

# DOUGH LIMITED

## ACN 108 042 593

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## PROSPECTUS

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For the offer of:

- (a) up to 34,722,222 Shares at an issue price of \$0.072 per Share to Eligible Shareholders, to raise up to \$2,500,000 (**SPP Offer**); and
  - (b) 10,000,000 Options, exercisable at \$0.108 each on or before the date that is 3 years from the date of issue of the Options, to the Lead Manager (or its nominees) (**Lead Manager Options Offer**); and
  - (c) 1,000 Shares in the capital of the Company at an issue price of \$0.072 per Share to raise \$72 (before expenses) (**Cleansing Offer**),
- (together, the **Offers**).

### SECURITY PURCHASE PLAN INFORMATION

The SPP is currently scheduled to close at 5:00pm (WST) on 23 December 2021. Valid applications must be received by that time. Details of how to apply for Shares are set out in the SPP Application Form accompanying this Prospectus.

### IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser. The Securities offered under this Prospectus should be considered speculative.

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## 1. CORPORATE DIRECTORY

### Directors

Steve Bellotti  
*Non-Executive Chairman*

Andrew Taylor  
*Managing Director & CEO*

Patrick Tuttle  
*Non-Executive Director*

Bert Mondello  
*Non-Executive Director*

Leanne Graham  
*Non-Executive Director*

### Company Secretary

Derek Hall

### ASX Code

DOU

### Registered Office

Level 7  
44 Market Street  
SYDNEY NSW 2000

Telephone: +61 (0) 8 6380 2555

Email: [help@dough.com](mailto:help@dough.com)  
Website: [www.dough.com](http://www.dough.com)

### Share Registry\*

Automic Group Share Registry  
Level 5  
126 Phillip Street  
SYDNEY NSW 2000

Telephone: 1300 288 664

### Lawyers

Steinepreis Paganin  
Lawyers and Consultants  
Level 4, The Read Buildings  
16 Milligan Street  
PERTH WA 6000

### Auditors

RSM Australia Partners  
Level 13  
60 Castlereagh Street  
SYDNEY NSW 2000

### Lead Manager

Canaccord Genuity (Australia)  
Limited  
Level 4, 60 Collins Street  
Melbourne VIC 3000

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

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## 2. TIMETABLE AND IMPORTANT NOTES

### 2.1 Timetable

Action	Date*
Record Date of SPP	3 December 2021
Announcement of SPP and Placement	6 December 2021
Lodgement of Prospectus with the ASIC and ASX	9 December 2021
Opening Date of Offers under the Prospectus	9 December 2021
Issue of Shares under the Placement	10 December 2021
Closing Date of the SPP Offer and announcement of the results of the SPP Offer	23 December 2021
Closing Date of the Lead Manager Options Offer	23 December 2021
Issue of Securities under the Offers (other than the Cleansing Offer)	4 January 2022
Closing Date of the Cleansing Offer	5 January 2022

\* These dates are indicative only and may change without prior notice.

\*\* Subscribers under the SPP Offer should ensure that they have lodged their Application Form by this date.

### 2.2 Important Notes

This Prospectus is dated 9 December 2021 and was lodged with the ASIC on that date. The ASIC, the ASX and their officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Applications for Securities offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

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

### 2.3 ASIC Instrument

In certain circumstances, a listed company may undertake a share purchase plan in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC Instrument**). The ASIC Instrument allows a share purchase plan to be conducted without the use of a prospectus once in any consecutive 12-month period.

The ASIC Instrument only applies to the offer of securities under a share purchase plan where a company's securities have not been suspended from quotation on ASX for more than a total of five days during the shorter of:

- (a) the period during which the class was quoted; and
- (b) the period of 12 months before the day on which the offer is made.

As the Company's securities were suspended from quotation for more than five days in the previous 12 months, the Company is unable to rely on the relief granted by the ASIC Instrument and, therefore, is undertaking the security purchase plan (**SPP**) under this Prospectus.

## **2.4 Target Market Determination**

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of Lead Manager Options issued under this Prospectus. The Company and the Lead Manager will only distribute this Prospectus to those investors who fall within the target market determination (**TMD**) as set out on the Company's website ([www.douugh.com](http://www.douugh.com)). By making an application under the Lead Manager Options Offer, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

## **2.5 Web Site – Electronic Prospectus**

A copy of this Prospectus can be downloaded from the website of the Company at [www.douugh.com](http://www.douugh.com). If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you 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.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

## **2.6 Risk Factors**

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 7. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

## **2.7 Overseas Investors**

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue in this Prospectus.

## **2.8 Forward-looking statements**

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of our Company, the Directors and our management.

We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

We have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this prospectus, except where required by law.

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 6 .

## **2.9 Disclaimer**

No person is authorised to give any information or to make any representation in connection with the Offers described in this Prospectus which is not contained in this Prospectus. Any information not so contained may not be relied upon as having been authorised by the Company or any other person in connection with the Offers. You should rely only on information in this Prospectus.

## **2.10 Investment Advice**

This Prospectus does not provide investment advice and has been prepared without taking account of your financial objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional investment advice before subscribing for securities under this Prospectus.

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### 3. BACKGROUND TO THE OFFERS

#### 3.1 Overview

As announced on 6 December 2021, the Company is intending to raise up to approximately \$8,000,000 to fund its growth working capital requirements via:

- (a) a SPP, pursuant to which the Company will seek to raise up to \$2,500,000, through the issue of up to 34,722,222 Shares at an issue price of \$0.072 per Share, with the capacity to accept oversubscriptions to raise up to a further \$2,000,000 through the issue of up to a further 27,777,778 Shares; and
- (b) a placement of 76,388,889 Shares to professional and sophisticated investors at an issue price of \$0.072 per Share, to raise a total of \$5,500,000 (**Placement**).

In addition, the Company is seeking to issue 10,000,000 Options exercisable at \$0.108 on or before the date that is three years from their date of issue (**Lead Manager Options**) to the Lead Manager (defined below) (or its nominees) in part consideration for services provided in respect of the SPP and Placement.

Together, the SPP Offer, Lead Manager Options Offer and the Cleansing Offer are referred to as the Offers.

In the event that less than \$2,500,000 is applied for under the SPP Offer by Eligible Shareholders, the Directors will seek to place that number of Shares at an issue price of \$0.072 per Share to raise up to \$2,500,000 when combined with the amount raised under the SPP Offer (**Shortfall Offer**) up to a maximum of \$2,000,000.

The Company intends to apply the funds raised under the Placement and the SPP towards research and development, marketing and working capital (refer to Section 5.1 for further detail).

Further details in relation to the Placement and the SPP are set out in the ASX announcement released on 6 December 2021 (**Capital Raising Announcement**).

#### 3.2 Background to the Placement

As set out above, the Company has received firm commitments for and intends to issue 76,388,889 Shares to professional and sophisticated investors at an issue price of \$0.072 per Share to raise a total of \$5,500,000 pursuant to the Placement. The Shares issued under the Placement are expected to be issued on 10 December 2021, pursuant to the Company's existing placement capacity under ASX Listing Rules 7.1 and 7.1A. Further details are set out in Section 5.1.

