

Fortifai Limited  
ACN 627 145 260

# Prospectus

## **Offer**

For an offer of 100,000 Shares at an issue price of \$0.011 per Share to remove trading restrictions on Shares issued without disclosure under Part 6D of the Corporations Act on or before the Closing Date (**Offer**).

## **Important**

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. This is an important document that should be read in its entirety. Please read the instructions in this Prospectus and the Application Form regarding applying under the Offer. Investors who do not understand this document should consult their stockbroker, lawyer, accountant or other professional adviser before deciding to apply for Shares under the Offer. The Shares offered under this Prospectus should be considered highly speculative.

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## Important information

### General

This Prospectus is issued by Fortifai Limited ACN 627 145 260 (**Company**).

The Prospectus is dated 26 June 2025 and a copy of this Prospectus was lodged with ASIC on that date. Neither ASIC nor ASX take responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates.

This Prospectus is a transaction specific prospectus for offers of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act.

No securities will be issued pursuant to this Prospectus later than 13 months after the date of this Prospectus.

Persons wishing to apply for Shares pursuant to the Offer must do so using the Application Form attached to or accompanying this Prospectus. Before applying for Shares pursuant to the Offer, investors should carefully read this Prospectus so that they can make an informed assessment of the rights and liabilities attaching to the Shares, the assets and liabilities of the Company, its financial position and performance, profits and losses, and prospects.

Any investment in the Company should be considered highly speculative. Investors who do not understand this document should consult their stockbroker, lawyer, accountant or other professional adviser before deciding to apply for Shares under the Offer.

No person is authorised to give any information or to make any representation in relation to the Offer which is not contained in this Prospectus. Any such information or representations may not be relied upon as having been authorised by the Directors.

### Risk factors

Before deciding to invest in the Company, investors should read the entire Prospectus and in particular, in considering the prospects of the Company, investors should consider the risk factors that could affect the financial performance and assets of the Company. Investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues). The Shares offered by this Prospectus should be considered highly speculative. Refer to Section 3 details certain risk factors which are considered to be relevant for the purposes of the Offer.

### Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website at [www.asx.com.au](http://www.asx.com.au)). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offer. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Investors should therefore have regard to the other publicly available

### Prospectus availability

ASIC has confirmed that the Corporations Act allows distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

A copy of this Prospectus can be downloaded from the Company's website at <https://www.fortifai.com.ai>. There is no facility for online applications. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

### Financial amounts

All references in this Prospectus to "\$", "A\$", "AUD", "dollars" or "cents" are references to Australian currency unless otherwise stated.

Any discrepancies between the totals and sums of components in tables contained in this Prospectus are due to rounding.

### Definitions and time

A number of terms and abbreviations used in this Prospectus have defined meanings which are set out in Section 6.

All references to time relate to the time in Adelaide, South Australia unless otherwise stated or implied.

### Governing law

This Prospectus and the contracts that arise from the acceptance of the applications under this Prospectus are governed by the law applicable in South Australia and each Applicant submits to the exclusive jurisdiction of the courts of South Australia.

information in relation to the Company before making a decision whether or not to invest in Shares or the Company.

## Corporate directory

### Directors

Shannon Robinson  
Non-Executive Chair

Duncan Gordon  
Non-Executive Director

Andrew Cole  
Non-Executive Director

### Company Secretary

Katelyn Adams

### Registered office

HLB Mann Judd  
Level 1, 169 Fullarton Road  
Dulwich SA 5065

### Website

<https://www.fortifai.com.ai>

### ASX code

MKL

(to change to FTI following implementation of the Consolidation)

### Share Registry\*

Computershare Investor Services Pty Ltd  
Level 5, 115 Grenfell Street  
Adelaide SA 5000

### Auditor\*

Grant Thornton  
Level 3, 170 Frome Street  
Adelaide SA 5001

### Legal adviser

Edwards Mac Scovell  
Level 1, 8 St Georges Terrace  
Perth WA 6000

*\* This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.*

## Timetable

The indicative timetable for the Offer is as follows:

Key events	Date
Lodgement of a copy of this Prospectus with ASIC and ASX	26 June 2025
Opening Date	26 June 2025
Closing Date	5:00pm (Adelaide time) on 30 June 2025

**Note:** The above timetable is indicative only. The Company reserves the right, subject to the Corporations Act, the Listing Rules and other applicable laws, to vary the dates, including by extending the Closing Date, closing the Offer early or accepting late acceptances, either generally or in particular cases, without notice.

## **1. Details of the Offer**

### **1.1 Offer**

Under the Offer, the Company is offering 100,000 Shares at an issue price of \$0.011 per Share.

The Offer is open to persons by invitation from the Company only.

Details specific to the Offer are set out in Section 1.3.

### **1.2 Purpose**

The purpose of the Offer is not to raise funds. Instead, its purpose is to remove trading restrictions on Shares issued without disclosure under Part 6D of the Corporations Act on or before the Closing Date.

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to offer those securities for sale within 12 months of their issue.

Relevantly, section 708A(11)(b) provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities of the company that are already quoted on the ASX;
- (b) a prospectus is lodged with ASIC either:
  - (i) on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
  - (ii) before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

### **1.3 Details**

#### **(a) Minimum subscription**

The Offer has no minimum subscription.

#### **(b) Oversubscriptions**

No oversubscriptions will be accepted by the Company.

#### **(c) Shares**

The Shares offered under the Offer are of the same class and will rank equally in all respects with existing Shares on issue. A summary of the rights and liabilities attaching to the Shares is set out in Section 4.3.

#### **(d) Offer period**

The Offer will open on the Opening Date and close on the Closing Date, subject to the Company reserving the right to extend the Closing Date or close the Offer early without notice, subject to the Corporations Act, the Listing Rules and other applicable laws.

