



OFFER DOCUMENT

Non-Renounceable Rights Issue

Flexiroam Limited
(ACN 143 777 397)

Offer

For a non-renounceable rights issue offer to Eligible Shareholders of 1 New Share for every 18 Shares held at the Record Date, at an issue price of \$0.025 per New Share to raise up to approximately \$1,038,232.70 before costs. Refer to Section 2.1 of this Offer Document for more information in respect of the Offer.

Top-up Facility

Eligible Shareholders who take up their Entitlements in full may also apply for additional New Shares in the Top-Up Facility. Refer to Section 2.5 of this Offer Document for more information in respect of the Top-up Facility.

Offer Period

The Offer opens on Friday, 5 July 2024 and closes at 5:00pm (WST) on Thursday, 18 July 2024, unless the Closing Date is extended.

Underwriting

The Offer is fully underwritten by Richmond Bridge Pty Ltd (ACN 084 510 501) as trustee for the Richmond Bridge Superannuation Fund, an entity controlled by Executive Chairman and Chief Executive Officer of the Company, Mr Stephen Picton. Refer to Sections 2.8 and 7.2 for additional details of the underwriting.

NOT FOR DISTRIBUTION IN THE UNITED STATES OF AMERICA

IMPORTANT NOTICE

This Offer Document and the accompanying Acceptance Form contain important information and should be read in their entirety. This Offer Document is not a prospectus or other form of disclosure document. It does not contain the same level of information. If you have any questions about the Offer or this Offer Document, you should speak to your professional adviser. The New Shares offered by this Offer Document should be considered as a speculative investment.

Corporate Directory

Directors

Stephen Picton Executive Chairman and
Chief Executive Officer

Tat Seng Koh Non-Executive Director

Jefrey Ong Non-Executive Director

Christopher Burton Non-Executive Director

Company Secretary

Kamille Dietrich

Registered Office

Level 5, 126 Phillip Street
SYDNEY NSW 2000

Telephone: +61 2 8072 1400 (Kamille Dietrich)
Email: investor@flexiroam.com

ASX Code

FRX

Website

<https://www.flexiroam.com/>

Share Registry*

Automic Pty Ltd
Level 5, 126 Phillip Street
SYDNEY NSW 2000

Telephone: 1300 288 664
Facsimile: (02) 8583 3040

Auditor*

Rothsay Audit & Assurance Pty Ltd
Level 1, 6 O'Connell Street
SYDNEY NSW 2000

Australian Lawyers

Blackwall Legal LLP
Level 26, 140 St Georges Terrace
Perth, Western Australia 6000

*Included for information purposes only. This entity has not been involved in the preparation of this Offer Document.

Important Information

Nature of document

This Offer Document is issued by the Company under section 708AA of the Corporations Act, as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*. It is dated 27 June 2024 and was lodged with ASX on that date. ASX does not take any responsibility for the contents of this Offer Document or the merits of the investment to which it relates. This Offer Document has not been lodged with ASIC.

This Offer Document is not a prospectus or other disclosure document for the purposes of the Corporations Act. It does not contain all of the information which would be found in a prospectus or other disclosure document, or which may be required by an investor to make an informed investment decision regarding the Offer or Shares.

Eligible Shareholders should carefully read all of this Offer Document before making a decision about the Offer. Eligible Shareholders should pay particular attention to the risk factors set out in Section 5. These risks could affect the operations, financial position and performance of the Company.

Not investment or financial product advice

The information in this Offer Document does not constitute investment or financial product advice and does not take into account the investment objectives, financial situation, taxation impact or particular needs of individual Eligible Shareholders. The potential tax effects of the Offer will vary between Eligible Shareholders. Eligible Shareholders should contact their stockbroker, accountant or other professional adviser if they have any questions regarding the Offer and investing in the Company.

Publicly available information

This Offer Document should be read in conjunction with the public announcements made by the Company which are available on the ASX market announcements platform (www.asx.com.au) using the Company's ASX code 'FRX', as well as the Company's website (<https://www.flexiroam.com/>). These announcements do not contain all of the information that would be included in a prospectus, but still contain important information about the Company. Eligible Shareholders are encouraged to have regard to such announcements before making a decision whether or not to participate in the Offer. These announcements (and the contents of any websites on which they may be found) do not form part of this Offer Document.

The Company may release further announcements after the date of this Offer Document and throughout the Offer Period, which may be relevant to Eligible Shareholders' consideration of the Offer. Eligible Shareholders are encouraged to check whether any new announcements have been released by the Company after the date of this Offer Document before deciding whether or not to participate in the Offer.

Disclaimer of representations

The Company has not authorised any person to give any information, or to make any representation, in relation to the Offer that is not contained in this Offer

Document, and any such information or representation may not be relied on. Except and to the extent required by law, neither the Company nor any other person warrants or guarantees the future performance of the Company or any return on investment made pursuant to this Offer Document.

Forward-looking statements

This Offer Document contains forward-looking statements which incorporate an element of uncertainty or risk, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These statements have been prepared with all reasonable care and attention, based on an evaluation of current economic, financial and operating conditions, as well as assumptions regarding future events. These events are, as at the Offer Document Date, expected to take place, but there cannot be any guarantee that such events will occur as anticipated or at all given that many of the events are outside the Company's control. They may be affected by matters such as those outlined in Section 5. This may result in the actual circumstances being materially different to those anticipated. Eligible Shareholders are cautioned not to place undue reliance on any forward-looking statements.

The Company and the Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Offer Document will actually occur as and when stated. Except to the extent required by law (including the ASX Listing Rules), the Company does not give any undertaking to update or revise any forward-looking statements after the date of the Offer Document to reflect any changes in expectations in relation to forward-looking statements or any change in events, conditions or circumstances on which any such statement is based.

Eligible Shareholders should note that past performance (including past share price performance) cannot be relied on as an indicator of, and does not provide any guidance as to, future performance, including future share price performance.

Jurisdictional restrictions

The Company has not taken any action to register or qualify New Shares or the Offer, or otherwise to permit a public offering of New Shares, in any jurisdiction outside Australia and New Zealand.

The distribution of this Offer Document (including in electronic form) in jurisdictions outside Australia and New Zealand may be restricted by law and therefore persons outside Australia who obtain this Offer Document should seek advice on, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. The Company disclaims all liability to such persons.

This Offer Document does not constitute an offer or invitation in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

By applying or paying for New Shares, an Eligible Shareholder represents and warrants that there has not been any breach of such laws.

Limited participation – New Zealand, Singapore, Malaysia and Hong Kong

Without limiting the above, participation under this Offer Document will be permitted in respect of certain Shareholders resident in New Zealand, Singapore, Malaysia and Hong Kong who meet specific eligibility criteria. Please refer to section 2.12 for details in this regard.

US Applications

Without limiting the above, this Offer Document or other documents relating to the Offer may not be sent or distributed to (wholly or partially), nor relied upon by, persons in the USA or to persons that are acting for the account or benefit of a US Person.

This Offer Document does not constitute an offer to sell, or the solicitation of an offer to buy, any Shares in the USA or to, or for the account or benefit of, any person in the USA.

The New Shares offered under this Offer Document have not been registered under the US Securities Act or any other state securities laws, and may not be offered, sold, or transferred directly or indirectly, in the USA, or to or for the account of a US Person, unless registered or an exception to the registration requirements applies.

Privacy

Eligible Shareholders who apply for New Shares will provide personal information to the Company and the Share Registry. By applying for New Shares under the Offer, an Eligible Shareholder will be taken to have consented to the Company and the Share Registry collecting, holding and using the Eligible Shareholder's personal information in order to assess their Acceptance, process the Acceptance, service their needs as a Shareholder, provide facilities and services that the Eligible Shareholders requests, and carry out appropriate administrative functions. Corporate and taxation laws require the Company to collect some personal information. Eligible Shareholders who do not provide the information requested may not have their Acceptances processed efficiently, or at all.

Governing law

This Offer Document and the accompanying Acceptance Forms are governed by the laws of the State of Western Australia. Eligible Shareholders who apply for New Shares under the Offer submit to the non-exclusive jurisdiction of the courts of the State of Western Australia.