#### 3.3 Background to the SPP and the SPP Offer

As announced on 6 December 2021, the Company is offering Shareholders who were registered as holders of Shares at 5:00pm (WST) on 3 December 2021 (the **Record Date**) and whose registered address is in Australia (**Eligible Shareholders**) the opportunity to subscribe for a maximum of \$30,000 worth of new Shares at an issue price of \$0.072 per Share, to raise up to an aggregate of \$2,500,000 (before costs) under the Company's SPP. This is a 18% discount to the VWAP for Shares calculated over the last five (5) days on which sales of the Shares were recorded before the date of announcement of the SPP.

The Shares offered under the SPP Offer are being offered pursuant to this Prospectus. Further details in respect of the SPP Offer are set out in Sections 4.1 and 5.1.

### **3.4 Background to the Lead Manager Options Offer**

As announced on 6 December 2021, the Company has engaged Canaccord Genuity (Australia) Limited (ACN 075 071 466) (AFSL: 234 666) to act as the lead manager to the Placement and SPP (**Canaccord or Lead Manager**).

The engagement commenced on 26 May 2021 and will continue until the later of the completion of the SPP Offer and a period of six (6) months.

In consideration for its services as Lead Manager, the Company has agreed to pay Canaccord:

- (a) a management fee of 2% of the gross amount raised under the Offers (plus GST);
- (b) a capital raising fee of 4% of the gross amount raised under the Placement (plus GST); and
- (c) 10,000,000 Options exercisable at \$0.108 on or before the date that is three years from their date of issue (being, the Lead Manager Options).

Please refer to Sections 4.3 and 5.1 for further details regarding the Lead Manager Options Offer.



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## **4. DETAILS OF THE OFFERS**

### **4.1 The SPP Offer**

The SPP Offer is an offer to each Eligible Shareholder to subscribe for a maximum of \$30,000 worth of new Shares at an issue price of \$0.072 per Share. Fractional entitlements will be rounded up to the nearest whole number.

The Company will issue the Shares pursuant to ASX Listing Rule 7.2, Exception 5 and, accordingly:

- (a) the total number of Shares issued under the SPP will not equate to more than 30% of Shares on issue at the issue date of the Shares; and
- (b) the issue price of the Shares (being \$0.072 per Share) is equal to or greater than 82% of the VWAP of Shares for the five days in which trading in the Shares occurred before the date of the announcement of the SPP Offer.

All of the Shares offered under the SPP Offer pursuant to this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 6.2 for further information regarding the rights and liabilities attaching to the Shares.

The purpose of the SPP Offer is set out in Section 5.1. The SPP Offer is non-renounceable, which means that Eligible Shareholders may not transfer their rights to any Shares offered under the SPP Offer.

### **4.2 Eligibility to participate in SPP Offer**

Only Eligible Shareholders may participate in the SPP Offer. 'Eligible Shareholders' for the purpose of the SPP Offer are Shareholders:

- (a) who were registered holders of Shares on the Record Date; and
- (b) whose registered address was in Australia or New Zealand.

If you are the only registered Shareholder of a holding of Shares, but you receive more than one SPP Offer (for example because you hold Shares in more than one capacity), you may only apply for one parcel of Shares with a value of up to \$30,000. The Company reserves the right to reject any application for Shares under this Prospectus to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

Participation in the SPP Offer is optional and is subject to the terms and conditions set out in this Prospectus.

### **4.3 Shortfall Offer**

In the event that less than \$2,500,000 is applied for under the SPP Offer by Eligible Shareholders, the Directors will seek to place any Shares not taken up pursuant to the SPP Offer under the Shortfall Offer (**Shortfall Shares**).

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will close on the SPP Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.072, being the price at which Shares are being offered under the SPP Offer.

The allocation of Shortfall Shares will be at the absolute discretion of the Board. Accordingly, do not apply for Shortfall Shares unless instructed to do so by the Company.

#### **4.4 The Lead Manager Options Offer**

The Lead Manager Options Offer is an offer of 10,000,000 Options to the Lead Manager in part consideration for services provided to the Company in respect of the Placement and the SPP.

The Lead Manager Options will be issued under the Company's existing placement capacity under ASX Listing Rules 7.1 and 7.1A.

The Lead Manager Options will be exercisable at \$0.108 each on or before 5:00 pm (WST) on the date that is three years from the date of issue and otherwise on the terms set out in Section 6.1. All of the Shares issued upon exercise of the Lead Manager Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 6.2 for further information regarding the rights and liabilities attaching to the Shares.

The purpose of the Lead Manager Options Offer is set out in Section 5.1.

#### **4.5 The Cleansing Offer**

By the Cleansing Offer under this Prospectus, the Company invites investors identified by the Directors to apply for up to 1,000 Shares at an issue price of \$0.072 per Share to raise \$72 (before costs).

The Offer will only be extended to specific parties on invitation from the Directors. Application Forms will only be provided by the Company to these parties.

All of the Shares offered under the Cleansing Offer will rank equally with Shares on issue at the date of this Prospectus. Please refer to Section 6.2 for further information regarding the rights and liabilities attaching to the Shares offered pursuant to the Cleansing Offer.

The purpose of the Cleansing Offer is cleanse the Shares issued to employees under the Company's Employee Share and Option Plan which vested to eligible employees on 29 October 2021. These Shares have been under a holding lock awaiting the issue of this Prospectus.

#### **4.6 Minimum subscription**

There is no minimum subscription to the Offers.

#### **4.7 Not underwritten**

The Offers are not underwritten.

#### **4.8 Lead Manager**

As set out above, the Company has appointed Canaccord as the Lead Manager to the Placement and the SPP.

Further details in respect of the appointment of the Lead Manager and the fees payable to the Lead Manager are set out in Section 3.4, the Capital Raising Announcement.

## 4.9 Applications

### Shares under the SPP Offer

Eligible Shareholders may apply under the SPP Offer by completing the SPP Application Form accompanying this Prospectus in accordance with the instructions outlined on the SPP Application Form.

Pursuant to the SPP Offer, Eligible Shareholders may apply for a maximum of \$30,000 worth of Shares. Eligible Shareholders may participate by selecting one of the following options to purchase Shares under the SPP Offer:

	SPP Application Amount	Number of Shares which may be purchased
Offer A	\$2,000	27,778
Offer B	\$5,000	69,445
Offer C	\$10,000	138,889
Offer D	\$15,000	208,334
Offer E	\$20,000	277,778
Offer F	\$30,000	416,667

Where the amount applied for results in a fraction of a Security the number of Shares issued will be rounded up to the nearest whole Security.

Completed Application Forms and payment of the application moneys must be mailed or delivered to the address set out on the Application Form, with sufficient time to be received by or on behalf of the Company by **no later than 5.00pm (WST) on the SPP Closing Date**.

The Company reserves the absolute discretion to scale back applications under the SPP Offer to the extent and in the manner it sees fit. If the Company undertakes a scale back, you will receive the number of Shares determined by the Company in its absolute discretion which may be less than the number of Shares applied for. In this case, the difference between the application moneys received and the number of Shares allocated to you multiplied by the issue price per SPP Share may be refunded to you by direct credit (to your nominated account recorded on the Company's share register) or by cheque as soon as practicable, without interest.