(e) **Applications**

An application under the Offer must only be made by investors at the invitation of the Company and using the Application Form accompanying this Prospectus.

The Application Form and payment in full for the Shares applied for must be completed in accordance with the instructions on the Application Form, including being returned no later than the Closing Date.

The return of an Application Form will be taken by the Company to constitute a representation by the Applicant of the matters in Section 1.5.

(f) **Capital raising fees**

No capital raising fees will be paid in relation to applications made under the Offer.

(g) **ASX quotation**

The Company will apply to ASX within 7 days after the date of this Prospectus for quotation of the Shares offered under this Prospectus. If approval for quotation of the Shares is not granted within 3 months after the date of this Prospectus, the Company will not issue any Shares and will repay all Application Monies without interest as soon as practicable.

(h) **Application Monies**

All Application Monies for Shares to be issued pursuant to the Offer will be held in trust on behalf of applicants until the Shares are issued or, if the Shares are not issued, until the Application Monies are returned to Applicants. All interest earned on Application Monies (including those which do not result in the issue of Shares) will be retained by the Company.

#### **1.4 Applicants outside Australia**

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or to extend such an invitation. No action has been taken to register this Prospectus or otherwise to permit an offering of securities in any jurisdiction outside Australia. It is the responsibility of non-Australian resident investors to obtain all necessary approvals and comply with all relevant laws and regulations for the issue to them of securities offered pursuant to this Prospectus. Return of an Application Form will constitute a representation and warranty that there has been no breach of such laws and regulations.

#### **1.5 Representations**

The return of an Application Form will be taken by the Company to constitute a representation by the Applicant that it (as applicable):

- (a) has received a complete and unaltered printed or electronic copy of this Prospectus accompanying the form and has read it in full;
- (b) agrees to be bound by the terms of this Prospectus and the Constitution;
- (c) has obtained all necessary approvals and complied with all relevant laws and regulations for the purposes of Section 1.4 (to the extent that they are applicable) and confirms its eligibility in respect of the offer of Shares under the Offer;
- (d) declares that all details and statements in the Application Form are complete and accurate;



- (e) declares that it is over 18 years of age and has full legal capacity and power to perform all of its rights and obligations under the Application Form;
- (f) acknowledges that once the Application Form is returned and payment of the corresponding Application Monies is made this constitutes a binding and irrevocable offer to subscribe for the number of Shares specified in the Application Form;
- (g) agrees to being issued the number of new Shares that it applies for (or such other number issued in accordance with this Prospectus);
- (h) authorises the Company to register it as the holder(s) of the Shares issued to it under the Offer;
- (i) acknowledges that the information contained in this Prospectus is not investment advice or a recommendation that the Shares are suitable for it, given its investment objectives, financial situation or particular needs; and
- (j) authorises the Company and its officers or agents to do anything on its behalf necessary for the new Shares to be issued to it, including correcting any errors in its Application Form or other form provided by it and acting on instructions received by the Share Registry using the contact details in the Application Form.

## **1.6 Issues of Shares**

Any issue of Shares under this Prospectus will occur as soon as practicable following the Closing Date. The Directors will determine the recipients of all the Shares. The Directors reserve the right to reject any application or to allocate any Applicant fewer Shares than the number applied for.

## **1.7 CHESS and issuer sponsorship**

The Company operates an electronic CHESS sub-register and an electronic issuer sponsored sub-register. These two sub-registers make up the Company's register of Shares.

The Company will not issue certificates to security holders. Rather, holding statements (similar to bank statements) will be dispatched to security holders as soon as practicable after allotment. Holding statements will be sent either by CHESS (for security holders who elect to hold Shares on the CHESS sub-register) or by the Company's Share Registry (for security holders who elect to hold their Shares on the issuer sponsored sub-register). The statements will set out the number of Shares allotted under this Prospectus and the Holder Identification Number (for security holders who elect to hold Shares on the CHESS sub register) or Shareholder Reference Number (for security holders who elect to hold their shares on the issuer sponsored sub-register). Updated holding statements will also be sent to each security holder following the month in which the balance of their security holding changes, and also as required by the Listing Rules and the Corporations Act.

It is the responsibility of Applicants to determine their allocation prior to trading in the Shares. Applicants who sell their Shares before they receive their holding statement will do so at their own risk.

## **1.8 Privacy disclosure**

Persons who apply for Shares pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for securities, to provide facilities and services to Shareholders, and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for securities will not be processed. In accordance with privacy laws,

information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company or the Share Registry.

## **1.9 Taxation**

It is the responsibility of all investors to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer, by consulting their own professional tax advisers. Neither the Company nor the Directors accept any liability or responsibility in respect of the taxation consequences of the matters referred to in this Prospectus.

## 2. Effect of the Offer

### 2.1 Capital structure

The effect of the Offer on the capital structure of the Company is set out below.