Meaning of terms

Capitalised terms and certain other terms used in this Offer Document are defined in the Glossary in Section 8.

References to "our", "us" and "we" are references to the Company.

References to "I", "you" and "your" are references to an Eligible Shareholder.

Currency

References to "\$", "A\$", "AUD", or "dollar" are references to Australian currency, unless otherwise stated.

Time

References to time relate to the time in Perth, Western Australia, unless otherwise stated.

Interpretation

In this Offer Document, the following rules of interpretation apply unless the context requires otherwise:

- the singular includes the plural and the plural includes the singular;
- other parts of speech and grammatical forms of a word or phrase defined in this Offer Document have a corresponding meaning;
- a reference to a section or a paragraph is a reference to a section or a paragraph of this Offer Document; and
- words and phrases not specifically defined in this Offer Document have the meaning given to them in the Corporations Act, and a reference to a statutory provision is to the Corporations Act.

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Key Information

Indicative Timetable

| Event | Target Date |
|--|------------------------|
| Announcement of Offer to ASX Lodgement with ASX of Offer Document, Appendix 3B and notice under section 708AA(2)(f) of the Corporations Act | Thursday, 27 June 2024 |
| Record Date – 5:00pm (WST) | Wednesday, 3 July 2024 |
| Despatch of Offer Document and Acceptance Forms to Eligible Shareholders Opening Date of the Offer | Friday, 5 July 2024 |
| Last day to extend Offer Period – 10:00am (WST) | Monday, 15 July 2024 |
| Closing Date of the Offer – 5:00pm (WST) | Thursday, 18 July 2024 |
| Announcement of acceptances and Shortfall to ASX | Tuesday, 23 July 2024 |
| Issue of New Shares under the Offer | Thursday, 25 July 2024 |
| Despatch of Holding Statements | Thursday, 25 July 2024 |
| Normal trading of New Shares to commence on ASX | Friday, 26 July 2024 |

Note: These dates are indicative only and subject to change. Subject to the ASX Listing Rules, the Company may vary these dates without notice, including whether to close the Offer early, extend the Offer, or accept late Acceptances, either generally or in particular cases, without notification.

General Enquiries

Any enquires relating to the Offer or this Offer Document should be made to the Company using the following contact details:

Attention: Kamille Dietrich, Company Secretary

By telephone: +61 2 8072 1400

By email: kamille.dietrich@automicgroup.com.au

1. Company and Business Overview

1.1 Activities

Flexiroam provides global data connectivity across communication devices to individuals and businesses that require constant connectivity to support their activities. The Company's versatile network now spans across 520 network operators in over 200 countries and territories.

The Company's innovative business model gives it the flexibility to expand its capacity and geographical reach beyond its core Retail Travel business. To focus on growth, the Corporate Travel and Solutions lines of business have been redefined into several vertical segments, such as Corporate Rewards and Sponsorship, Wholesale Partners, White Label Partners, Distribution Partners and Solution Partners.

As outlined in the Company's offer document of 6 February 2024, the Company has been focussed over the last 4 months on the deployment of various marketing initiatives to drive growth within the global travel segment. The pivot from large cash outlays on capitalised IT development towards increased staff and Software as a Service (or SaaS) investments in the marketing area is almost complete.

These will have been deployed by the end of July 2024, with the new mobile application (APP) and Website to be rolled out through July 2024. The Company anticipates that these initiatives will come together over the remainder of the calendar year to create the momentum required to add scale to the business.

Since the commencement of these strategies in February 2024, the Company has already seen encouraging signs, with all key retail travel metrics indicating consistent monthly growth which the Company expects to build on in the first quarter of the 2024/2025 financial year. As has always been the case, the monthly profile of the Company's working capital is challenging due to significant fluctuations in revenue collections over a full quarter.

The Board considers that raising an additional \$1,038,232.70 under the Offer will provide the Company with additional working capital support to enable its growth strategy to be fully executed over the next 6 months.

Details of the Company's current activities are set out in the recent announcements released to ASX which are available free-of-charge on the ASX market announcements platform using the Company's ASX code 'FRX', or on the Company's website, www.investor.flexiroam.com.

1.2 Purpose of the Offer and use of funds

The purpose of the Offer is to raise up to \$1,038,232.70 (before costs). The table below sets out how the Company proposes to apply the funds raised.

| Use | Amount |
|---|-----------------------|
| Marketing campaigns to boost customer acquisition and retention | \$308,232.70 |
| Repayment of CEO loan ¹ | \$400,000 |
| Costs of the Offer ² | \$30,000 |
| General working capital ³ | \$300,000 |
| Total | \$1,038,232.70 |

Notes:

1. Costs of the Offer include the costs identified in Section 7.3.
2. Payable to Richmond Bridge Superannuation Pty Ltd (ACN 162 519 459), an entity controlled by Executive Chairman and Chief Executive Officer of the Company, Stephen Picton.
3. Working capital costs comprises the Company's administration and overhead costs, and include operating expenses, recruitment costs, accounting costs, auditing costs, insurance costs, legal costs, Share Registry costs, Directors' fees, ASX fees and regulatory compliance costs and expenses.

The information set out in the above table is a statement of present intention as at the Offer Document Date. The exact amount of funds spent by the Company will depend on many factors that cannot be presently ascertained. Accordingly, the Directors reserve the right to alter how the funds raised will be applied.

1.3 Substantial Shareholders

The table below sets out the person who, together with its Associates, are known to the Company as having a voting power of 5% or more in the Shares on issue (i.e. have a substantial holding under the Corporations Act).

| Name | Current holding | Percentage of total Shares on issue |
|----------------|-------------------------|-------------------------------------|
| David Ong | 77,380,000 | 10.35% |
| Stephen Picton | 58,613,487 | 7.84% |
| Kay Yip Ng | 60,417,822 | 8.08% |
| Marc Barnett | 49,090,476 ¹ | 6.57% |

Notes:

1. Includes 2,250,000 Shares which are subject to voluntary escrow for 24 months, ending 2 June 2025.
2. Percentage interest has been calculated based on 747,519,963 Shares on issue on the day before the Offer Document Date.
3. The information in the table above has been extracted from the Company's register of Shareholders on the day before the Offer Document Date, and not from substantial holding notices received from, or otherwise required to be provided by, the relevant Shareholders.

1.4 Market prices of existing Shares on ASX

Information about the closing market price of Shares quoted on ASX during the 3-month period prior to the Offer Document Date is set out in the table below.

| Name | Price | Date(s) |
|----------------|---------|---------------|
| Highest | \$0.03 | 22 April 2024 |
| Lowest | \$0.019 | 26 June 2024 |
| Latest | \$0.019 | 26 June 2024 |

Notes: This trading data has been sourced from ASX, who has not consented to its use in this Offer Document.

2. Details of the Offer

2.1 Offer

Under the Offer, Eligible Shareholders are invited to subscribe for 1 New Share for every 18 Shares held at the Record Date, at an issue price of \$0.025 per New Share to raise up to approximately \$1,038,232.70 (before costs).

All New Shares issued pursuant to the Offer will be issued as fully paid and will rank equally in all respects with the Existing Shares on issue. Further details of the rights attaching to New Shares are set out in Section 6.

Eligible Shareholders may apply for New Shares but are not required to do so.

Please refer to Section 4 for details on how to accept an Entitlement and apply for New Shares under the Offer.

2.2 Entitlement and eligibility

The Offer is made to Eligible Shareholders only.

All Shareholders with a registered address in Australia, New Zealand, Singapore, Malaysia or (subject to the restrictions referred to in Section 2.12(d)) Hong Kong and who are registered as the holder of Shares at **5.00pm (WST) on Wednesday, 3 July 2024 (Record Date)** are Eligible Shareholders. The Offer is not extended to Shareholders who do not meet this criterion.

The number of New Shares to which Eligible Shareholders are entitled (i.e. their Entitlement) is shown on each Eligible Shareholder's Acceptance Form accompanying this Offer Document.

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

An Eligible Shareholder's Entitlement to participate in the Offer will lapse if not accepted by the Closing Date. Any New Shares not applied for will form part of the Shortfall.

