Work out the total amount payable by you. To calculate the total amount, multiply the number of New Shares you wish to apply for by A\$0.07.

Refer overleaf for the Biller Code and Reference Number. The Reference Number is used to identify your holding. If you have multiple holdings you will have multiple Reference Numbers. You must use the Reference Number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

2. IF PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

Complete all relevant sections of the Entitlement and Acceptance Form USING BLOCK LETTERS. These instructions are cross referenced to each section of the Entitlement and Acceptance Form.

A. Acceptance of New Shares

Enter into section A the number of New Shares you wish to apply for. The number of New Shares must be equal to or less than your Entitlement, which is set out overleaf.

B. Application for Additional New Shares

You can apply for more New Shares than your Entitlement. Please enter the number of **additional** New Shares above your Entitlement for which you wish to apply into Box B. Your Application for additional New Shares may not be successful (wholly or partially). The decision of Selfwealth Limited on the number of New Shares to be allocated to you will be final. No interest will be paid on any Application Monies received or returned.

C. Total Number of New Shares Subscribed for

To calculate total number of New Shares subscribed for, add Box A and Box B and enter this in Box C.

D. Cheque, bank draft or money order details

Enter your cheque, bank draft or money order details in section D. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Selfwealth Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque or money order for the incorrect amount, Selfwealth Limited may treat you as applying for as many New Shares and Additional New Shares as your cheque, bank draft or money order will pay for.

E. Contact details

Enter your contact telephone number where we may contact you regarding your acceptance of New Shares, if necessary.

3. HOW TO LODGE YOUR ENTITLEMENT AND ACCEPTANCE FORM

A reply paid envelope is enclosed for your use. No postage stamp is required if it is posted in Australia. Alternatively, if you have lost the reply paid envelope, or you have obtained the Offer Document electronically, your completed Entitlement and Acceptance Form with the payment for New Shares may be mailed to the postal address, or delivered by hand to the delivery address, set out below. **If paying by BPAY® you do not need to complete or return the Entitlement and Acceptance Form.** You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Selfwealth Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Hand Delivery

Selfwealth Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and application payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (AEDT) on Thursday, 31 January 2019. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Selfwealth Limited reserves the right not to process any Acceptance Slips and cheques received after the Closing Date.

If you require further information on how to complete this Entitlement and Acceptance Form, please contact the Selfwealth Limited Offer Information Line on 1300 554 474 (within Australia) or +61 1300 554 474 (from outside Australia) between 8:30am and 5:30pm (AEDT) Monday to Friday.