If you require assistance in completing a SPP Application Form, please contact the Company on +61 (0) 8 6380 2555.

### Lead Manager Options under the Lead Manager Options Offer

The Lead Manager Options Offer will only be extended to the Lead Manager (or its nominees). Accordingly, the Lead Manager Options Offer Application Form will only be provided to the Lead Manager (or its nominees).

No subscription monies are payable for the Lead Manager Options offered pursuant to this Prospectus as the Lead Manager Options are being issued in part consideration for services provided to the Company (refer to Section 3.4 for further detail).

Completed Application Forms must be mailed or delivered to the address set out on the Application Form, with sufficient time to be received by or on behalf of the Company by **no later than 5.00pm (WST) on the Lead Manager Options Offer Closing Date**.

#### Shares under the Cleansing Offer

Applications for Shares under the Cleansing Offer must be made by investors at the direction of the Company and must be made using the relevant Application Form accompanying this Prospectus in accordance with the instructions outlined in the Application Form.

Completed Application Forms and cheques must be mailed or delivered to the address set out on the Application Form, with sufficient time to be received by or on behalf of the Company by **no later than 5.00pm (WST) on the Cleansing Offer Closing Date**.

The Company reserves the right to close the Cleansing Offer early.

#### **4.10 Payment – SPP Offer**

##### **(a) By cheque/bank draft**

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to **“Dough Limited”** and crossed **“Not Negotiable”**.

Your completed SPP Application Form and cheque must be received by the Company's share registry by no later than 5:00pm (WST) on the SPP Closing Date.

##### **(b) Payment by EFT or BPAY®**

For payment by EFT or BPAY®, please follow the instructions on the SPP Application Form.

You can only make a payment via:

- (i) EFT if you are a holder of an account that supports EFT transactions to an Australian bank account; or
- (ii) BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

Please note that should you choose to pay by EFT or BPAY®:

- (iii) you do not need to submit the SPP Application Form but are taken to have made the declarations on that SPP Application Form; and
- (iv) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your application monies.

**It is your responsibility to ensure that your EFT or BPAY® payment is received by the share registry by no later than 5:00pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and**

**you should therefore take this into consideration when making payment. Any application monies received for more than your final allocation of Shares (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.**

#### **4.11 Issue of Securities**

Issue of Securities under the Offers will be issued in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus. Application moneys will be held in a separate subscription account until the Shares are issued. This account will be established and kept by the Company in trust for each Applicant. Any interest earned on the application moneys will be for the benefit of the Company and will be retained by the Company irrespective of whether any Shares are issued and each Applicant waives the right to claim any interest.

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.

Where the number of Shares issued is less than the number applied for, the surplus moneys will be returned by cheque as soon as practicable after the Closing Date. Where no issue of Shares is made, the amount tendered on application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on moneys refunded.

#### **4.12 ASX listing**

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made within 7 days of the date of this Prospectus. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

The Company will not apply for Official Quotation of any of the Options issued pursuant to this Prospectus.

#### **4.13 Restrictions on the distribution of the Prospectus**

The Offers do not, and are not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

The Offers are not being extended and Securities will not be issued to investors with a registered address which is outside Australia.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up Shares on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that

there has been no breach of such laws and that all approvals and consents have been obtained.

#### **4.14 Enquiries**

Any questions concerning the Offers should be directed to the Company Secretary, on +61 08 6380 2555.

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## 5. PURPOSE AND EFFECT OF THE OFFERS

### 5.1 Purpose of the Offers

#### Placement and SPP Offer

The primary purpose of the SPP Offer and the Placement is to raise up to approximately \$8,000,000 (before costs and assuming full subscription).

The funds raised from the SPP Offer together with the Placement are planned to be used in accordance with the table set out below:

Proceeds of the SPP Offer and Placement	(\$)	%
Research and development <sup>1</sup>	\$2,100,000	26.25%
Marketing <sup>2</sup>	\$4,700,000	58.75%
Working capital	\$800,000	10.00%
Expenses of the Offers (including the Lead Manager Fees) <sup>3</sup>	\$400,000	5.00%
<b>Total</b>	<b>\$8,000,000</b>	<b>100.0%</b>

#### **Notes:**

1. Research and development to accelerate the Company's product development roadmap to launch new services in the United States and to launch it's the Company's service in Australia.
2. Marketing activities to increase the level of customer acquisition originally planned across key digital channels such as Google, YouTube, Facebook and Instagram.
3. Refer to Sections 3.4 and 8.8 for further details relating to the fees payable to the Lead Manager and the estimated expenses of the Offers (respectively).

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

If there is a shortfall under the SPP Offer, the Directors have reserved the right to place the shortfall pursuant to the Shortfall Offer.

On completion of the Placement and SPP Offer, the Board believes the Company will have sufficient working capital to achieve the above objectives. However, to the extent the SPP Offer is not fully subscribed and the shortfall is not placed under the Shortfall Offer, the Company will firstly scale back research and development by up to \$600,000 followed by marketing by up to \$1,900,000 while it seeks alternative sources of funding (as required).

#### Lead Manager Options Offer

The Lead Manager Options Offer is being made such that the relief provided under ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80 with respect to the on-sale provisions of section 707 of the Corporations Act is available.

Specifically, if the Lead Manager Options are issued with disclosure under this Prospectus, then the Shares issued upon the exercise of any of the Lead Manager Options can be on-sold within 12 months of their issue, without a disclosure document for the on-sale offer.

No funds will be raised under the Lead Manager Options Offer as the Lead Manager Options are being issued for nil cash consideration in part consideration for services provided to the Company by the Lead Manager.

#### Cleansing Offer

The primary purpose of the Cleansing Offer is to cleanse the Shares issued to employees under the Company's Employee Share and Option Plan which vested to eligible employees on 29 October 2021.

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

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
  - (i) a prospectus is lodged with the ASIC 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) a prospectus is lodged with ASIC 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 body that are in the same class of securities as the relevant securities.

All funds raised from the Cleansing Offer will be applied towards the expenses of the Offers.

## **5.2 Effect of the Offers**

The principal effect of the Offers and the Placement, assuming the Company issues the maximum number of Securities under the Offers but no oversubscriptions under the SPP Offer will be to:

- (a) increase the cash reserves by \$8,000,000 (before deducting the estimated expenses of the Placement and the SPP Offer) immediately after completion of the Placement and the SPP Offer; and
- (b) increase the number of Shares on issue from 665,682,969 to 776,795,080 Shares following completion of the Offer; and
- (c) increase the number of Options on issue from 109,714,214 to 119,714,214 Shares following completion of the Offers.

## **5.3 Effect on capital structure**

The effect of the Offers and the Placement on the Company's capital structure (assuming no oversubscriptions under the SPP Offer) is set out below.