The Company reserves the right (in its sole discretion) to:

- reject any Acceptance Form that it believes comes from a person who is not an Eligible Shareholder; and
- reduce the number of New Shares allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if their claim to be entitled to participate in the Offer proves to be false, exaggerated or unsubstantiated.

The Company reserves the right to withdraw the Offer at any time before New Shares are issued pursuant to it. In that event, relevant Application Moneys will be refunded without interest in accordance with the Corporations Act. Refunds will be made via direct credit only to the bank account as recorded with the Share Registry as soon as practicable. Eligible Shareholders are encouraged to update their bank account details with the Share Registry via <https://investor.automic.com.au/#/home>.

2.3 Non-renounceable offer

The Offer is non-renounceable. Eligible Shareholders may not sell or transfer their Entitlement under the Offer.

2.4 Minimum subscription

The Offer is not subject to any minimum subscription condition or requirement.

2.5 Top-Up Facility

Any New Shares not subscribed for under the Offer will form the Shortfall.

Under the Top-up Facility, Eligible Shareholders who take up their Entitlements in full may also apply for additional New Shares comprising the Shortfall.

New Shares in excess of Entitlements will only be allocated to Eligible Shareholders at the Company's absolute discretion, based on the allocation and scale-back policy outlined in Section 2.6 below.

2.6 Allocation and scale-back policy

The Directors will have discretion as to how to allocate the Shortfall under the Top-Up Facility.

In exercising their discretion to allocate the Shortfall:

- subject to the above, the Directors will generally endeavour to allocate the Shortfall in a manner which is considered fair to those applicants, having regard to their existing shareholding interests;
- priority will be given to those Eligible Shareholders who have a Small Holding (that is, Shares with a value of less than \$500, which based on the Offer Price, represents 20,000 Shares) so they may "top up" their shareholding;
- the Directors will not allocate any portion of the Shortfall to an applicant who is a 'related party' of the Company (for the purposes of the ASX Listing Rules) in priority to, or to the exclusion of, any other applicant, and in any event only to the extent permitted by the ASX Listing Rules;
- the Company will not allocate New Shares under the Top-Up Facility to the extent that the voting power in the Company of the applicant and their Associates (if known) exceeds the takeover thresholds in the Corporations Act (i.e., acquiring voting power of 20% or more in the Company, or increasing an existing controlling voting power of more than 20%); and
- the Directors will not otherwise exercise their discretion regarding allocation of the Shortfall in a manner likely to exacerbate a potential unacceptable control effect, except to the extent they consider necessary (acting reasonably) to prevent the issue of New Shares contrary to law or the ASX Listing Rules.

The Company cannot guarantee that Eligible Shareholders who apply under the Top-Up Facility will receive the number of New Shares applied for. If an Eligible Shareholder does not receive any or all of the New Shares subscribed for, the excess Application Moneys will be returned to them without interest.

2.7 Placement of residual Shortfall

If any Shortfall remains after completion of the Offer (including the Top-Up Facility), the Company reserves the right to place the residual Shortfall at the same price and on the same terms as the Offer (\$0.025 per New Share), at the discretion of the Board, for a period of up to 3 months following the Closing Date (**Shortfall Placement**).

The Company may (but does not currently intend to) pay a brokerage fee to stockbrokers or financial services licensees to manage and/or assist in filling the Shortfall Placement. Such fees are estimated to be between 2.0% and 6.0% of the amount raised by the issue of New Shares under the Shortfall Placement to brokers who have invited investors to participate.

The Company does not currently expect to place any Shares pursuant to the Shortfall Placement, given the Underwriting Commitment.

2.8 Underwriting

The Offer is underwritten by the Underwriter, Richmond Bridge Pty Ltd (ACN 084 510 501) as trustee for the Richmond Bridge Superannuation Fund, on a conditional basis for the full amount of \$1,038,232.70, being equal to 41,529,308 New Shares (**Underwriting Commitment**). The Underwriter is an entity controlled by Executive Chairman and Chief Executive Officer of the Company, Mr Stephen Picton.

The Underwriter will not receive any fee for agreeing to underwrite the Offer.

Any New Shares not taken up under the Offer or the Top-up Facility will be taken up by the Underwriter on the terms of the Underwriting Agreement, a summary of which (including rights of termination) is set out in Section 7.2.

The number of New Shares subscribed for under the Offer will go in relief of the Underwriting Commitment and will reduce the number of New Shares to be subscribed for by the Underwriter.

The Underwriter currently has an interest in 7.84% of the total issued Shares. The Underwriter will not exceed the takeovers restriction in section 606 of the Corporations Act as a result of complying with its commitments under the Underwriting Agreement. For further details of the possible effect of the Offer on control of the Company, please refer to Section 3.2.

2.9 Management of the Offer

The Company has not appointed a lead manager to manage the Offer.

2.10 Timetable

The indicative timetable for the Offer is set out in the Key Information section on page 1.

2.11 Nominees, custodians and trustees

Persons acting as nominees, trustees, or custodians for other persons must not take up any Entitlements on behalf of, or send any documents related to the Offer to, any person in any jurisdiction where it is unlawful to do so, or to any person that is acting for the account or benefit of a person in any jurisdiction where it is unlawful to do so. By applying for New Shares under this Offer Document, including by submitting an Acceptance Form or making a payment using BPAY®, a nominee, trustee or custodian represents and warrants this is the case.

The Company is not required to determine whether or not a registered holder or investor is acting as a nominee, trustee or custodian or the identity or residence of any beneficial holder of Shares.

Where any person is acting as a nominee, trustee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in the Offer by the beneficiary complies with applicable laws.

2.12 Overseas resident Shareholders

(a) New Zealand

The Offer is made to Eligible Shareholders with an address in New Zealand, in reliance on the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

The New Shares are not being offered or sold to the public within New Zealand other than to such Eligible Shareholders.

Neither this Offer Document nor the Offer has been registered, filed with or approved by any New Zealand regulatory authority. This Offer Document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

(b) **Singapore**

This Offer Document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Offer Document and any other document relating to the New Shares may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the *Securities and Futures Act 2001* of Singapore (**SFA**) or another exemption under the SFA.

This Offer Document has been given to you on the basis that you are an existing holder of the Company's shares. If you are not such a shareholder, please return this Offer Document immediately. You may not forward or circulate this Offer Document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

(c) **Malaysia**

No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to the offer of New Shares. The New Shares may not be offered, sold or issued in Malaysia except to existing shareholders of the Company. Any New Shares not taken up under the entitlement offer may not be offered, sold or issued in Malaysia except pursuant to, and to persons prescribed under, pursuant to Part I of Schedule 6 and Schedule 7 of the *Capital Markets and Services Act 2007* of Malaysia.

(d) **Hong Kong**

WARNING: This Offer Document may be distributed in Hong Kong only to:

- not more than 50 existing shareholders of the Company; and
- any other shareholder who is a "professional investor" (as defined in the *Securities and Futures Ordinance* of Hong Kong, Chapter 571 of the Laws of Hong Kong).

This Offer Document may not be distributed, published, reproduced or disclosed (in whole or in part) to any other person in Hong Kong or used for any purpose in Hong Kong other than in connection with the recipient's consideration of the Offer.

You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this Offer Document, you should obtain independent professional advice.

This Offer Document has not been reviewed by any Hong Kong regulatory authority. In particular, this Offer Document has not been, and will not be, registered as a prospectus under the *Companies (Winding Up and Miscellaneous Provisions) Ordinance* (Cap. 32) of the Laws of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong.

(e) United States of America

This Offer Document and other documents relating to the Offer may not be sent or distributed to (wholly or partially), nor relied upon by, persons in the USA or to persons that are acting for the account or benefit of a US Person.

This Offer Document does not constitute an offer to sell, or the solicitation of an offer to buy, any Securities in the USA or to, or for the account or benefit of, any person in the USA.

The New Shares offered under this Offer Document have not been registered under the US Securities Act or any other state securities laws, and may not be offered, sold, or transferred directly or indirectly, in the USA, or to or for the account of a US Person, unless registered or an exception to the registration requirements applies.

2.13 Ineligible Shareholders

The Offer is not made to Shareholders who on the Record Date have a registered address outside Australia, New Zealand, Singapore, Malaysia or Hong Kong (i.e. Ineligible Shareholders).