Security	Number
Shares on issue as at the date of this Prospectus <sup>1</sup>	516,346,395
Shares offered under the Offer <sup>2</sup>	100,000
Shares proposed to be issued prior to the Closing Date <sup>3</sup>	217,090,909
<b>Total Shares on issue on completion of the Offer<sup>4, 5</sup></b>	<b>733,537,304</b>
Options on issue as at the date of this Prospectus (unquoted) <sup>6</sup>	43,091,230
Options offered under the Offer	Nil
Options proposed to be issued prior to the Closing Date <sup>7</sup>	250,000,000
<b>Total Options on issue on completion of the Offer<sup>5</sup></b>	<b>293,091,230</b>

**Notes:**

- 1,666,667 Shares remain subject to voluntary escrow until 21 August 2025.
- These Shares are being offered for the purpose set out in Section 1.2.
- As announced on 24 June 2025, the Company has received firm commitments to raise \$2,300,000 (before costs) through the issue of 209,090,909 Shares at an issue price of 1.1 cents per Share. The issue of these shares is expected to occur on 27 June 2025. In addition, the Company has agreed to issue a further 8,000,000 Shares to joint lead managers in part satisfaction of fees for services provided by them in relation to the capital raising.
- As announced on 22 May 2025, the Company intends to seek shareholder approval for the issue of a total of 6,600,000 Shares at \$0.005 each to Directors, Ms Robinson (4,000,000) and Mr Cole (2,600,000) (or their nominees) in part consideration for their respective director fees for the first year of appointment.
- On 20 June 2025, Shareholders approved a consolidation of its securities on the basis that every 5 Share consolidate into 1 Share and Options be adjusted in accordance with the Listing Rules (**Consolidation**). The effective date of the Consolidation is 11 July 2025 and the record date 16 July 2025. The total Shares on issue on completion of the Offer (assuming full subscription) on a post-Consolidation basis is approximately 146,707,461 (which remains subject to the effects of rounding of individual holdings following the Consolidation and assumes no other Shares are issued including from the exercise of Options).
- These Options comprise:

Code	Expiry Date	Quantity (pre-Consolidation)	Exercise Price (pre-Consolidation)	Quantity (post-Consolidation)*	Exercise Price (post-Consolidation)
MKLAM	19 August 2025	15,000,000	\$0.06	3,000,000	\$0.30
MKLAE	19 November 2025	683,608	\$2.25	136,722	\$11.25
MKLAG	19 November 2025	148,984	\$2.25	29,797	\$11.25
MKLAH	19 December 2025	800,001	\$0.525	160,001	\$2.625
MKLAJ	31 December 2025	480,001	\$0.60	96,001	\$3.00
MKLAF	16 February 2026	311,968	\$2.25	62,394	\$11.25
MKLAK	14 June 2029	1,000,001	\$0.225	200,001	\$1.125

MKLAL	14 June 2029	1,333,334	\$0.09	266,667	\$0.45
MKLAN	19 August 2029	23,333,333	\$0.09	4,666,667	\$0.45

*\* Subject to rounding of individual holdings following the implementation of the Consolidation*

7. As approved by Shareholders at the general meeting held on 20 June 2025, the Company proposes to issue a total of 250,000,000 Options each with an exercise price of \$0.01 and an expiry date of 5 years after the date of issue (refer to Resolutions 2 and 3 of the notice of meeting issued for that meeting). It is intended that these Options will be issued on 27 June 2025. On a post-Consolidation basis this would equal 50,000,000 Options each with an exercise price of \$0.05 and an expiry date of 27 June 2032.

## **2.2 Control**

The Offer is not anticipated to have a material impact on control (as defined by section 50AA of the Corporations Act) of the Company. No new investor or existing Shareholder will have voting power greater than 20% as a result of the completion of the Offer.

## **2.3 Cash reserves**

After paying expenses of the Offer of approximately \$19,000 (exclusive of GST), there will be no net proceeds from the Offer. The expenses of the Offer (exceeding \$1,100) will be met from the Company's existing cash reserves. The effect of the Offer on the Company's financial position will be a net decrease in cash held of approximately \$17,900 (exclusive of GST).

### **3. Risk factors**

Activities in the Company and its controlled entities, as in any business, are subject to risks, which may impact on the Company's future performance. The Company and its controlled entities have implemented appropriate strategies, actions, systems and safeguards against known risks, however, some are outside its control.

The Directors consider that the matters summarised in this Section, which is not exhaustive, represent some of the major risk factors which investors need to be aware of in evaluating the Company's business and risks associated with an investment in the Company. Investors should carefully consider the following factors in addition to the other information presented in this Prospectus.

#### **3.1 Company Specific Risks**

**(a) History of operating losses**

The Company has a history of operating losses and there is no guarantee that its future activities (including new game releases) will be commercially successful. There is also a risk that the Company's historical investment in game and original IP development will not be recovered from future earnings.

**(b) Access to capital**

The Company's business is a capital-intensive undertaking that requires the Company to expend significant resources over a substantial period of time, often before any investment is fully recouped. Therefore, the Company's ability to fund such projects, and raise additional capital as and when required, is critical to the Company's success.

The Company's ability to raise additional funds may be affected by factors beyond the control of the Company. Any failure to raise sufficient capital at appropriate times could have a material adverse effect on the Company's financial position and prospects.

The Company may seek to raise further funds through equity or debt financing, joint ventures, or other means. Failure to obtain sufficient financing for the Company's activities may result in delay and indefinite postponement of their activities and the proposed business development strategy. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing may not be favourable to the Company and might involve substantial dilution to Shareholders.

**(c) Project cost overruns and delay**

Game development, from idea generation to product release, is a lengthy and complex undertaking that is susceptible to delays and cost overruns. Some of these delays and cost overruns may be outside the control of the Company and may be driven by factors such as changing consumer preferences (necessitating a change to the design of the game), technical issues (requiring the attention of highly skilled technical staff) or partner-related issues (e.g., delays in the release of the partner's media or IP underpinning the game).

Project cost overruns and delays are likely to have an adverse effect on the Company's cash flow, margins and overall financial performance.

Under "work for hire" projects, project delays or missing delivery milestones can result in cost overruns or the work for hire contract being terminated. If the work for hire contract is terminated, the Company is no longer entitled to future milestone payments under that contract and applicable development costs may not be fully recouped.

Under co-development and original IP projects, the Company will carry the cost of development while there is a project delay, as the Company does not typically start to earn any substantial revenue from these projects until the game is launched in market.

