Cirralto Limited

ACN 099 084 143

Entitlement Issue Prospectus

For a pro-rata non-renounceable entitlement issue of one (1) Option for every four (4) Shares held by those Shareholders registered at the Record Date at an issue price of $0.001 per Option to raise up to $395,935 (before costs of the offer) (**Offer**).

The Offer is not underwritten
The Offers close at 5.00pm AEST on Friday, 25 September 2020

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Options being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser. This document may not be distributed in the United States.

The Options offered by this Prospectus should be considered as speculative.

Corporate Directory

Directors

Peter Richards – Chairman

Adrian Floate – Managing Director

Stephen Dale – Non-Executive Director

Howard Digby – Non-Executive Director

Company Secretary

Justyn Stedwell

Solicitor to the Offer

Nova Legal
Level 2, 50 Kings Park Road
West Perth WA 6005

ASX Code

CRO

Registered Office and Principal Place of Business

Suite 103, Level 1

2 Queen Street, Melbourne, VIC 3000

Share Registry*

Automic Registry Services

Level 5, 126 Phillip Street

Sydney, NSW 2000

Auditor*

Nexia Perth Audit Services Pty Ltd

Level 3, 88 William Street

Perth, WA 6000

* These parties have no involvement in the preparation or issue of this Prospectus and have not consented to being named in this Prospectus. Their names appear for information purposes only.

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Indicative Timetable

Lodgement of Prospectus with the ASIC	Monday 7 September 2020
Lodgement of Prospectus & Appendix 3B with ASX	Monday 7 September 2020
Ex date	Thursday 10 September 2020
Record Date for determining Entitlements	Friday 11 September 2020
Opening Date	Wednesday 16 September 2020
Prospectus despatched to Shareholders & Company announces despatch has been completed	Wednesday 16 September 2020
Closing Date*	Friday 25 September 2020
Options quoted on a deferred settlement basis	Monday 28 September 2020
ASX notified of under subscriptions	Wednesday 30 September 2020
Issue date	Friday 2 October 2020
Quotation of Options issued under the Offer*	Monday 5 October 2020

** This timetable is indicative only and subject to the Corporations Act and the ASX Listing rules, the Company reserves the right to change the above dates. The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such the date the Options are expected to commence trading on ASX may vary.*

Important Notes

Shareholders should read this document in its entirety and, if in doubt, should consult their professional advisers. The Options the subject of this Prospectus should be considered highly speculative.

This Prospectus is dated 7 September 2020 (**Prospectus**) and a copy of this Prospectus was lodged with the ASIC on that date.

The ASIC and ASX take no responsibility for the content of this Prospectus.

The expiry date of the Prospectus is 13 months after the date the Prospectus was lodged with the ASIC. No Options will be issued on the basis of this Prospectus after the expiry date.

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

Applications for Options offered pursuant to this Prospectus can only be submitted on an original Entitlement and Acceptance Form which accompanies this Prospectus.

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 in any place in which, or to any person to whom, it would not be lawful to make such an offer.

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.

The Company reserves the right not to accept an Entitlement and Acceptance Form from a person if it has reason to believe that when that person was given access to the electronic Entitlement and Acceptance 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.

This Prospectus contains forward-looking statements which are identified by words such as ‘could’, ‘believes’, ‘may’, ‘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 the Company, and its Directors and management.

The Company cannot and does 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.

The Company has 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 5 of this Prospectus.

Risk Factors

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

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can effectively manage them is limited.

The business, assets and operations of the Company are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future. These risks can impact on the value of an investment in the securities of the Company. The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can effectively manage them is limited. The risks associated with an investment in the Company are outlined in Section 5.

1. Company Update

1.1 Background

The Company is an Australian company incorporated in Victoria that specialises in Business Payments products and software solutions.

The Company delivers collaborative digital commerce solutions to enable the effective and seamless transfer of data from multiple, disparate software systems in one standardised technology solution. Cirralto has licensing agreements with third party software vendors that enable it to provide integrated SOE solutions to its customers.

1.2 Products

The Company is a software and payments solutions provider that enables businesses to transact seamlessly and efficiently. The Company's licensed product suite, which the Company has announced its intent to acquire under the acquisition of Appstablishment Software Group Pty Ltd (announced December 6, 2019), consists of business productivity software solutions and innovative business to business (B2B) dynamic payment products. The Company is transitioning to a digital payments company that makes processing B2B payments easier for its customers.

The Company has started processing payments with more than $1.7m currently processed by customers through the Spenda platform. Cirralto earns an average merchant fee of 1.45% of the total value of transactions processed.

The Spenda platform consists of B2B digital payments product, SpendaCollect, B2C payments product, SpendaPay and the SpendaPOS business management platform.

SpendaCollect is a collaborative payment system that connects the buyer and seller, enabling them to balance their ledgers and for customers, to make accurate, reconciled payments via their preferred payment method. While SpendaCollect has applications in both the B2B and B2C market, Cirralto has focused on the B2B market because of the revenue acceleration it delivers with relatively few merchants.

SpendaPay is a fully integrated B2C retail payment solution is seamless and flexible for retailers and their customers, allowing businesses to accept more payment options faster.

SpendaPOS is an elite Point of Sale (POS) system that lets retail businesses quickly and easily take payments with complete access to past and present transaction data with ease. The platform can integrate with small business cloud accounting software seamlessly.