Neither the Offer Document nor the Acceptance Form constitutes 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 invitation.

In making the decision to not extend the Offer to Ineligible Shareholders, the Company has taken into account:

- the small number Shareholders outside Australia, New Zealand, Singapore, Malaysia and Hong Kong;
- the number and value of New Shares that would be offered to Shareholders outside Australia, New Zealand, Singapore, Malaysia and Hong Kong; and
- the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

The Offer is made to all Eligible Shareholders. The Company is not required to determine whether or not any registered Eligible Shareholder holds Shares on behalf of persons who are resident outside Australia or New Zealand (including nominees, custodians and trustees) or the identity or residence of any beneficial owners of Shares.

Any Eligible Shareholders who hold Shares on behalf of persons who are resident outside Australia, New Zealand, Singapore, Malaysia and Hong Kong are responsible for ensuring that any dealing with New Shares issued under the Offer do not breach the laws and regulations in the relevant overseas jurisdiction, and should seek independent professional advice and observe any applicable restrictions relating to the taking up of Entitlement or the distribution of this Offer Document or the Acceptance Form.

The distribution of this Offer Document and accompanying Acceptance Form (including electronic copies) outside Australia, New Zealand, Singapore, Malaysia and Hong Kong may be restricted by law and therefore persons who come into possession of this Offer Document should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

2.14 No sale nominee for Ineligible Shareholders – takeover exception not applicable

The Company has not appointed a sale nominee for Ineligible Shareholders under section 615 of the Corporations Act. Accordingly, Eligible Shareholders will not be able to rely on the rights issue exception to the takeover restrictions set out in item 10 of section 611 of the Corporations Act in relation to the Offer.

An Eligible Shareholder who intends to apply for some or all of their Entitlement or for part of the Shortfall must have regard to the takeover restrictions in section 606 of the Corporations Act. Any Eligible Shareholder at risk of exceeding voting power of 20% or more in the Company should obtain professional advice before applying for New Shares under the Offer and Top-Up Facility.

The Company will only issue New Shares to an Eligible Shareholder where the Directors are satisfied, in their sole discretion, that doing so will not result in a person's voting power increasing above 20% or increasing an existing voting power of more than 20%.

2.15 **Taxation implications**

The taxation obligations and the effects of participating in the Offer can vary depending on the circumstances of each individual investor. Eligible Shareholders who are in doubt as to their taxation position should seek professional advice. It is the sole responsibility of Eligible Shareholders to inform themselves of their taxation position resulting from participation in the Offer.

The Board does not consider that it is appropriate to give Eligible Shareholders advice regarding the taxation consequences of applying for New Shares under this Offer Document, as it is not possible to provide a comprehensive summary of the possible taxation positions of Eligible Shareholders.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors do not accept any liability or responsibility with respect to the taxation consequences of subscribing for New Shares under this Offer Document.

3. Effect of the Offer

3.1 Effect on capital structure

The table below sets out the anticipated effect of the Offer on the Company's capital structure, assuming other Shares are not issued prior to the close of the Offer.

| Security type | Amount |
|---|--------------------------|
| Shares | |
| Shares currently on issue | 747,519,963 ¹ |
| New Shares offered under Offer | 41,529,308 |
| Total Shares after the Offer | 789,049,271 |
| Options | |
| Existing Options ² | 129,350,000 |
| Options offered under Offer | Nil |
| Total Options on issue after the Offer | 129,350,000 |

Notes:

1. 3,758,868 Shares (held by various shareholders) are subject to voluntary escrow for 24 months, ending 2 June 2025.
2. 129,350,000 unquoted Options, comprising:
 - (i) 20,723,332 unquoted Options exercisable at \$0.035 each on or before 21 June 2028;
 - (ii) 20,723,332 unquoted Options exercisable at \$0.075 each on or before 21 June 2028;
 - (iii) 20,723,336 unquoted Options exercisable at \$0.115 each on or before 21 June 2028;
 - (iv) 22,393,332 unquoted Options exercisable at \$0.035 each on or before 15 May 2029;
 - (v) 22,393,334 unquoted Options exercisable at \$0.075 each on or before 15 May 2029; and
 - (vi) 22,393,334 unquoted Options exercisable at \$0.115 each on or before 15 May 2029.

3.2 Effect on control

(a) Dilution

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

The maximum number of New Shares which will be issued pursuant to the Offer is 41,529,308 New Shares, equating to approximately 5.26% of the total issued Shares in the Company following completion of the Offer.

The table below sets out examples of how Existing Shareholders' shareholdings may be diluted if they do not participate in the Offer. It is assumed that no other Shares are issued (including on the exercise of options) prior to the close of the Offer.

Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 5.26% (as compared to their holdings and number of Shares on issue as at the Offer Document Date).

| Holder | Holding at Record Date | % at Record Date ¹ | Entitlement | Holding if Entitlement not taken up | % post completion of Offer |
|---------------|------------------------|-------------------------------|--------------------|-------------------------------------|----------------------------|
| Shareholder 1 | 10,000,000 Shares | 1.338 | 555,556 New Shares | 10,000,000 Shares | 1.267 |
| Shareholder 2 | 5,000,000 Shares | 0.669 | 277,778 New Shares | 5,000,000 Shares | 0.634 |
| Shareholder 3 | 1,500,000 Shares | 0.201 | 83,333 New Shares | 1,500,000 Shares | 0.190 |
| Shareholder 4 | 400,000 Shares | 0.054 | 22,222 New Shares | 400,000 Shares | 0.051 |
| Shareholder 5 | 50,000 Shares | 0.007 | 2,778 New Shares | 50,000 Shares | 0.006 |

Notes: Based on the total Shares on issue at the Offer Document Date, being 747,519,963 Shares.

(b) **Underwriter's shareholding**

The Offer is fully underwritten by the Underwriter. The Underwriter through its custodian controls 7.84% of the Shares on issue at the Offer Document Date.

The Underwriter could theoretically be required to subscribe for all of the New Shares, which would result in the Underwriter controlling a total of approximately 12.69% of the Shares on issue after completion of the Offer. This would only occur if none of the Eligible Shareholders took up their Entitlements, which the Directors consider to be unlikely.

The table below sets out the estimated voting power which the Underwriter could obtain pursuant to its Underwriting Commitment, assuming various Shortfall subscription scenarios.

| Acceptance level | New Shares issued | New Shares to Underwriter ¹ | Total Shares controlled by Underwriter ² | Voting power |
|------------------|-------------------|--|---|--------------|
| 100% | 41,529,308 | 3,256,305 | 61,869,792 | 7.84% |
| 75% | 31,146,981 | 16,894,937 | 75,508,424 | 9.57% |
| 50% | 20,764,654 | 27,277,264 | 85,890,751 | 11.04% |
| 25% | 10,382,327 | 37,659,591 | 96,273,078 | 12.20% |
| 0% | Nil | 41,529,308 | 100,142,795 | 12.69% |

Notes:

1. The table assumes that the Underwriter through its custodian takes up its Entitlement of 3,256,305 New Shares.
2. As at the day before the Offer Document Date, the Underwriter through its custodian holds 58,613,487 Shares.

(c) **Control**

The Offer is not expected to have any material effect on the control of the Company.

As noted in Section 2.14, Eligible Shareholders may not rely on the rights issue exception to the takeover restrictions set out in item 10 of section 611 of the Corporations Act in relation to the Offer. Therefore, the Company will not issue New Shares under the Offer in circumstances where it is aware doing so will result in a person's voting power increasing above 20% or increasing an existing voting power of more than 20%.

3.3 Commitments to accept Entitlements and subscribe for Shortfall

Stephen Picton, the Executive Chairman and Chief Executive Officer of the Company intends to take up his full Entitlement, estimated to be 3,256,305 New Shares.

Noting that Mr Picton's entity, Richmond Bridge Pty Ltd (ACN 084 510 501) as trustee for the Richmond Bridge Superannuation Fund is fully underwriting the Offer, if the Underwriter is not required to subscribe for any New Shares pursuant to the Underwriting Commitment, Mr Picton's estimated post-Offer holding will be 7.84%. For further details regarding the effect of the Underwriting Commitment on the Underwriter's shareholding, please refer to Section 3.2(b) above.