(d) **Recruitment and retention of talent**

In order to effectively operate its business, execute its growth strategy and remain competitive, the Company must identify, recruit and retain suitably qualified and experienced personnel.

The departure of skilled technical staff and key management, or the inability to attract new, suitably qualified and experienced employees, may adversely affect the Company's ability to service its existing contracts, produce market leading games and to remain competitive with other top tier developers, preventing the Company from meeting key objectives and achieving the desired growth.

(e) **Reliance on third parties**

The Company relies on third-party distribution channels (such as the virtual App stores operated by Google, Apple and Amazon) and third-party software vendors to operate its business. Any change to the business policies and practices of these third parties could have an adverse impact on the Company and its overall financial position and prospects.

Access to the digital distribution channels and third-party software on which the Company relies may be disrupted by events outside of the Company's control (such as server outages, computer viruses, downtime due to unforeseen maintenance, or interference by hackers). Such disruption could materially adversely affect the Company's ability to distribute its games, resulting in loss of revenue and an overall adverse impact on the Company's cash flow, margins and overall financial performance.

The Company cannot guarantee that it will always be permitted to distribute its mobile games through the virtual app stores operated by Apple, Google and Amazon. Any restriction on the Company's ability to distribute its mobile games through those platforms would have a material adverse effect on the Company and its overall financial position and prospects.

The Company cannot guarantee that third-party software vendors will continue to make their products available to the Company and its customers, or that such products will be offered at the same price or on the same terms. Any variation to the terms and conditions on which third-party software products are offered, or any withdrawal of those products from the market, or any limitation on their distribution, could have a material adverse effect on the Company and its overall financial position and prospects.

(f) **Competition**

The Company operates in the highly competitive global interactive games market, where technological innovation is essential to keep up with changing consumer preferences and the emergence of new or competing products, platforms and technologies.

Significant ongoing investment will be required to ensure that the Company has the ongoing capacity to develop high quality, market-leading games, including a commitment of resources across key inputs (infrastructure, design, engineering, and human capital). There is no assurance that the Company will have the necessary resources to maintain and develop its technology to the required standards to keep up with its competitors, or that the Company will have the capacity to identify and respond to market changes (including changing consumer preferences) within the required time. If the Company is not able to adapt in a timely manner to the evolving games market, then it is possible that its new games will not return the revenues expected or intended,

and that not all development expenditure on each game will be recovered. This could have a material adverse impact on the Company's overall financial position and prospects.

(g) **Growth strategy**

Execution of the Company's growth strategy will require progressive growth in the scope of the Company's operations, both in terms of people and project size. Such growth may place a burden on the Company's management, operations, financial resources and infrastructure. The Company's future success depends heavily on the ability of management to successfully manage such challenges and on the Company's ability to raise additional capital where required. There is no guarantee that the Company will successfully execute its growth strategy, or that the revenues generated from the execution of the growth strategy will be sufficient to meet the Company's expenses. Further, there is no guarantee that the Company's investment in this growth strategy will be recovered.

(h) **Protection of intellectual property rights**

While the Company takes all reasonable steps to protect its intellectual property rights, the Company cannot guarantee that all intellectual property rights are adequately or completely protected from misuse or infringement, or that the Company's ownership or exercise of those rights will be uncontested. If the Company was required to take legal action to protect any of its intellectual property rights, or to defend a third-party IP infringement claim against it, then this could have a material adverse impact on the Company's reputation, cash flow and overall financial performance, given the potentially substantial costs involved in pursuing such legal action and the impact on productivity this could have due to the diversion of resources and management attention.

(i) **Material contracts**

The Company's core development, licensing and publishing contracts tend to include indemnification provisions under which the Company agrees to indemnify the counterparty for losses suffered or incurred as a result of a various actions or claims including, without limitation, claims relating to IP infringement or violation by the Company of any third-party rights.

(j) **Bugs and errors**

Although the Company takes all reasonable steps to ensure that its games are free of bugs and errors, the Company cannot guarantee that all bugs and errors will be detected or be corrected once detected. The presence of a bug or error in a game could negatively impact the Company brand and reputation, potentially resulting in a loss of revenue and a general deterioration in the Company's financial position and prospects.

(k) **Security breach**

A security breach involving the Company's technology systems could cause significant disruption to the Company's operations or damage the Company's reputation and have a material adverse effect on the Company's cash flow, margins and overall financial performance.

Unauthorised copying of the Company's games could have an adverse effect on the Company's ability to generate revenues and maintain its reputation.

Although the Company has protections in place to mitigate security breaches and to protect data, these safeguards might not be successful, and complete protection from unauthorised copying of the Company's games (software piracy) and associated risks, or from the loss, theft or corruption of data, cannot be guaranteed.

(l) **Insurance**

Although the Company maintains insurance that it considers adequate, all material risks relevant or applicable to the Company and its business may not be covered, as the relevant insurance may not be available or may only be available on unfavourable terms. In addition, there is no assurance that the Company's insurance will be available in the future on reasonable terms or will provide adequate coverage against claims made. If the Company incurs uninsured losses or liabilities, this may have a material adverse impact on the financial position of the Company.

(m) **Foreign exchange movements**

A significant proportion of the Company's receivables are denominated in US dollars, while it has substantial payment obligations in Australian dollars.

This means that the Company is exposed to foreign exchange rate risk, primarily as against the US dollar. Adverse exchange rate movements could have a material adverse effect on the Company's cash flow, margins and overall financial performance. The Company will continue to monitor this risk, and implement measures where appropriate to mitigate this risk, however, the Company cannot guarantee this risk will be managed effectively as anticipated by the Company.