Shares <sup>1</sup>	Number
Shares currently on issue <sup>1</sup>	665,682,969
Shares offered the Placement <sup>1,2</sup>	76,388,889
Shares offered under the SPP Offer	34,722,222
Shares offered under the Cleansing Offer	1,000
<b>Total Shares on issue on completion of the Placement and Offers<sup>3</sup></b>	<b>776,795,080</b>

**Notes:**

1. The rights and liabilities attaching to the Shares are summarised in Section 6.2.
2. The Company intends to issue these Shares on 10 December 2021.
3. This assumes the SPP Offer and the Placement is fully subscribed and no existing Options on issue are exercised. If the Company accepted oversubscriptions in full, the number of Shares issued under the SPP Offer would increase by 27,777,778 Shares and the total Shares on issue would increase to 804,572,858 Shares.

Options	Number
Unlisted Options exercisable at various dates and prices	5,148,165
Unlisted Options exercisable at \$0.04 each on or before 31 July 2024	30,000,000
Unlisted Options exercisable at \$0.04 each on or before 31 August 2024	74,566,049
Options offered under the Lead Manager Offer <sup>1</sup>	10,000,000
<b>Total Options on issue on completion of the Placement and Offers<sup>2</sup></b>	<b>119,714,214</b>

**Notes:**

1. The terms of the Lead Manager Options are summarised in Section 6.1. Refer to Section 3.4 for further detail regarding the terms of engagement of the Lead Manager.
2. This assumes no existing Options on issue are exercised.

Performance Shares	Number
Class A Performance Shares <sup>1</sup>	25,000,000
Class B Performance Shares <sup>2</sup>	25,000,000
Class C Performance Shares <sup>3</sup>	25,000,000
Performance Shares offered under the Placement and Offers	Nil
<b>Total Performance Shares on issue on completion of the Placement and Offers<sup>4</sup></b>	<b>75,000,000</b>

**Notes:**

1. Convert to Shares upon the first to occur of the acquisition of 10,000 customer accounts or achievement of \$100,000 monthly recurring revenue for 3 consecutive calendar months. The performance rights expire on 6 October 2023.
2. Convert to Shares upon the first to occur of the acquisition of 12,500 customer accounts or achievement of \$125,000 monthly recurring revenue for 3 consecutive calendar months. The performance rights expire on 6 October 2023.

3. Convert to Shares upon the first to occur of the acquisition of 25,000 customer accounts or achievement of \$250,000 monthly recurring revenue for 3 consecutive calendar months. The performance rights expire on 6 October 2023.
4. This assumes no milestones for the existing performance rights are achieved.

Performance Rights <sup>1</sup>	Number
Class A Performance Rights <sup>2</sup>	5,650,000
Class B Performance Rights <sup>3</sup>	5,650,000
Class C Performance Rights <sup>4</sup>	6,650,000
Performance Rights offered under the Placement and Offers	Nil
<b>Total Performance Rights on issue on completion of the Placement and Offers</b>	<b>17,950,000</b>

**Notes:**

1. The issue of the Performance Rights was approved by Shareholders at the Company's annual general meeting held on 30 November 2021 and were issued on 7 December 2021.
2. Convert to Shares upon the Company's 10-day VWAP being equal or greater than a market capitalisation of \$50,000,000. The performance rights expire on 6 December 2024.
3. Convert to Shares upon the Company's 10-day VWAP being equal or greater than a market capitalisation of \$65,000,000. The performance rights expire on 6 December 2024.
4. Convert to Shares upon the Company's 10-day VWAP being equal or greater than a market capitalisation of \$80,000,000. The performance rights expire on 6 December 2024.
5. This assumes no milestones for the existing performance rights are achieved.

## 5.4 Pro-forma balance sheet

The audited balance sheet as at 30 June 2021 and the pro-forma balance sheet as at 30 June 2021 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

	Audited 30 June 2021	Proforma (Following Placement and Offers)
	\$	\$
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	10,325,223	17,465,223
Trade and other receivables	265,007	265,007
<b>TOTAL CURRENT ASSETS</b>	<b>10,590,230</b>	<b>17,730,230</b>
<b>NON-CURRENT ASSETS</b>		
Plant and equipment	53,358	53,358
Intangibles	71,571	71,571
<b>TOTAL NON-CURRENT ASSETS</b>	<b>124,929</b>	<b>124,929</b>
<b>TOTAL ASSETS</b>	<b>10,715,159</b>	<b>17,855,159</b>

	Audited 30 June 2021	Proforma (Following Placement and Offers)
	\$	\$
<b>CURRENT LIABILITIES</b>		
Trade and other payables	1,806,590	1,806,590
Other liabilities	510,706	510,706
<b>TOTAL CURRENT LIABILITIES</b>	<b>2,317,296</b>	<b>2,317,296</b>
<b>TOTAL LIABILITIES</b>	<b>2,317,296</b>	<b>2,317,296</b>
<b>NET ASSETS / (LIABILITIES)</b>	<b>8,397,863</b>	<b>15,537,863</b>
<b>EQUITY</b>		
Issued capital	25,198,242	32,648,334
Reserves	710,541	1,464,610
Accumulated losses	(17,510,920)	(18,575,081)
<b>TOTAL EQUITY / (DEFICIENCY)</b>	<b>8,397,863</b>	<b>15,537,863</b>

The pro-forma balance sheet has been prepared assuming the Company issues the maximum number of Securities under the Offers but no oversubscriptions under the SPP Offer and no existing Options are exercised prior to the Record Date and including expenses of the Offers.

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

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## 6. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

The following is a summary of the more significant rights and liabilities attaching to the Options and Shares being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Securityholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

### 6.1 Terms and conditions of the Lead Manager Options

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.108 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on or before 3 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(i) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

## **6.2 Rights and liabilities attaching to Shares**

(a) **General meetings**

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

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

**(b) Voting rights**

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

- (i) each Shareholder 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 Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder 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 each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

**(c) Dividend rights**

Subject to 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 declare a dividend to be paid 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 from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX 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.

**(d) Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set

such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, 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.

(e) **Shareholder liability**

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

(f) **Transfer of shares**

Generally, shares in the Company 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 and the ASX Listing Rules.

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of Shares contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

Under 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 (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Alteration of constitution**

In accordance with the Corporations Act, 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. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

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## **7. RISK FACTORS**

### **7.1 Introduction**

The Securities offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this Section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Securities.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

### **7.2 Company specific**

In addition to the general market and economic risks noted in Section 7.3, investors should be aware of the risks specific to an investment in the Company. The major risks are described below.

#### **(a) COVID-19 Pandemic**

The occurrence of the COVID-19 pandemic has resulted in significant market uncertainty in global equity, currency, finance, trade and commodity markets. The effects of this pandemic are far-reaching and uncertain outcomes may impact the timing and viability of further investment in the Company and the Company's operations generally. Global financial markets have been severely impacted by this pandemic and such impacts may affect the ability of the Company to raise equity and debt.

To date, COVID-19 has not had any material impact on the Company's operations, however, any infections at the Company or to any of the Company's personnel could result in operations being suspended or otherwise disrupted for an unknown period of time which may have an adverse impact and adverse implications on future cash flows, profitability and financial condition.

The general level of economic uncertainty caused by the COVID-19 pandemic may also adversely impact the company's operations, financial position and prospectus.

The Company has implemented appropriate controls and will continue to review this response based on the latest guidance from health professionals and the government as the situation develops.