3.4 Effect on financial position

The Company will raise up to \$1,038,232.70 (before costs) from the Offer.

The principal effect of the Offer will be to increase the Company's cash position by \$1,038,232.70 (before costs of the Offer).

3.5 Effects of the Offer on activities

The issue of New Shares under the Offer will provide funds for the purposes set out in Section 1.2.

Following the Offer, the Company intends to continue to operate and develop its data connectivity business and accelerate growth strategies as described in Section 1.1.

4. Accepting the Offer

4.1 Options available

The number of New Shares to which each Eligible Shareholder is entitled is shown on the personalised Acceptance Form accompanying this Offer Document.

An Eligible Shareholder may do any of the following:

- accept their Entitlement in full;
- accept their Entitlement in full and apply for additional New Shares under the Top-up Facility;
- accept part of their Entitlement and allow the balance to lapse; or
- allow all of their Entitlement to lapse.

4.2 Accepting Entitlement in full or in part

To accept their Entitlement in full or in part, an Eligible Shareholder may either make a payment through the BPay® facility or by Electronic Funds Transfer for the number of New Shares that the Eligible Shareholder wishes to apply for in accordance with the instructions on the personalised Acceptance Form, and using the BPay® 'Biller Code' and the Eligible Shareholder's 'Customer Reference Number' as shown on the Acceptance Form.

If making a payment by BPay® or Electronic Funds Transfer, there is no requirement to return the Acceptance Form – see Section 4.6.

4.3 Accepting Entitlement in full and applying for additional New Shares under the Top-up Facility

To accept their Entitlement in full or in part, an Eligible Shareholder may either make a payment through the BPay® facility or by Electronic Funds Transfer for all their Entitlement and the number of New Shares that the Eligible Shareholder wishes to apply for in accordance with the instructions on the personalised Acceptance Form, and using the BPay® 'Biller Code' and the Eligible Shareholder's 'Customer Reference Number' as shown on the Acceptance Form.

If making a payment by BPay® or Electronic Funds Transfer, there is no requirement to return the Acceptance Form – see Section 4.6.

The allocation and issue of New Shares under the Top-up Facility will be determined by the Directors in their discretion. The allocation policy in relation to the Top-up Facility is set out in Section 2.6.

4.4 Allowing Entitlement to lapse

Eligible Shareholders who do not wish to accept any of their Entitlement are not required to take any action.

If an Eligible Shareholder does not accept all of their Entitlement, then:

- the balance of their Entitlement will lapse and the New Shares that are not subscribed for will form part of the Shortfall; and
- their percentage shareholding in the Company will be diluted and reduce.

4.5 Lodging your Acceptance Form

Eligible Shareholders who wish to apply for New Shares are encouraged to make payments through the BPay® facility or by Electronic Funds Transfer, and can refer to the instructions set out on the Acceptance Form.

Unless payment is made using BPay® or Electronic Funds Transfer as outlined below, an Acceptance Form must be accompanied by a personal cheque or money order, payable in Australian dollars, for an amount equal to the number of New Shares for which the Eligible Shareholder wishes to apply, multiplied by the Offer Price (i.e. \$0.025 per New Share).

Eligible Shareholders may not make payment via cheque and must not forward cash by mail. Receipts for payment will not be issued. An Acceptance Form does not need to be signed to be a binding acceptance of New Shares.

If the Acceptance Form is not completed correctly it may still be treated as valid. the Company's decision as to whether to treat a form as valid and how to construe, amend or complete the form is final.

4.6 Payment by BPay® or Electronic Funds Transfer

Eligible Shareholders who wish to accept their Entitlement, or accept their Entitlement and apply for New Shares under the Top-up Facility, using BPay® or Electronic Funds Transfer should follow the instructions on the personalised Acceptance Form which includes including the 'Biller Code' and the Eligible Shareholder's individual 'Customer Reference Number'.

Eligible Shareholders can only make payment using BPay® if they have an account with an Australian financial institution that supports such transactions.

Eligible Shareholders must ensure to use the specific 'Biller Code' and 'Customer Reference Number' on their individual Acceptance Form. A form may not be accepted if these details are incorrect. The 'Customer Reference Number' is used to identify each Eligible Shareholder's holding.

Eligible Shareholders with more than one holding of Shares may receive multiple 'Customer Reference Numbers'. Such Eligible Shareholders can apply under one or more of their holdings.

Payments must be made in Australian dollars for an amount equal to the number of New Shares for which the Eligible Shareholder wishes to apply, multiplied by the Offer Price (i.e. \$0.025 per New Share).

If BPay® or Electronic Funds Transfer is used, an Acceptance Form **does not** need to be submitted to the Company. However, by paying Application Moneys, the Eligible Shareholder will be taken to have made the declarations on the Acceptance Form. If payment is not received for the full Entitlement, an Eligible Shareholder will be deemed to have taken up their Entitlement in respect of such whole number of New Shares that is covered by their Application Moneys.

BPay® payments or payments via Electronic Funds Transfer of Application Moneys must be received by the Share Registry before **5.00pm (WST) on the Closing Date**.

Eligible Shareholders should take into account, when making apply for New Shares, that their individual financial institutions may implement earlier cut-off times for BPay® and Electronic Funds Transfer payments. It is an Eligible Shareholder's responsibility to ensure that the Application Moneys are received before the Closing Date.

4.7 Effect of lodging Acceptance Form

Submission of an Acceptance Form in accordance with this Offer Document constitutes a binding and irrevocable offer by the Eligible Shareholder to subscribe for the number of New Shares specified in that Acceptance Form or corresponding to the Application Moneys received. An

Acceptance Form does not need to be signed to be valid. Once an Acceptance has been made, it cannot be revoked.

4.8 **Application Moneys to be held on trust**

Application Money will be held by the Company on trust in accordance with the requirements of the Corporations Act until the New Shares to which the Application Money pertains are issued under the Offer, or a refund of Application Money occurs in the circumstances described in this Offer Document.

The Company will retain any interest earned on Application Money, including in the event of any refund of Application Money.

4.9 **Quotation of New Shares**

New Shares under the Offer are expected to be issued, and holding statements despatched, as soon as practicable after the Closing Date, in accordance with the ASX Listing Rules and the timetable set out in the Key Offer Information section on page 1.

The Company has applied to ASX for the New Shares offered pursuant to this Offer Document to be quoted. If ASX does not grant quotation to the New Shares, then the Company will not issue any of the New Shares and will refund all Application Moneys without interest as soon as practicable.

The Company advises that any request for refunds via direct credit will only be made to the bank account as recorded with the Share Registry. Eligible Shareholders are encouraged to update their bank account details with the Share Registry via <https://investor.automic.com.au/#/home>.

It is an Eligible Shareholder's responsibility to determine their holdings before trading in New Shares. Any person who sells New Shares before receiving confirmation of their holding will do so at their own risk.

4.10 **No brokerage**

Brokerage or transfer/stamp duty is not payable in relation to the Offer.

4.11 **CHESS**

The Company participates in CHESS operated by ASX Settlement (a wholly owned subsidiary of ASX), in accordance with the ASX Listing Rules and ASX Settlement Rules. The Company operates an electronic issuer-sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together make up the Company's principal register of Securities.

Under CHESS, the Company will not issue certificates to Eligible Shareholders who accept their Entitlement. Instead, the Company will provide Eligible Shareholders with a Holding Statement (similar to a bank account statement) that sets out the number of New Shares allotted to them under this Offer Document.

This statement also advises Shareholders of either their Holder Identification Number (**HIN**) in the case of a holding on the CHESS sub-register or Security Holder Reference Number (**SRN**) in the case of a holding on the issuer sponsored sub-register.

A statement will be routinely sent to holders at the end of any calendar month during which their holding changes. A holder may request a statement at any other time. However, a charge may be incurred for additional statements.

4.12 **Privacy disclosure**

The Company will collect information about Eligible Shareholders who submit Acceptance Forms for the purposes of processing the Acceptance, and if the Eligible Shareholder is successful, for the purposes of administering the Eligible Shareholder's Security holding in the Company.