(n) **Acquisitions**

The Company may make acquisitions of, or significant investments in, companies, products, technologies and/or products that are complementary to the Company's business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies, such as the risks associated with integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving the sales and margins anticipated and retaining key staff. Failure to effectively manage these risks could have a material adverse effect on the Company and its overall financial position and prospects.

(o) **Litigation**

Other than as disclosed in this Prospectus, the Company is not aware of any material pending claims against the Company. However, there is always a risk that disputes may arise in future that could result in a material claim being made against the Company causing reputational harm and, potentially, loss of future revenue. Any litigation or dispute could be expensive to defend and/or resolve and could have a material adverse effect on the Company and its overall financial position and prospects.

(p) **Grant funding and assistance**

The Company has been the recipient of numerous Government and industry grants and assistance, some which required the Company to have met certain criteria to receive the funds, and some may have delays in payment from the Government.

If such criteria were found subsequently to not have been met, or if the Government or grant body adopts a different approach to interpreting the grant or assistance criteria, the Government or applicable grant body may have the power to require repayment of all or part of such grant funding or assistance.

If the Company was required to repay all or part of any grant or assistance funding, this could have a material adverse effect on the Company and its overall financial position and prospects.



As at the date of this document, the Company is not aware of any material non-compliance with the terms of any Government or industry grant or assistance.

### **3.2 Key Games Market Risks**

(a) **Market risk**

As the Company's operations are concentrated in the global games market, the Company is susceptible to risks affecting that market generally. Any deterioration in global games market conditions, including a decline in gamer numbers globally or regionally, could have a material adverse impact on the Company's cash flow, margins and overall financial performance. As a relatively small company in global terms, the Company has very limited capacity to influence such trends and global games market conditions are generally beyond the control of the Company and its management.

Furthermore, although the global market has experienced significant growth over the past decade, there is no guarantee that this trend will continue globally, or in the regions in which the Company operates and distributes games.

(b) **Change to regulatory environment**

Interactive game developers and publishers are subject to a number of consumer protection and data privacy and other laws and regulations in the countries in which they distribute games, including particularly games targeted at minors. Any changes to these laws and regulations in jurisdictions in which the Company operates or distributes products, or any change in their interpretation or application, or any breach of these laws and regulations by the Company, could have a material adverse effect on the Company and its overall financial position and prospects due to resulting fines and/or penalties, increased compliance costs and/or limitations on the Company's ability to carry out its operations in the manner previously conducted.

(c) **Reputational risk**

The Company relies on its reputation as a leading independent studio in the interactive games market to create future revenue-generating opportunities, develop partnerships for future projects and to attract and retain talent.

Negative publicity (whether true or untrue) and other factors beyond the reasonable control of the Company (such as the conduct of other industry participants) may cause reputational harm to the Company.

Any deterioration in the Company's reputation could have a material adverse effect on the Company's overall financial position and prospects.

### **3.3 General Risks**

(a) **Liquidity**

There is no guarantee that there will be an active market for trading in the Shares and it is possible that there may be relatively few parties interested in buying or selling Shares at any one time.

(b) **Shareholder dilution**

The Company may in future raise additional capital through the issue of Shares, which could cause a Shareholder's holding in the Company to be diluted.

(c) **Dividends**

The Board will determine from time to time, based on the Company's current financial position and capital and expenditure requirements and other relevant factors, whether to declare or pay a dividend. There is no guarantee that the Board will at any time declare or pay a dividend.

(d) **Changes to tax laws**

The tax laws applicable to the Company and its operations are subject to change in the future. Any changes to the current rate of company income tax may impact Shareholder returns or the availability of franking credits, and cash flow of the Company.

(e) **Accounting Standards**

The Australian Accounting Standards (AAS) are set by the AASB, which is independent of the Company and its Directors. Any changes to the AAS or to the interpretation of those standards may have a material impact on the reported financial performance and position of the Company.

(f) **Force-majeure events**

Events may occur that could impact upon the global or Australian economy, the operations of the Company and the price of Shares. Such events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease, pandemic or other natural or man-made events or occurrences that could have a material adverse effect on the Company's business and operations. The Company cannot and does not insure against all of these risks.

(a) **Economic and financial market risks**

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.

Further, share market conditions may affect the value of the Securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of Securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(b) **Trading price of Shares**

The Company's operating results, economic and financial prospects and other factors will affect the trading price of the Shares. In addition, the price of Shares is subject to varied and often unpredictable influences on the market for equities, including, but not

limited to, general economic conditions including the performance of the Australian dollar on world markets, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks and hedging or arbitrage trading activity that may develop involving the Shares.

In particular, the share prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-company specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

### **3.4 Speculative Investment**

The above list of risk factors ought not to be taken as an exhaustive list of the risks faced by the Company, or investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus. Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantees with respect to the payment of dividends, returns of capital or the market value of those Shares. If after reading this Prospectus you have any questions about this document, the Offer or any other matter, then you should consult your professional advisers.

## **4. Additional information**

### **4.1 Continuous disclosure**

As the Company is admitted to the official list of ASX, the Company is a “disclosing entity” for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

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

Investors are encouraged to check and monitor any further announcements made by the Company to ASX prior to securities being issued under the Offer. To do so, please refer to the Company’s ASX announcements platform via [www.asx.com.au](http://www.asx.com.au).

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a “transaction-specific” prospectus in respect of the Offer.

In general terms, a “transaction-specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of the issuing company.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the annual financial report of the Company for the financial year ended 30 June 2024;
  - (ii) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to above and before the lodgement of this Prospectus with ASIC; and
  - (iii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to above and before the lodgement of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules that investors or their professional advisers:

- (a) would reasonably require 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; and
  - (ii) the rights and liabilities attaching to the securities the subject of this Prospectus; and

(b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with ASX in respect of the Company since the Company lodged its annual financial report for the financial year ended 30 June 2024 on 27 September 2024.