#### **(b) Rate of Customer adoption**

The Company is currently in the early stages of establishing its presence in the US and Australia, and its ability to profitably scale its business is heavily reliant on adoption and usage rates of its customer base to



increase revenues from subscription fees, interest income on deposits and debit card interchange fees, and to achieve profitable operations.

Failure to expand in this way may materially and adversely impact the Company's ability to achieve economies of scale and to optimise its systems and may therefore adversely impact the Company's ability to achieve future profitability.

The Company's growth strategy also includes the introduction of new services and technologies, such as a wealth management program and cashback rewards. There is a risk that expansion initiatives may result in additional costs and risks or may not deliver the outcomes intended. This strategy depends on increasingly expanding its customer base.

Specifically, the Company's future revenue prospects are heavily contingent upon both:

- (i) consumer adoption rates; and
- (ii) the use of the Dough products by users.

The Company currently earns revenue predominantly from debit card interchange transaction fees and acquisition of brokered deposits sourced from partner banks. An increase in revenue generation requires greater use of Dough products by customers and for the Company to continue to increase the number of registered users.

The Company's success, growth and expansion could be impacted by a number of factors including but not limited to:

- (i) failure to increase adoption and usage of the Dough App and products;
- (ii) Dough's ability to meet users' demands for new products in a timely manner;
- (iii) cost-effectiveness and pricing of Dough's product offering;
- (iv) the availability of competing products in the market (including new market entrants);
- (v) software/product capabilities and performance;
- (vi) the ability to anticipate and quickly respond to changing technology, opportunities, regulatory requirements, industry standards or consumer requirements in the industry (i.e. first mover advantage); and
- (vii) Dough's reputation.

The Company cannot guarantee that it will continue to increase its revenue from existing or new users.

There is also the risk that the marginal cost to acquire a new user may increase or be higher than anticipated.

If the Company fails in the execution of its marketing campaign and user adoption strategies, and consequently cannot attract additional users to

the Douugh App, this may have an adverse impact upon the financial position of the Company.

(c) **Loss of Customers**

In addition to attracting new users through marketing and adoption strategies, the Company's revenue is dependent upon existing users and their continued use of the Douugh App. Part of the Company's expansion strategy is also dependent upon new users being attracted to the Company's products via existing foundational users. Accordingly, the Company must support its existing and future user base to ensure that they continue to support and use the Company's products, and support any future product offerings. If the Company fails to retain its existing users, this is likely to affect the Company's financial performance.

(d) **Cost of direct marketing**

The growth of new direct users of the Company's products depends in part on the effectiveness of the direct marketing efforts. There is a risk that the Company's direct advertising and direct marketing channels may become less effective or more expensive as a result of:

- (i) increased competition or costs associated with bidding for search engine key words;
- (ii) increased competition or cost for online and social media advertisements;
- (iii) changes to the algorithms or terms of services for search engines, such as Google, which may cause the Company to be ranked lower or excluded from search results; and
- (iv) reduced effectiveness of mass marketing.

Additionally, Douugh's user acquisition strategy is substantially based on the support provided by loyal brand advocates who may not be effective in referring new members or acquisition of new customers.

If the costs of direct advertising materially increase, these brand advocates are ineffective, or the effectiveness of the Company's direct marketing strategies decreases, the Company may be unable to continue to grow at the expected rate or profitably, which would have a material adverse effect on the Company's business, financial condition, operating and financial performance, and/or growth.

(e) **Demand Risk**

Douugh's business has the potential to grow rapidly. If that occurs and Douugh fails to properly manage that growth, then that failure could harm its business. Any failure to properly meet customer demand could adversely affect the Company, including demand for the Company's products and services, revenue collection, customer satisfaction and public perception.

(f) **Contractual risks**

The Company's operations and success are underpinned by various material agreements and the Company is reliant upon counterparties

continuing to fulfil their obligations under these contracts. A failure by those parties to perform such obligations under these contracts, or the termination of these contracts, could adversely affect the Company. There can be no assurance that the Company would be successful in attempting to enforce any of its rights through legal action.

Key infrastructure required to facilitate the conduct of transactions via the Company's products is provided by third parties who deliver the requisite expertise and regulatory approvals to undertake the processing performed.

The Company's business is still at a relatively early stage and contractual partnerships are not as diversified as they might be for a more mature business. The loss of key partners may materially and adversely impact the Company's operations, revenue and profitability, and increase expenses to sign up new partners to replace those lost.

(g) **Banking Performance**

The Company's core proposition revolves around fostering financial wellness through a proprietary AI money assistant and delivering business model innovation via a SaaS offering, as opposed to offering traditional banking products.

The Company relies on its partnership arrangements to provide banking operations such as its debit card and bank accounts. Any failures or disruptions to these partners in the provision of their banking services may impact the financial performance of the Company.

(h) **Protection of Intellectual Property**

The Company's business depends in part on its ability to commercially exploit its technology and intellectual property, and it relies on laws relating to patents, trade secrets, copyright and trademarks to assist in protecting its proprietary rights. However, there is a risk that unauthorised use or copying of patents, software, data, specialised technology or platforms will occur.

The Company's competitors or other third parties may have intellectual property rights and interests which could potentially come into conflict with the Company's. A patent does not grant the holder of the patent the right to freely or commercially practice the patent. There may also be patents currently registered in Australia or any other jurisdiction (e.g. the United States of America) which would restrict the Company from operating with the invention as disclosed in the Company's patent applications. If any trademark or patent infringement or other intellectual property claims against the Company is successful, the Company may not have a legal right to continue to develop, produce, use or sell products that are adjudicated to have infringed third parties' intellectual property rights. The Company may be legally required to expend significant resources to redesign its products so that they do not infringe third parties' intellectual property rights, or it may be required to obtain relevant licenses to avoid further infringements. Intellectual property litigation against the Company could significantly disrupt its business, divert its management's attention, or consume much of its financial resources.

The Company cannot give any assurance that counterfeiting or imitation of its products will not occur in the future or, if it does occur, that it will be able to detect or address the problem effectively. Any occurrence of counterfeiting or imitation of its products or other breaches of intellectual property rights could negatively affect the Company's reputation and brand name, lead to loss of consumer confidence in its brands, and, as a consequence, adversely affect its operations. Any litigation to prosecute infringements upon the Company's rights and products is likely to be expensive and may divert the management's attention, as well as other resources, away from its business. If the intellectual property of the Company is compromised, this may have an adverse impact upon the financial position of the Company.

(i) **Improving Technology**

The Company's business is predominantly based upon the success of its products. As with all new technology, there is the risk that the technology underlying it will be superseded by other rapidly developing technologies which have an advantage over the functionality and usability of the Company's products. If the Douogh App is superseded by other more efficient and customer friendly applications, this may have an adverse impact upon the financial position of the Company.

(j) **New Technologies/Services**

New products and services planned by the Company may be delayed in development, may not be capable of cost-effective commercialisation, or may not be supported or adopted by new or existing customers. Accordingly, products in development may not be released to the market, or released in time, and there is no guarantee that these new developments will be successful at driving increases in customers or revenue.