By submitting an Acceptance Form, each Eligible Shareholder agrees that the Company may use the information in the Acceptance Form for the purposes set out in this privacy disclosure statement.

The Company and the Share Registry may disclose an Eligible Shareholder's personal information for purposes related to the Eligible Shareholder's investment to their agents and service providers including those listed below or as otherwise authorised under the Privacy Act:

- the Share Registry for ongoing administration of the Company's register;
- the Company's Related Bodies Corporate, agents, contractors and third party service providers, as well as to ASX, ASIC and other regulatory authorities (including the Australian Taxation Office); and
- the printers and the mailing house for the purposes of preparing and distributing Holding Statements and for the handling of mail.

If an Eligible Shareholder becomes a Security holder of the Company, the Corporations Act requires the Company to include information about the Security holder (name, address and details of the Securities held) in its public register. This information must remain in the Company's register of Shareholders even if that person ceases to be a Security holder of the Company. Information contained in the Company's register of Shareholders is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its Security holders) and compliance by the Company with legal and regulatory requirements.

If an Eligible Shareholder does not provide the information required on the Acceptance Form, the Company may not be able to accept or process their Acceptance.

An Eligible Shareholder can request access to their personal information by writing to the Company through the Share Registry.

5. Risk Factors

5.1 Introduction

Investors wishing to subscribe for New Shares should read this Offer Document in its entirety in order to make an informed assessment of the Company and the rights attaching to New Shares.

Investors should carefully consider whether New Shares in the Company are an appropriate investment for them and should appreciate that the price of the Company's Shares can fall as well as rise.

New Shares offered by this Offer Document should be viewed as speculative and, whilst the Directors commend the Offer, investors should be aware of, and take into account, the risk factors involved.

This Section is not intended to be an exhaustive list of the considerations to be taken into account by investors in deciding whether to subscribe for New Shares, nor all of the risk factors to which the Company is exposed. Some of these risks can be mitigated by the use of safeguards and appropriate systems and actions, but many are outside the control of the Company and cannot be mitigated.

There are risks associated with investing in any form of business and with investing in the share market generally. All investors should consult their professional advisers if they are in any doubt as to any aspect of this Offer Document, the Offer or any other matter relating to an investment in the Company.

5.2 Company and industry specific risks

The following risks have been identified as being key risks specific to an investment in the Company and the industry in which it operates. These risks have the potential to have a significant adverse impact on the Company and may affect the Company's financial position, prospects and price of its listed Securities.

(a) Potential for dilution

Upon implementation of the Offer, (assuming all Entitlements are accepted and no other Shares are issued including on exercise or conversion of Options prior to the Record Date), the number of Shares in the Company will increase from 747,519,963 Shares currently on issue to 789,049,271 Shares. This means that immediately after the Offer each Share will represent a lower proportion of the ownership of the Company.

It is not possible to predict what the value of the Company or a Share will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters.

The last trading price of Shares on ASX prior to the Offer Document being lodged of \$0.019 is not a reliable indicator as to the potential trading price of Shares after implementation of the Offer.

(b) Litigation disputes

The Company may become party to various legal disputes that arise in the ordinary course of its business.

The ability of the Company to achieve its objectives will depend on the performance by other parties to contracts which the Company may enter. If a party defaults in the performance of its obligations or a dispute otherwise arises in connection with such a contract, it may be necessary for the Company to approach a court to seek a legal

remedy. Legal action can be costly and there can be no guarantee that a legal remedy will be ultimately granted on the appropriate terms.

(c) **Competitive market**

The industry in which the Company operates in is a highly dynamic and competitive market and is subject to both domestic and global competition. The Company's competitors comprise mainly of telecommunication companies and resellers of travel SIMs in countries that the Company operates in and global roaming providers. The competitive pressures have increased in recent years with customers having multiple options of data roaming providers to select from and their decisions are typically based on price, quality of products and services, coverage and technology. Some of the Company's competitors, especially telecommunication companies are large organisations with greater financial, technical and human resources. While the Company undertakes all reasonable due diligence in its business decisions and operations, the Company has no influence or control over the activities or actions of its competitors, whose activities or actions may negatively impact the operating and financial performance of the Company.

Notwithstanding stiff competition, the Company continues to respond with customer-focused strategy, constant research and development into technology, high quality products and services, and improvements to cost structures. Review of competition and understanding of market and technology trends are also regularly carried out.

(d) **Subscribers and customers acquisition**

The long-term success of the Company is dependent upon its continuous ability to acquire new subscribers and to ensure retention of those subscribers as repeat users. Whilst the Company continues to devise various strategies including strategic alliances, marketing, promotions and pricing to achieve targeted subscribers and customer growth within the limit of available resources, there can be no assurance that the strategies adopted will be effective. There is no guarantee that the strategies will result in a successful sizeable take-up by customers. The costs incurred in acquiring and retaining customers have direct impact on the financial performance of the Company and there is a risk that revenue generated may not be sufficient to cover customer acquisition and operating costs.

(e) **Cyber security**

Cyber attack is of foremost concern as the Company relies heavily upon the proper functioning of the FlexiroamX App to provide services to existing customers and to attract new customers. Any attack by hackers on the FlexiroamX App could render the FlexiroamX App unavailable for use by customers or customers' personal information could be compromised. Any attack may happen without warning and ranges in severity.

Any breach of security can have an extreme impact on the Company's business and credibility with its clients. Although the Company has in place necessary cyber security measures to minimise and manage such attacks, there can be no assurance that such security strategies will be effective. Unavailability of the FlexiroamX App could harm the Company's reputation and lead to a loss of revenue, while a compromise on customers' information could hinder the Company's ability to retain existing customers or attract new customers, which could have a material adverse impact on the Company's business.

(f) **Risks associated with strategic alliances**

The Company's sales and marketing initiatives for global market growth involve entering into strategic alliances with major corporates in the airline, insurance, travel and financial services industries to acquire global customers. Such strategic activities often require additional high investment costs to support customers and operations and may even require setting up physical presence in those countries thus incurring additional associated overheads and costs. There are risks that the strategic alliances may be

unsuccessful due to operational challenges or the acquisition of subscribers and customers are lower than expected. Even if there is demand for the Company's products and services from such strategic alliances, revenue generated may not be sufficient to cover costs associated with these strategic alliances and as such could materially affect the working capital and profitability of the Company.

(g) Dependence on third party network providers

The Company's business model is reliant upon third party network providers and the performance of those networks in the coverage country. The Company has support measures in place in the event of any network downtime or major network disruptions, aiming at providing customers with best possible solution and user experience. However, any network downtime or major network disruptions could materially impact connectivity and this may affect customer confidence and impact sales of the Company. Any prolonged disruption or failed relationship with any third party network could materially impact the future business performance of the Company.

(h) Dependence on devices

The Company's products and services require the use of mobile phone or other similar devices. Accordingly, the business model of the Company is heavily dependent upon the existence and ownership of these devices. There can be no guarantee that these devices will continue to be as widely used as they currently are or that they will not be replaced by alternative devices upon which the Company's technology can function.

(i) Contractual third-party risk

The Company relies on third parties for key deliverables in its business model. These third-party providers include payment gateways, product suppliers and network providers. Any failure by one of these third parties to deliver on their commitment without an appropriate countermeasure could cause disruption to operations. The Company has adopted mitigating strategies including diversifying and not relying on single party providers and continually assesses such risk.

(j) Staff risk

Attracting, nurturing and retaining high-calibre staff is vital for the successful execution of the future ambition of the Company. Any turnover of key staff involved in the business and development of the Company's core technology and intellectual property may negatively impact the Company's business performance and growth. Their departure may result in the loss of critical knowledge, knowhow and information and the replacement of such key staff members may require time and further training. The Company's risk mitigation strategy involves creating a professional environment in which all staff members are able to progress personally and professionally with the Company.