Date	Title
24/06/2025	Update to ASX Code and Name Change Timing
24/06/2025	Proposed Issue of Securities – MKL
24/06/2025	Updates – Proposed Issue of Securities – MKL
24/06/2025	Firm Commitments Received for Additional Placement
23/06/2025	Trading Halt
20/06/2025	Change of Name and ASX Code
20/06/2025	EGM – Results of Meeting
16/06/2025	Application for quotation of securities - MKL
13/06/2025	Proposed issue of securities - MKL
13/06/2025	Proposed issue of securities - MKL
23/05/2025	Final Director's Interest Notice - CW MA
22/05/2025	Initial Director's Interest Notice - SR ASC
22/05/2025	Board Changes
21/05/2025	Update - Proposed issue of securities - MKL
21/05/2025	Consolidation/Split - MKL
21/05/2025	Notice of Extraordinary General Meeting/Proxy Form
13/05/2025	Application for quotation of securities - MKL
09/05/2025	Application for quotation of securities - MKL
06/05/2025	Application for quotation of securities - MKL
06/05/2025	Results of Entitlement Offer
02/05/2025	Change in substantial holding
02/05/2025	Sale of Shares by Imagination Entertainment
30/04/2025	Quarterly Activities/Appendix 4C Cash Flow Report
30/04/2025	Supplementary Prospectus
17/04/2025	Replacement Prospectus
15/04/2025	Letter to Ineligible Shareholders
15/04/2025	Letter to Eligible Shareholders
15/04/2025	Retail Entitlements Offer Open
14/04/2025	Application for quotation of securities - MKL
11/04/2025	Change in substantial holding
10/04/2025	Completion of Institutional Component of Entitlement Offer
08/04/2025	Proposed issue of securities - MKL
08/04/2025	Proposed issue of securities - MKL
08/04/2025	Prospectus
08/04/2025	Capital Raising to Strengthen Growth and Operations
08/04/2025	Trading Halt
08/04/2025	Pause in Trading
04/04/2025	Change in substantial holding
24/03/2025	Change in substantial holding
13/03/2025	Change in substantial holding
27/02/2025	Half Yearly Report and Accounts
18/02/2025	Cancel - Proposed issue of securities - MKL

Date	Title
17/02/2025	Completion of Review Process
13/02/2025	Change of Director's Interest Notice - DG
13/02/2025	Change of Director's Interest Notice - CW
12/02/2025	Repayment of Debt
04/02/2025	Change in substantial holding
03/02/2025	Review Process Commenced
31/01/2025	Quarterly Activities/Appendix 4C Cash Flow Report
28/01/2025	Receipt of R&D and DGTO Rebates
24/01/2025	Initial Director's Interest Notice - DG
24/01/2025	Final Director's Interest Notice - DB
22/01/2025	Proposed issue of securities - MKL
22/01/2025	Management and Board Changes
13/01/2025	Change in substantial holding
06/01/2025	Ceasing to be a substantial holder
03/01/2025	Change of Director's Interest Notice - CW
27/12/2024	Reinstatement to Official Quotation
27/12/2024	Update - Proposed issue of securities - MKL
27/12/2024	Debt Facility - Supplementary Disclosure
24/12/2024	Continuation of Suspension from Quotation - Correction
24/12/2024	Continuation of Suspension from Quotation
24/12/2024	Proposed issue of securities - MKL
24/12/2024	Business Update and Establishment of Debt Facility
18/12/2024	Extension of Voluntary Suspension
17/12/2024	Extension of Voluntary Suspension
16/12/2024	Extension of Voluntary Suspension
13/12/2024	Extension of Voluntary Suspension
09/12/2024	Extension of Voluntary Suspension
06/12/2024	Extension of Voluntary Suspension
04/12/2024	Extension of Voluntary Suspension
29/11/2024	Final Director's Interest Notice - IH
29/11/2024	Extension of Voluntary Suspension
27/11/2024	AGM - Results of Meeting
27/11/2024	AGM - Chair's Address
26/11/2024	AGM - Withdrawal of Resolution
25/11/2024	Final Director's Interest Notice - DY
22/11/2024	Board and Management Changes
22/11/2024	Extension of Voluntary Suspension
18/11/2024	Extension of Voluntary Suspension
12/11/2024	Extension of Voluntary Suspension
08/11/2024	Extension of Voluntary Suspension
06/11/2024	Suspension from Quotation
04/11/2024	Trading Halt
31/10/2024	Quarterly Activities/Appendix 4C Cash Flow Report
31/10/2024	2024 Corporate Governance Statement and Appendix 4G
31/10/2024	Annual Report to shareholders
28/10/2024	Notice of Annual General Meeting/Proxy Form
08/10/2024	Notice Required Under ASX Listing Rule 3.13.1
27/09/2024	Full Year Statutory Accounts

## 4.2 Market price of Shares

The highest and lowest closing prices of Shares on the ASX during the 3 months preceding the date of this Prospectus, and the closing price on the last trading day on which sales were recorded before the date of this Prospectus, are set out below.

	Price	Date
Highest	1.9 cents	13 June 2025
Lowest	0.45 cents	23 April 2025
Last	1.5 cents	25 June 2025

## 4.3 Rights and liabilities attaching to Shares

The rights attaching to Shares are described in the Constitution and, to the extent applicable, are regulated by the Corporations Act, the Listing Rules and general law. The following is a broad summary of certain rights attaching to Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders.

### (a) Reports and notices

Members are entitled to receive all notices, reports, accounts and other documents required to be sent to members under the Constitution, the Corporations Act and the Listing Rules.

### (b) General meetings

Each member is entitled to receive notice of, and to attend and vote at, general meetings of the Company.