Furthermore, expenditure on research and development technologies is often uncertain or unproven and may yield no results or results different to what is expected. Investments in new technologies, products and processes may not yield the required return on those products for the Company to generate a return above cost.

(k) **Competitor Risk**

The fintech sector is highly competitive with many new entrants seeking to develop and commercialise their products. Though the market is still in early stages of development, there are already several key actors offering products and services in the same sector.

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

If the Company is unable to compete effectively with new entrants into the market, or attract new customers or expand into new jurisdictions, its financial performance may be materially impacted and reduce the

value of an investment in Shares. A general increase in competition may also require the Company to increase marketing expenditure or offer lower fees to its partners, which would decrease profitability even if the Company's market share does not decrease.

The emergence of mobile digital wallet products by established technology companies pose a risk to the Company's products, in circumstances where those products are bank and card agnostic, allowing customers to utilise different payment sources and methods, which may compete directly with the Company and redirect users away from the Company's product offering. The Company's products also compete with banking mobile applications to the extent that consumers use those applications to pay their bills and accordingly increased funding to the technology sector of the banks and any improved functionality and product offering to those applications may adversely affect the Company.

**(l) Fraud Risk**

Although the Company may not be directly exposed to risks imposed by fraudulent conduct, an increase in fraudulent activities on any of its products may result in a materially adverse impact to the Company's reputation, which would result in the Company bearing costs to rectify and safeguard its business operations, and to protect its products against further fraudulent activity.

**(m) Disruption Risk**

The Company depends on the constant real-time performance, reliability and availability of its technology platforms, communications systems, servers and the internet in order to provide its services. Many potential operational issues are outside the Company's control. There is a risk that these systems may be adversely affected by disruption, failure, service outages or corruption of the Company's IT network and information systems that may occur as a result of bugs, viruses and other destructive or disruptive software as well as natural disasters, power outages, terrorist attacks and similar events. Any disruption or failure of the Company's technology systems, including those provided by third party providers may adversely affect the Company's business and financial position.

There is a risk that repeated availability failures may result in a decline in customers. This may also materially and adversely impact the Company's financial performance, including a reduction in revenue from completed transactions and an increase in the costs associated with servicing customers through the disruption, as well as negatively impacting the Company's reputation.

In addition, the Company will depend on the ability of its partners and users to access the internet. Should access to the internet be disrupted or restricted, usage of the Company's products may be adversely impacted.

**(n) Security and Data Breaches**

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

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

(o) **General Change of Law and Regulation Risk**

The Company's and its business are subject to a broad range of laws, regulations and industry compliance requirements.

There is a risk the Company may fail to comply in all material respects with all the laws, regulations and industry rules relating to the markets and industry in which it operates. If the Company does not meet regulatory requirements it may be exposed to fines or other penalties, it may be forced to pay compensation or it may even be suspended or have its authorisations cancelled, in which case it may not be able to continue to provide some or all of the services it currently provides. In such circumstances, the Company's financial position and business may be adversely impacted.

(p) **Reputation risks**

Maintaining the strength of the Company's reputation is important to retaining and increasing its end customer base, maintaining its relationships with its current customers and partners and other service providers and successfully implementing the Company's business strategy. There is a risk that unforeseen issues or events may adversely impact the Company's reputation. This may adversely impact the future growth and profitability of the Company. The Company's reputation is also closely linked to the timely and accurate provision of services to users. There is a risk that the Company's actions and the actions of the Company's suppliers may adversely impact the Company's reputation. Any factors that diminish the Company's reputation could result in customers, or other parties ceasing to do business with the Company, impede its ability to successfully operate its product, negatively affect its future business strategy and materially and adversely impact the Company's financial position and performance.

(q) **Domain name risks**

The Company's business depends to some extent on customers being attracted to its various products including the Company's website. The Company has registered its domain name, [www.dough.com](http://www.dough.com). However, should the Company not renew or otherwise lose control of its domain name, it would lose all traffic directed to the Company Website and its various web applications, which would adversely affect the Company's revenue.

(r) **Operational risk**

The Company will be exposed to operational risks present in the current business including risks arising from system failure, failure of security and physical protection systems, customer services, staff skills and performance, and product development and maintenance. Operational risk has the potential to have a material adverse effect on

the Company's financial performance and position as well as reputation. The Company will endeavour to take appropriate action or obtain appropriate insurance to mitigate these risks, however, certain residual risk will remain with the Company.

(s) **Dough portfolio risk**

Through the Dough platform, customers have the opportunity to transfer different investment products. There are a number of factors (both national and international) that may affect the value of these investment products. Should these values decrease rapidly, there is a risk that customers will withdraw their investment products from the platform which can adversely impact the Company.

(t) **Insurance arrangements**

The Company intends to ensure that insurance is maintained within ranges of coverage that the Company believes to be consistent with industry practice and having regard to the nature of activities being conducted. No assurance, however, can be given that the Company will be able to obtain such insurance coverage at reasonable rates or that any coverage it arranges will be adequate and available to cover any such claims.

(u) **Government policy and regulatory risk**

Changes in relevant taxation, interest rates, other legal, legislative and administrative regimes, and Government policies in Australia or the US, may have an adverse effect on the assets, operations and ultimately the financial performance of the Company. These factors may ultimately affect the financial performance of the Company and the market price of its securities.

The Company may be exposed to the evolving regulations governing banks and the financial services sector. In addition, the Company will have to navigate any differences in regulatory regimes that will occur from operating in multiple jurisdictions.

In addition to the normal level of income tax imposed on all industries, the Company may be required to pay government royalties, indirect taxes, GST and other imposts which generally relate to revenue or cash flows. Industry profitability can be affected by changes in government taxation policies.

(v) **The Company may be subject to additional legal or regulatory requirements in the future**

The legal and regulatory regime applicable to the Company, and the industry rules under which the Company operates, is subject to change.

Changes in laws, regulations, government policy and industry rules may positively or negatively affect the Company and the attractiveness of an investment in the Company. The Company cannot predict what changes to laws, regulations and industry rules may be made in the future or the impact that these changes may have on its business. In addition, if the amount and/or complexity of new laws, regulations and industry rules increase, the cost of compliance and the risk of non-compliance to the

Company may also increase. This may have an adverse impact on the financial performance and prospects of the Company.

In addition, there is potential that the Company may become subject to additional legal or regulatory requirements if its business, operations, strategy or geographic reach expand in the future. This may potentially include financial services licensing, or other licencing or regulatory requirements or similar limitations of the conduct of its business.

(w) **Reliance on Key Personnel**

The emergence and development of the Company's business has been largely due to the talent, effort, experience and leadership of its board of directors, key employees and Management personnel, especially Mr Andy Taylor. The Company is substantially dependent on the continued service of experienced managerial and highly qualified technical staff to develop and operate its technology and to direct operational staff to manage the operational, sales, compliance and other functions of its business.

There is no assurance that the Company will be able to retain the services of such persons or that there will be no detrimental impact on the performance of the Company or its growth potential if one or more of the key management personnel cease their engagement with the Company and suitable replacements are not identified or engaged in a timely manner.