(k) Protection of intellectual property rights

The Company has intellectual property protection plans but such plans may not be exhaustive enough for protection and defence. The legal standards relating to validity, enforceability and scope of protection of intellectual property rights are uncertain from country to country and effective patent, trademark, copyright and trade secret protection may not be available to the Company in all countries in which it has operations. Accordingly, the Company may not be able to prevent third parties from infringing upon or misappropriating its intellectual property. The Company may be required to incur significant expenses in monitoring and protecting its intellectual property rights and may initiate or otherwise be involved in litigation against third parties for infringement or to establish the validity of its rights. Any litigation, whether or not successful could result in significant expenses to the Company and cause a distraction to management.

(l) Failure to deal with rapid growth potential

The Company's business has the potential for rapid growth globally. Failure to properly manage his growth potential could harm the business and resulting to loss of the opportunity to become a market leader. The Company will require scale-up strategies and other resources including availability of financial resources, development of new technologies, recruitment of talent, training, integration and management of the staff as well as the need to satisfy customer requirements, execute strategic business plan or respond to market competition pressure. There can be no assurance that the Company will be able to successfully manage this rapid growth potential opportunity.

(m) Currency risk

The Company derives a majority of its revenue in the US dollars and has costs exposures mainly in US dollars, Australian dollars and Malaysian Ringgit. Accordingly, changes in the exchange rate between the American dollar, Australian dollar and Malaysian Ringgit will have direct effect on the performance of the Company.

(n) Reliance on distribution partners

Apart from strategic alliance partners and direct marketing, the Company's business model also depends on distribution partners who sell the Company's products and services globally. There is a risk that these partners will not perform within the expectations of the Company and this could potentially affect the financial performance of the Company.

(o) Government policy changes and legal risk

The Company's customers are situated from over 200 countries and territories and the Company's network covers over 200 countries and territories globally. The Company's operations in the countries in which it operates will be governed by the applicable laws and regulations in those countries. Breaches or non-compliance with these laws and regulations could result in penalties and other liabilities. These may have a material adverse impact on the assets, operations, performance, growth prospects and share price of the Company. Any governmental action or policy changes in relation to aspects such as access to customers, intellectual property protection, trade restrictions and taxation may also adversely affect the Company. These laws and regulations may also be amended from time to time, and any changes thereto are outside of the control of the Company. In addition, there is a commercial risk that legal action may be taken against the Company in relation to commercial matters.

5.3 General investment risks

The business activities of the Company are subject to various general economic and investment risks that may impact on the future performance of the Company. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. There are a number of general economic and investment risk factors that apply to companies generally and may include economic, financial, market or regulatory conditions. These risk factors include, but are not limited to, the following:

(a) Future capital requirements

The Company's ongoing activities are likely to require substantial further financing in the future for its business activities, in addition to amounts raised pursuant to the Offer. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the Offer Price or may involve restrictive covenants which limit the Company's operations and business strategy.

Although the Directors believe that additional capital can be obtained, there cannot be any assurance that appropriate capital or funding, if and when needed, will be available

on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce, delay or suspend its operations and which may result in a material adverse effect on the Company's activities and its ability to continue as a going concern.

(b) **Liquidity & volatility**

There is a risk that, particularly in times of security market turbulence or negative investor sentiment, there will not be a highly liquid market for the Company's Shares or that the price of the Company's Shares may decrease considerably. There may be relatively few buyers or sellers of Securities on ASX at any given time and the market price may be highly volatile.

This may result in holders wishing to sell their Shares in the Company in circumstances where they may receive considerably less than the price paid under the Offer (where applicable).

(c) **General economic conditions**

Economic conditions, both domestic and global, may affect the performance of the Company. Factors such as fluctuations in currencies, commodity prices, inflation, interest rates, supply and demand and industrial disruption may have an impact on operating costs and share market prices. The Company's future possible revenues and Securities prices can be affected by these factors, all of which are beyond the control of the Company and its Directors.

(d) **Equity market conditions**

Shares listed on a securities market, and in particular shares of small companies at any early stage of commercial development, can experience extreme price and volume fluctuations that are often been unrelated to the operating performances of such companies. The market price of Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. These security market conditions may affect the value of Shares regardless of the Company's operating performance.

General factors that may affect the market price of Shares include economic conditions in both Australia and internationally, investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

(e) **General changes in government policy & legislation**

Any material adverse changes in relevant government policies or legislation of Australia or internationally may affect the viability and profitability of the Company, and consequent returns to investors.

(f) **Investment risk**

The New Shares offered pursuant to this Offer Document should be considered speculative due to the nature of the Company's business. There cannot be any assurance as to payment of dividends, return of capital or the market value of New Shares. In particular, the price at which an investor may be able to trade New Shares may be above or below the price paid for those New Shares.

Prospective investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate having regard to their own particular circumstances.

(g) **Insurance**

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

(h) **Other**

Other risk factors include those normally found in conducting business, including litigation resulting from the breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise) or any other cause, strikes, lockouts, loss of service of key management or operational personnel, non-insurable risks, delay in resumption of activities after reinstatement following the occurrence of an insurable risk and other matters that may interfere with the business or trade of the Company.

6. Rights and Liabilities Attaching to New Shares

The New Shares issued under this Offer Document will be fully paid ordinary shares in the capital of the Company and will rank equally with the Existing Shares.

Full details of the rights and liabilities attaching to the New Shares are contained in the Constitution of the Company and, in certain circumstances, are regulated by the Corporations Act, the ASX Listing Rules and the common law. The Constitution is available for inspection free of charge at the Company's registered office.

The following is a broad summary (though not necessarily an exhaustive or definitive statement) of the rights and liabilities attaching to the Shares:

- (a) **Share capital:** All issued Shares rank equally in all respects.
- (b) **Voting rights:** Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per Share on a poll. Voting may be in person or by proxy, attorney or representative.
- (c) **Dividends:** Except as otherwise required by the Corporations Act and on the terms on which shares are on issue and the rights and restrictions attaching to shares, the Directors may from time to time:
 - (i) declare dividends (whether final or interim) to be paid to members on such terms, including the amount and the time for and the method of payment, as the Directors think fit; or
 - (ii) determine that a dividend is payable, fix the amount and time for payment.
- (d) **Future issues of securities:** Subject to the Corporations Act and the ASX Listing Rules, the Directors may issue, grant options over, or otherwise dispose of unissued shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.
- (e) **Transfer of Shares:** A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or the Board.
- (f) **Meetings and notices:** Each shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the ASX Listing Rules. Shareholders may requisition meetings in accordance with the Corporations Act.
- (g) **Liquidation rights:** The Company has one class of shares on issue, ordinary shares. Each ordinary Share ranks equally in the event of liquidation.
- (h) **Variation of rights:** Subject to the Corporations Act and ASX Listing Rules, the rights attached to the Shares may be varied in accordance with the Corporations Act
- (i) **Winding up:** Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company any surplus must be distributed among the shareholders of the Company.
- (j) **Shareholder liability:** As the Shares offered under this Offer Document are fully paid Shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

7. Additional Information

7.1 Continuous disclosure obligations

The Company is a “disclosing entity” for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. As a company listed on ASX, the Company is subject to the Chapter 6CA of the Corporations Act and the ASX Listing Rules which require it to immediately notify ASX of any information concerning the Company of which it is or becomes aware and which a reasonable person would expect to have a material effect on the price or value of Shares, subject to certain exceptions.

This Offer Document is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Eligible Shareholders should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to subscribe for New Shares under this Offer Document.

Copies of documents lodged with ASX in relation to the Company (including its corporate governance policies) may be obtained from the Company’s website (<https://www.flexiroam.com/>) or at the ASX market announcements platform (<https://www.asx.com.au/markets/trade-our-cash-market/todays-announcements>) using the Company’s ASX code ‘FRX’.