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

Members may requisition meetings in accordance with the Corporations Act and the Constitution.

### (c) Voting

Subject to any rights or restrictions for the time being attached to any class or classes of shares at general meetings of members or classes of members:

- (i) each member entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a member or a proxy, attorney or representative of a member has one vote; and
- (iii) on a poll, every person present who is a member or a proxy, attorney or representative of a member shall, in respect of each fully paid share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares, shall have such number of votes being equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable in respect of those shares (excluding amounts credited).

### (d) Dividends

Subject to and in accordance with the Corporations Act, the Listing Rules, the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time decide to pay a dividend to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares. The Directors may rescind a decision to pay a dividend if they decide, before the payment date, that the Company's financial position no longer justifies the payment.

No dividend shall carry interest as against the Company.

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

No Shares with special dividend rights are currently on issue.

(e) **Winding up**

In a winding up, the liquidator may, with the sanction of a special resolution of the Company, divide among the members in kind the whole or any part of the property of the Company and may for that purpose set such value as the liquidator considers fair on any property to be so divided and may determine how the division is to be carried out as between the members or different classes of members.

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

(f) **Transfer of Shares**

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

(g) **Future increases in capital**

Subject to the Corporations Act, the Listing Rules and this Constitution, the Directors may at any time issue such number of shares (either as ordinary shares or shares of a named existing or new class or classes) or options over shares at the issue price that the Directors determine and with such rights or such restrictions as the Directors shall, in their absolute discretion, determine.

A Director or any person associated with a Director must not participate in an issue by the Company of an equity security unless the participation of the Director or the person associated with a director in the issue is permitted under the Listing Rules and the Corporations Act.

(h) **Variation of rights**

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



If at any time the share capital is divided into different classes of Shares, the rights attached to any class may be varied if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Shareholder liability**

As the Shares under the Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(j) **Alteration of capital**

Subject to, and in accordance with, the Corporations Act and the Listing Rules, the Company may alter its share capital by ordinary resolution.

The Company may buy back Shares subject to, and in accordance with, the Corporations Act and the Listing Rules.

(k) **Listing Rules**

The Constitution contains certain provisions required under the Listing Rules to ensure consistency with the Listing Rules, including that if there is any inconsistency between the provisions of the Constitution and the Listing Rules then the Constitution is deemed not to contain that provision to the extent of the inconsistency.

(l) **Alteration of the Constitution**

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting.

#### 4.4 **Director interests**

Other than as set out below or elsewhere in this Prospectus, no existing or proposed Director holds at the date of this Prospectus, or has held in the 2 years prior to the date of this Prospectus, an interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or in connection with the Offer; or
- (c) the Offer,

and no amount (whether in cash, Shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given, to an existing or proposed Director to induce them to become, or qualify as, a Director or for services in connection with the formation or promotion of the Company or the Offer.

(a) **Remuneration**

The remuneration (including applicable statutory superannuation) paid or to be paid to the Directors for the current financial year and paid to the Directors for the 2 financial years prior to the date of this Prospectus is set out below.

Director	Financial year ended 30 June 2023	Financial year ended 30 June 2024	Financial year ended 30 June 2025
Duncan Gordon <sup>1</sup>	Nil	Nil	\$6,667
Andrew Cole <sup>2</sup>	Nil	Nil	\$4,383

Shannon Robinson <sup>3</sup>	Nil	Nil	\$6,575
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**Notes:**

- 1 Duncan Gordon was appointed as a Director on 22 January 2025. It was determined at the time of his appointment that he not be paid any Director fees in light of his existing relationship with Cerberus Advisory, a firm which provides corporate advisory services to the Company and a firm of which Mr Gordon is the sole director and underlying controller. Effective 1 May 2025, Mr Gordon is paid non-executive director fees of \$40,000 per annum for his role as a Director and no further fees are being paid by the Company to Cerberus Advisory. The fees paid or payable by the Company to Cerberus Advisory for the period 22 January 2025 to 30 April 2025 were \$94,325.
- 2 Andrew Cole was appointed as a Director on 22 May 2025. Mr Cole is to be paid fees of \$40,000 per annum for his role as a Director. At the time of his appointment it was agreed to seek Shareholder approval for a portion of his fees in the first 12 months to be satisfied by the issue of Shares (2,600,000) at a deemed issue price of \$0.005 per Share. This Shareholder approval is expected to be sought at the Company's Annual General Meeting in November 2025. Mr Cole also provides financial services to the Company and is to be paid \$150,000 per annum for these services.
- 3 Shannon Robinson was appointed as a Director on 22 May 2025. Ms Robinson is to be paid fees of \$60,000 per annum for her role as a Director. At the time of her appointment, it was agreed to seek Shareholder approval for a portion of her fees in the first 12 months to be satisfied by the issue of Shares (4,000,000) at a deemed issue price of \$0.005 per Share. This Shareholder approval is expected to be sought at the Company's Annual General Meeting in November 2025.

**(b) Securities**

The securities in which the Directors and their associates have relevant interests in at the date of this Prospectus are set out below.