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

(x) **Hiring Risk**

The labour market in the technology sector is competitive. The Company's ability to attract and retain the best talent to help the Company grow will be a determinative factor in its success. Accordingly, any loss of talent may adversely impact the Company's revenue and profitability.

(y) **Limited Trading History**

Although the Company believes that its proposed operations and business model will be successful, the Company is a start-up company with limited trading history and any number of factors could adversely affect the operations and business model of the Company.

Given the Company's limited trading history, there is no guarantee that the proposed marketing and customer adoption strategies of the Company will be successful to achieve a sizeable adoption rate by Customers of its products and/or market share.

(z) **Privacy and Protection Risk**

One area of particular concern is that of data privacy and protection. The Company's products may be impacted by informational privacy laws. Such laws differ from jurisdiction to jurisdiction.



In Australia, the collection, use, storage and disclosure of "personal information" is principally regulated by the Privacy Act. The Privacy Act does not prohibit the Company from operating its products; but it could in certain circumstances impose additional compliance obligations on the Company. The compliance obligations under the Privacy Act only extend to "personal information".

In the event the Company collects personal information, the Company will be required to comply with the compliance regime under the Privacy Act will apply to the Company in respect of the collection, use, storage and disclosure of that "personal information". Any failure of the Company to comply with the requirements of personal information storage and collection of personal information, or associated data breach in the security of such personal information, may negatively impact the Company.

(aa) **Hacker risk; Technology / disruption / corruption / systems failure**

Security concerns and the possibility of data corruption and data manipulation are particular concerns with the ongoing confidence in applications in general and the adoption of short-range wireless technology. Where consumers perceive that the Company's product may be insecure and open to being hacked, then its utilisation may be impacted. This may ultimately impact on the success of the Company.

Similarly, the threat of the hacking of communications over the internet between devices may similarly impact uptake of the Company's product.

The perception of risk associated with the theft of devices on which consumers are running the Company's product may also have a significant impact on the uptake of the Company's product.

Whilst the Company has sought to incorporate security aspects in its products, no assurance can be given that they are immune from the usual range of application issues.

To mitigate any risks associated with security, the Company will be integrating changes continuously to keep its products secure.

(bb) **Execution Risk**

Notwithstanding the number of existing partnerships held by the Company, there may be a risk in the future that the Company is unable to find local banks to partner with in new jurisdictions, or they will need to agree on onerous contractual terms, or that an established banking relationship may be lost. This may adversely impact the Company's revenue and profitability.

### **7.3 General risks**

(a) **Investment risk**

There are a number of risks associated with any stock market investment. The market price of Shares can be expected to rise and fall in accordance with general market conditions and factors and there can be no certainty that, following listing, an active market for the Shares will develop.

The value of the Shares will be determined by the stock market and will be subject to a range of factors beyond the control of the Company or its Directors. These factors include movements in local and international stock exchanges, local interest rates and exchange rates, domestic and international economic and political conditions, government taxation, market supply, competition and demand and other legal, regulatory or policy changes.

The trading price after listing may also be affected by the financial and operating performance of the Company.

**(b) Share Market Risk**

The market price of Shares and other securities can be expected to rise and fall in accordance with general market conditions and factors specifically affecting Australian technology companies and technology companies with operations in the US.

There are a number of factors (both national and international) that may affect the share market price and neither the Company nor its Directors have control of these factors.

**(c) Management actions**

Directors of the Company will, to the best of their knowledge, experience and ability endeavour to anticipate, identify and manage the risks inherent in the activities of the Company, but without assuming any personal liability for the same, with the aim of eliminating, avoiding and mitigating the impact of risks on the performance of the Company and its security.

**(d) Taxation**

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation point of view and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for Shares under this Prospectus.

**(e) Force majeure events**

Acts of terrorism, an outbreak of international hostilities or fires, floods, earthquakes, labour strikes, pandemics, civil wars and other natural disasters may cause an adverse change in investor sentiment with respect to the Company specifically or the stock market more generally, which could have a negative impact on the value of an investment in the Shares.

**(f) Speculative nature of investment**

The above list of risk factors ought not to be taken as an exhaustive list of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may

materially affect the financial performance of the Company and the value of the Shares offered under the Offer. The Shares issued under the Offer carry no guarantee in respect of profitability, dividends, return of capital or the price at which they may trade on the ASX. Potential investors should therefore consider an investment in the Company as speculative and should consult their professional advisers before deciding whether to apply for New Shares under the Offers.

(g) **Exposure to adverse macroeconomic conditions**

The Company's business depends on users transacting through its products, which in turn is affected by such macroeconomic conditions as unemployment, interest rates, customer confidence, economic recessions, downturns or extended periods of uncertainty or volatility. This may impact the Company's ability to generate revenue.

## **7.4 Speculative investment**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Securities offered under this Prospectus.

Therefore, the Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Securities.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

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## **8. ADDITIONAL INFORMATION**

### **8.1 Litigation**

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

### **8.2 Continuous disclosure obligations**

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a “transaction specific prospectus”. 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 attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

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

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the annual financial report most recently lodged by the Company with the ASIC;

- (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
- (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company or an ASIC office during normal office hours.

Details of documents lodged with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below:

Date	Description of Announcement
9 December 2021	Dough partners with Lemonade to offer insurance products
7 December 2021	Change of Director's Interest Notices x5
7 December 2021	Notification regarding unquoted securities - DOU
6 December 2021	Proposed issue of securities – DOU
6 December 2021	Proposed issue of securities - DOU
6 December 2021	\$8m capital raise to continue Dough's outstanding US growth
2 December 2021	Trading Halt
30 November 2021	Results of Meeting
25 November 2021	Dough to launch cash rewards offering via Chrome extension
15 November 2021	JobKeeper payments notification
10 November 2021	Response to ASX Price Query
9 November 2021	Dough grows US customer base 42% month-on-month in October
4 November 2021	Dough seals global BaaS partnership with Railsbank
29 October 2021	Application for quotation of securities - DOU
29 October 2021	Application for quotation of securities - DOU
29 October 2021	Notice of Annual General Meeting/Proxy Form
21 October 2021	Date of AGM and Closing Date for Director Nominations
21 October 2021	Dough Investor Presentation - October 2021
21 October 2021	Quarterly Activities/Appendix 4C Cash Flow Report

Date	Description of Announcement
20 October 2021	Dough launches App based MGM feature to accelerate growth
14 October 2021	Dough partners with Zero Hash to launch Crypto offering
11 October 2021	Dough doubles its US customer base in Q1FY22
30 September 2021	Appendix 4G and Corporate Governance Statement
30 September 2021	Annual Report to shareholders

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website: [www.Dough.com](http://www.Dough.com).

### 8.3 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the most recent dates of those sales were:

	Price	Date
Highest	\$ 0.115	10 November 2021
Lowest	\$0.059	4 October 2021
Last	\$0.082	8 December 2021

### 8.4 Details of substantial holders

Based on publicly available information as at 6 December 2021, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	% <sup>1</sup>
The Digital Bakery Limited	191,676,612	28.79

**Note:**

1. Calculated on the basis there are 665,682,969 Shares on issue.

In the event all Entitlements are accepted there will be no change to the substantial holders on completion of the Offers.