7.2 Summary of Underwriting Agreement

The Company has entered into an underwriting agreement with the Underwriter which sets out the terms and conditions of the Underwriting Commitment (**Underwriting Agreement**). The table below sets out a summary of the material terms of the Underwriting Agreement.

| Subject | Provision |
|---|--|
| Fees | The Underwriter will not be paid any fees in consideration for the Underwriting Commitment. |
| Termination of Underwriting Commitment – general | <p>The Underwriter may terminate its obligations under the Underwriting Commitment on the occurrence of the following termination events:</p> <ul style="list-style-type: none"> (a) (quotation): approval is refused or not granted to the quotation of the New Shares on ASX, or if granted, the approval is subsequently withdrawn, qualified (other than by customary conditions) or withheld; (b) (ASIC determination): ASIC makes a determination under section 708AA(3) of the Corporations Act and any such determination is not withdrawn before the Settlement Date; (c) (withdrawal): the Company withdraws the Offer Document or the Offer, or any circumstance arises after release of the Offer Document to ASX that results in the Company either repaying any money received from Applicants or offering Applicants an opportunity to withdraw their applications for New Shares and be repaid their Application Moneys; (d) (unable to issue New Shares): the Company is prevented from allotting or issuing the New Shares by applicable laws, an order of a court of competent jurisdiction or a Governmental Agency, within the time required by the ASX Listing Rules; (e) (insolvency): an Insolvency Event occurs in relation to the Company; or (f) (regulatory approvals): if a regulatory body withdraws, revokes or amends any regulatory approvals required for the Company to perform its obligations under this Agreement, |

| Subject | Provision |
|--|---|
| | such that the Company is rendered unable to perform its obligations under this Agreement. |
| Termination of Underwriting Commitment – subject to materiality | <p>The Underwriter may terminate their obligations under the Underwriting Commitment on the occurrence of the following events, provided that the event is reasonably likely to have a material adverse effect on the Company, the outcome of the Offer or the subsequent market for Shares, or result in a breach of applicable law:</p> <ul style="list-style-type: none"> • (Offer Document compliance): <ul style="list-style-type: none"> ○ a statement in the Offer Document is misleading or deceptive or likely to mislead or deceive; or ○ there is an omission from the Offer Document of material required by section 708AA of the Corporations Act (or ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84, if applicable); • (default): the Company is in material default of any of the obligations under the Underwriting Agreement or breaches any warranty, representation or undertaking given under the agreement which is incapable of remedy, or is not remedied by the date on which notice must given to the Underwriter of the New Shares for which they must subscribe • (material change): an event occurs which is, or is likely to give rise to an adverse change in the assets, liabilities, financial position or performance, profits, losses or prospects of the Group from the position at the Offer Document Date; • (contravention): the Company contravenes any of the following: <ul style="list-style-type: none"> ○ any law, regulation, authorisation, ruling, consent, judgment, order or decree of any governmental agency; ○ its Constitution; ○ a security interest or document which is binding on the Company or an asset of the Company; or • (hostilities): in respect of any one or more of Australia, New Zealand, the United States of America, the United Kingdom, Hong Kong, the People’s Republic of China, Singapore or any member state of the European Union: <ul style="list-style-type: none"> ○ hostilities not existing at the date of this Agreement are commenced; ○ a major escalation in existing hostilities occurs (whether war is declared or not); ○ a declaration is made of a national emergency or war; or ○ a major terrorist act is perpetrated. |
| Entitlement to fees on discontinuance of Offer | The Underwriter will not be entitled to any fees on discontinuance of the Offer. |

The Underwriting Agreement otherwise contains provisions considered customary for an agreement of that nature (including representations and warranties).

7.3 Expenses of the Offer

The total expenses of the Offer are estimated to be in the order of \$30,000 (excluding GST), assuming full subscription under the Offer.

8. Glossary

8.1 Defined terms

In this Offer Document, the following terms have the following meanings:

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| Acceptance | A valid acceptance of an Entitlement and application for New Shares by an Eligible Shareholder. |
| Acceptance Form | The entitlement and acceptance form accompanying this Offer Document. |
| Application Moneys | The moneys payable by Eligible Shareholders who apply for New Shares under the Offer or the Top-up Facility. |
| ASIC | The Australian Securities & Investments Commission. |
| Associate | Has the meaning given to that term in sections 10 to 17 of the Corporations Act. |
| ASX | ASX Limited (ACN 008 624 691), including the financial market operated by it as the Australian Securities Exchange. |
| ASX Listing Rules | The listing rules of ASX. |
| ASX Settlement | ASX Settlement Pty Ltd (ACN 008 504 532). |
| ASX Settlement Rules | The ASX Settlement Operating Rules. |
| Board | The Company's Board of Directors. |
| Business Day | A day: <ul style="list-style-type: none"> (a) that is a business day as defined in the ASX Listing Rules; and (b) which is not a Saturday, Sunday, public holiday or bank holiday in Perth, Western Australia. |
| CHES | The Clearing House Electronic Sub-register System operated by ASX Settlement. |
| Closing Date | The closing date of the Offer, being 5.00pm (WST) on 18 July 2024. |
| Company | Flexiroam Limited (ACN 143 777 397). |
| Constitution | The constitution of the Company. |
| Corporations Act | The <i>Corporations Act 2001</i> (Cth). |
| Director | A director of the Company as at the Offer Document Date. |
| Eligible Jurisdictions | Australia, New Zealand, Singapore, Malaysia and Hong Kong. |

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| Eligible Shareholder | A Shareholder who: <ul style="list-style-type: none"> (a) is a registered holder of Shares on the Record Date; (b) has a registered address in an Eligible Jurisdiction as shown in the Share Registry; (c) is not in the USA or a US Person or acting for the account of or benefit of a US Person; and (d) is eligible under all applicable securities laws to receive the Offer. |
| Entitlement | The number of New Shares for which an Eligible Shareholder is entitled to apply under the Offer, as determined by the number of Shares held by that Shareholder at the Record Date. |
| Existing Share | A share issued before the Offer Document Date. |
| Existing Shareholder | A holder of an Existing Share. |
| GST | Goods and services tax levied under the <i>A New Tax System (Goods and Services Tax) Act 1999</i> (Cth). |
| Holding Statement | A holding statement for Securities under CHESS or Security Holder Reference Number. |
| Ineligible Shareholder | A Shareholder as at the Record Date whose registered address is not situated in an Eligible Jurisdiction. |
| New Shares | The Shares that may be issued under this Offer Document pursuant to the Offer. |
| Offer | A non-renounceable, pro-rata rights offer to Eligible Shareholders under this Offer Document, to subscribe for 1 New Share for every 18 Shares held at the Record Date, at an issue price of \$0.025 per New Share, to raise up to approximately \$1,038,232.70 (before costs). |
| Offer Document | This offer document dated 27 June 2024, including any electronic or online version of this offer document. |
| Offer Document Date | The date of this Offer Document. |
| Offer Period | The period commencing on the Opening Date and ending on the Closing Date. |
| Offer Price | The price at which a New Share is offered to Eligible Shareholders under the Offer, being \$0.025 per New Share. |
| Opening Date | The opening date of the Offer, being 5 July 2024. |
| Option | An option to subscribe for a Share. |
| Privacy Act | The <i>Privacy Act 1988</i> (Cth). |
| Record Date | The date at which eligibility of Shareholders to participate in the Offer is determined, being 5:00pm (WST) on 3 July 2024 or such other date as may be determined by the Directors, subject to the ASX Listing Rules. |

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| Section | A section of this Offer Document. |
| Securities | Has the meaning given to that term in section 92(4) of the Corporations Act, including a Share and an Option. |
| Share | A fully paid ordinary share in the capital of the Company. |
| Share Registry | The Company's share registry service provider at the Offer Document Date, being Automic Pty Ltd (ACN 152 260 814). |
| Shareholder | The holder of a Share. |
| Shortfall | The New Shares offered under the Offer for which valid Acceptances are not received from Eligible Shareholders before the Closing Date. |
| Top-up Facility | The facility by which Eligible Shareholders can apply for additional New Shares, as described in Section 2.5. |
| Underwriter | Richmond Bridge Pty Ltd (ACN 084 510 501) as trustee for the Richmond Bridge Superannuation Fund. |
| Underwriting Agreement | Has the meaning given to that term in Section 7.2. |
| Underwriting Commitment | Has the meaning given to that term in Section 2.8. |
| USA | The United States of America. |
| US Person | Any person in the USA or any person that is, or is acting for the account or benefit of, a "U.S. person" (as defined in Regulation S under the US Securities Act). |
| US Securities Act | The Securities Act of 1933 (USA), as amended. |
| WST | Australian Western Standard Time, being the time in Perth, Western Australia. |