Director	Shares	Options
Duncan Gordon <sup>1</sup>	2,444,445	3,333,333
Andrew Cole <sup>2</sup>	Nil	Nil
Shannon Robinson <sup>3</sup>	1,366,670	Nil

**Notes:**

- 1 These Securities are held by Cerberus Investments Pty Limited, an entity in which Mr Gordon is a director and shareholder. These Options are exercisable at \$0.09 each and expire on 19 August 2019. In addition, as approved by Shareholders at the general meeting held on 20 June 2025, the Company proposes to issue a total of 60,000,000 Options each with an exercise price of \$0.01 and an expiry date of 5 years after the date of issue (refer to Resolution 2 of the notice of meeting issued for that meeting) to Cerberus Investments Pty Ltd. It is intended these Options will be issued on 27 June 2025.
- 2 At the time of Mr Coles' appointment it was agreed to seek Shareholder approval for a portion of his fees in the first 12 months to be satisfied by the issue of Shares (2,600,000) at a deemed issue price of \$0.005 per Share. This Shareholder approval is expected to be sought at the Company's Annual General Meeting in November 2025.
- 3 At the time of Ms Robinson's appointment it was agreed to seek Shareholder approval for a portion of her fees in the first 12 months to be satisfied by the issue of Shares (4,000,000) at a deemed issue price of \$0.005 per Share. This Shareholder approval is expected to be sought at the Company's Annual General Meeting in November 2025.

**(c) Other matters**

The Company notes that pursuant to *Kazar (liquidator) in the matter of A E Charter Services Pty Ltd (in liq.) v Adelaide Equity Holdings Pty Ltd [2-25] FCA 59* (6 February 2025), the liquidator pleaded that Mr Gordon was one of two directors of companies and that at the time certain debts were incurred, there were reasonable grounds that Mr

Gordon suspected that the companies were insolvent, or that a reasonable person in his position would be aware that there were such grounds. On the basis of those pleadings, the liquidator sought compensation and interest against Mr Gordon.

The Company understands that Mr Gordon did not file a defence nor appear at the proceedings, and as a result a default judgment totalling \$930,296.06 was entered into by the Court against Mr Gordon.

A default judgment is generally granted in situations where the defendant (in this proceeding, Mr Gordon) did not appear nor file any defence or response. The Company understands from Mr Gordon that his failure to file a defence or response was due to an administrative oversight from poor advice.

Since the judgment, the matter is now resolved pursuant to a confidential deed of settlement. The default judgment will be set aside by consent of the liquidator once the terms of the deed have been completed.

#### **4.5 Expert and adviser interests**

Other than as set out below or elsewhere in this Prospectus, no expert, promoter, underwriter or other person named in this Prospectus who has performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus holds, at the date of this Prospectus, or has held in the 2 years prior to the date of this Prospectus, an interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or in connection with the Offer; or
- (c) the Offer,

and no amount (whether in cash, Shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given, to any such persons for services in connection with the formation or promotion of the Company or the Offer.

Edwards Mac Scovell has acted as the legal adviser to the Company in relation to the Offer. The estimated fees payable to Edwards Mac Scovell for these services are \$15,000 (exclusive of GST and disbursements).

#### **4.6 Consents**

Each of the parties referred to below:

- (a) does not make the Offer;
- (b) has not authorised or caused the issue of this Prospectus;
- (c) does not make, or purport to make, any statement that is included in this Prospectus, or a statement on which a statement made in this Prospectus is based, other than as specified below; and
- (d) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with the consent of that party as specified below.

Edwards Mac Scovell has given, and has not before lodgement of this Prospectus withdrawn, its written consent to be named in this Prospectus as the legal adviser to the Company in relation to the Offer in the form and context in which it is named.

There are a number of persons referred to elsewhere in this Prospectus who have not made statements included in this Prospectus and there are no statements made in this Prospectus on the basis of any statements made by those persons. These persons did not consent to being named in this Prospectus and did not authorise or cause the issue of this Prospectus.

#### **4.7 Offer expenses**

The estimated expenses of the Offer (exclusive of GST) are set out below.

<b>Item</b>	<b>Amount</b>
ASIC fees	\$3,206
ASX fees	\$16
Legal fees	\$15,000
Miscellaneous fees	\$778
<b>Total</b>	<b>\$19,000</b>

#### **4.8 Substantial Shareholders**

At the date of this Prospectus no Shareholders hold more than 5% of the Shares on issue.

#### **4.9 Litigation**

As at the date of this Prospectus, other than as set out below the Company is not involved in any legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against the Company.

The Company was on 20 June 2025 served with a claim filed in the Magistrates Court of South Australia by KitCatCo Pty Ltd in respect of a dispute arising under a 2018 services and revenue sharing agreement in relation to a game developed by the Company using intellectual property of the claimant. The agreement was terminated in 2020. The claimant is seeking \$100,000 in damages and return of the source code. The Company is seeking advice on the claim and its current intention is to defend the matter.

## **5. Authorisation**

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

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and the issue of this Prospectus, and has not withdrawn that consent.

Signed for and on behalf of the Company.

**Shannon Robinson**

Chairman

Fortifai Limited

## 6. Definitions

**\$** means the official currency of the Commonwealth of Australia.

**Applicant** means an applicant under the Offer.

**Application Form** means an application form either attached to or accompanying this Prospectus.

**Application Monies** means the monies received from persons applying for Shares under the Offer.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

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

**Board** means the board of Directors.

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

**Closing Date** means the date that the Offer closes being the date specified at the commencement of this Prospectus, or such other time and date as the Company determines.

**Company** means Fortifai Limited ACN 627 145 260.

**Consolidation** means the consolidation of capital of the Company as approved by Shareholders at the general meeting held on 20 June 2025.

**Constitution** means the constitution of the Company from time to time.

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

**Director** means a director of the Company.

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

**Offer** means the offer of Shares pursuant to this Prospectus.

**Opening Date** means the first date for receipt of applications under the Offer being the date specified at the commencement of this Prospectus, or such other time and date as the Company determines.

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

**Prospectus** means this prospectus.

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

**Security** means an equity security (as that term is defined in the ASX Listing Rules) of the Company and **Securities** has the corresponding meaning.

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

**Shareholder** means a registered holder of one or more Shares.

**Share Registry** means the share registry of the Company as specified in the corporate directory of this Prospectus.