The Company has confirmed that no existing Shareholder (other than the Digital Bakery Limited who already holds more than 19.9%) will increase its Shareholding to above 19.9% as a result of the Placement or the Offers.

## 8.5 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any 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 the Offers pursuant to this Prospectus; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner or director, either to induce them to become, or to qualify them as, a Director or otherwise for services rendered by them or by the firm in connection with the formation or promotion of the Company or the Offers.

### Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is set out in the table below.

Director	Shares <sup>1</sup>	Options <sup>2</sup>	Performance Shares <sup>3</sup>	Performance Rights <sup>4</sup>
Steve Bellotti	4,062,618	1,107,987	1,107,987	1,500,000
Andrew Taylor	191,676,612	52,275,440	52,275,440	10,000,000
Patrick Tuttle	3,310,788	902,942	902,942	1,500,000
Bert Mondello	15,196,041	Nil	Nil	4,200,000
Leanne Graham	Nil	Nil	Nil	750,000

#### Notes:

- 1. Fully paid ordinary shares in the capital of the Company (ASX: DOU).
- 2. Exercisable at \$0.04 each with an expiry date of 31 July 2024.
- 3. Refer to Section 5.3 for the vesting conditions of the Performance Shares.
- 4. Refer to Section 5.3 for the vesting conditions of the Performance Rights.

### Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$300,000 per annum.

A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors.

Director	Remuneration for the year ended 30 June 2021	Remuneration for the year ended 30 June 2022
Steve Bellotti	\$30,000	\$129,352 <sup>1</sup>
Andrew Taylor	\$295,921	\$842,949 <sup>2</sup>
Patrick Tuttle	\$30,000	\$129,352 <sup>3</sup>
Bert Mondello	\$261,500 <sup>4</sup>	\$370,178 <sup>5</sup>
Leanne Graham	\$6,666	\$84,676 <sup>6</sup>

**Notes:**

1. Comprising salary of \$40,000 and share-based payments of \$89,352 (being the value of the Performance Rights which were approved by Shareholders at the AGM for a period of 2 years).
2. Comprising salary of \$250,000 inclusive of superannuation (superannuation component was \$21,771 in the prior year) and share-based payments of \$592,949 (being the value of the Performance Rights which were approved by Shareholders at the AGM for a period of 2 years).
3. Comprising salary of \$40,000 and share-based payments of \$89,352 (being the value of the Performance Rights which were approved by Shareholders at the AGM for a period of 2 years).
4. Comprising salary of \$146,000 and share-based payments of \$115,500.
5. Comprising technical services fee of \$120,000 to a related entity and share-based payments of \$250,178 (being the value of the Performance Rights which were approved by Shareholders at the AGM for a period of 2 years).
6. Comprising salary of \$40,000 and share-based payments of \$89,352 (being the value of the Performance Rights which were approved by Shareholders at the AGM for a period of 2 years).

## 8.6 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,



holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offers; or
- (f) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offers.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay Steinepreis Paganin \$10,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$141,930.90 (excluding GST and disbursements) for legal services provided to the Company.

Canaccord Genuity (Australia) Limited (ACN 075 071 466) (AFSL: 234 666) has acted as the Lead Manager to the Company in relation to the Offers. The fees the Lead Manager will receive for these services are set out in Section 3.4. During the 24 months preceding lodgement of this Prospectus with the ASIC, the Lead Manager has been paid fees totalling \$620,000 (excluding GST and disbursements) for lead manager services provided to the Company.

RSM Australia Partners (ABN 36 965 185 036) (**RSM**) prepared the audited financial information which has been included in this Prospectus. During the 24 months preceding lodgement of this Prospectus with the ASIC, RSM has been paid fees totalling \$64,500 (excluding GST and disbursements) for auditing services provided to the Company.

## **8.7 Consents**

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

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and

- (b) in light of the above, only 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 included in this Prospectus with the consent of that party as specified in this Section.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Canaccord has given its written consent to being named as the Lead Manager to the Company in this Prospectus. Canaccord has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

RSM has given its written consent to being named as the auditor to the Company in this Prospectus. RSM has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

## 8.8 Estimated expenses of Offers

The total expenses of the Offers are estimated to be approximately \$400,000 (excluding GST) and are expected to be applied towards the items set out in the table below:

Expense	(\$)
ASIC Fees	3,206
ASX Fees	9,971
Lead Manager Fees	374,823
Legal Fees	10,000
Miscellaneous, printing and other expenses	2,000
<b>Total</b>	<b>\$400,000</b>

## 8.9 Electronic Prospectus

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

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company on +61 8 6380 2555 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or Prospectus or any of those documents were incomplete or altered.

## **8.10 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship**

The Company will not be issuing Share certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

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

## **8.11 Privacy Act**

If you complete an application for Shares, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

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

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

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

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**9. DIRECTORS' 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 the ASIC.



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**Derek Hall**  
**Company Secretary**  
**For and on behalf of**  
**Dough Limited**

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## 10. DEFINITIONS

**\$** means Australian dollars.

**Applicant** means an investor who applies for Shares pursuant to the Offers.

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

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

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.

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

**ASX Settlement Operating Rules** means the settlement rules of the securities clearing house which operates CHES.

**Board** means the board of Directors unless the context indicates otherwise.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

**Canaccord or Lead Manager** means Canaccord Genuity (Australia) Limited (ACN 075 071 466) (AFSL: 234 666)

**Cleansing Offer** has the meaning given to that term in Section 3.1.

**Cleansing Closing Date** means the closing date of the Cleansing Offer as specified in the timetable in Section 2.1.

**Closing Date** means the date specified in the timetable in Section 2.1 (unless extended or brought forward).

**Company** means Douough Limited (ACN 108 042 593).

**Constitution** means the constitution of the Company as at the date of this Prospectus.

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

**Directors** means the directors of the Company as at the date of this Prospectus.

**Eligible Shareholder** has the meaning given to that term in Section 3.3.

**Entitlement** means the entitlement of an Eligible Shareholder to participate in the SPP Offer.

**Lead Manager Options** has the meaning given to that term in Section 3.1.

**Lead Manager Options Offer** has the meaning given to that term on the cover page of this Prospectus.

**Lead Manager Options Offer Closing Date** means the closing date of the Lead Manager Options Offer.

**Offers** means the the SPP Offer, the Cleansing Offer and the Lead Manager Options Offer.

**Official Quotation** means official quotation on ASX.

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

**Performance Right** and **Performance Share** means a right to acquire a Share, subject to satisfaction of any vesting conditions.

**Placement** has the meaning given to that term in Section 3.1.

**Prospectus** means this prospectus.

**Record Date** means the record date of the SPP, being 5.00pm (WST) on 3 December 2021.

**RSM** means RSM Australia Partners (ABN 36 965 185 036).

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

**Shareholder** means a shareholder of the Company.

**Share Registry** means Automic Group (ACN 152 260 814).

**SPP** means security purchase plan.

**SPP Application Form** means the Application Form for the SPP.

**SPP Closing Date** means the closing date of the SPP Offer.

**SPP Offer** has the meaning given to that term on the cover page of this Prospectus.

**WST** means western standard time as observed in Perth, Western Australia.