2. Details of the Offer

2.1 The Offer

The Offer is being made as a pro-rata non-renounceable entitlement issue of one (1) Option for every four (4) Shares held by those Shareholders registered at the Record Date at an issue price of $0.001 per Option to raise up to $395,935 (before costs of the Offer) being up to approximately 395,935,727 Options.

Fractional Entitlements will be rounded down to the nearest whole number.

Each Option will be exercisable at $0.025, on or before the expiry date of 28 July 2023. All of the Options offered under this Prospectus will be issued on the terms and conditions set out in Section 4.1 of this Prospectus.

All of the Shares issued upon the future exercise of the Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.2 for further information regarding the rights and liabilities attaching to the Shares.

Details of the purpose and effect of the Offer are set out in Section 3 of this Prospectus.

2.2 Minimum Subscription

There is no minimum subscription.

2.3 Opening and Closing Dates of the Offer

The Opening Date of the Offer will be Wednesday, 16 September 2020 and the Closing Date will be Friday, 25 September 2020 at 5.00pm AEST.

The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so.

2.4 Acceptance

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Prospectus. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for the maximum Entitlement.

No Payment by cheque/bank draft

Due to the Government's direction for people to remain in their residence and other restrictions under the Public Health (COVID-19 Restrictions on Gathering and Movement) Order (No 4) 2020 and for the purposes of public health and safety, payments in cash or by cheque will not be accepted.

Payments may only be made by electronic funds transfer (EFT) or BPAY® in the manner set out below.

You may participate in the Entitlement Offer as follows:

(a) if you wish to accept your **full Entitlement**:

  (i) refer to the Entitlement and Acceptance Form which specifies the payment amount for your full Entitlement; and

(ii) make a BPAY® payment or EFT in respect of your full Entitlement by following the instructions on the Entitlement and Acceptance Form; or

(b) if you only wish to accept **part of your Entitlement**:

(i) calculated the payment amount for the portion of your Entitlement that you wish to take up by completing the Partial Entitlement section of the Entitlement and Acceptance Form; and

(ii) make a BPAY® payment or EFT in respect of the portion of your Entitlement that you wish to take up by following the instructions on the Entitlement and Acceptance Form; or

(c) if you accept your full Entitlement and also wish to participate in the Shortfall Offer:

(i) complete the Shortfall Offer section in the Entitlement and Acceptance Form; and

(ii) make a BPAY® payment or EFT of the total payment amount for your Full Entitlement AND your participation in the Offer by following the instructions on the Entitlement and Acceptance Form; or

(d) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

It is your responsibility to ensure that your BPAY® payment or payment by EFT is received by the Share Registry by no later than 5.00pm (AEST) 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.

The Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

In light of the substantial delays in postage times as a result of the COVID-19 virus, and the period the Entitlement Offer is open, it is considered unlikely that Entitlement and Acceptance Forms that are posted with a payment by cheque will be received by the Company in time for the Company to accept under the application. In light of this, and for the reasons outlined in Section 3.1 above, the Company has resolved that payments must be made by BPAY® or by EFT and may not be made by cheque.

As such, Applicants do NOT need to return their completed Entitlement and Acceptance Forms to the Company.

2.5 Underwriting

The Offer is not underwritten.

2.6 Effect on Control of the Company

In addition, Shareholders should note that if they do not participate in the Offer, their holdings, upon the future exercise of the Options, are likely to be diluted by approximately 20% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus).

2.7 Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer.

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Option to be issued under the Shortfall Offer shall be $0.001 being the price at which Options have been offered under the Offer.

Eligible Shareholders (other than Directors and related parties) who take up their Entitlement in full may, in addition to their Entitlement, apply for Shortfall Options by completing the Entitlement and Acceptance Form in accordance with the instructions on that form. It is possible that there will be no Shortfall Options available for issue.

Subject to the above, the Directors reserve the right, subject to the Corporations Act and Listing Rules, to place Shortfall Options at their discretion, to reject any application for Shortfall Options or to grant a lesser number of Shortfall Options than applied for. Applicants for Shortfall Options will be bound to accept a lesser number of Shortfall Options allocated to them than applied for. If a lesser number is allocated, excess application money will be refunded without interest as soon as practicable following issue of the Shortfall Options.

Notwithstanding the above, no Shortfall Options will be allocated or issued to any related party of the Company (including Directors and their associates) or to any person to the extent that the Company is aware that to do so would result in a breach of the Corporations Act, the Listing Rules or any other relevant legislation or law, including without limitation, a breach of section 606 of the Corporations Act.

2.8 ASX Listing

In the event that the Company receives sufficient applications to meet the requirements for quotation of a second class of securities under the ASX Listing Rules, application for Official Quotation of the Options offered pursuant to this Prospectus will be made in accordance with the timetable set out at the commencement of this Prospectus. If ASX does not grant Official Quotation of the Options offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of this Prospectus, (or such period as varied by the ASIC), the Options will remain on issue as unquoted Options.

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

2.9 Issue of Options

Options issued pursuant to the Offer will be allotted in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus.

Options issued pursuant to the Shortfall Offer will be allotted on a progressive basis. Where the number of Options issued is less than the number applied for, or where no allotment is made surplus application monies will be refunded without an interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

Pending the allotment and issue of the Options or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for Options issued under the Offer will be mailed in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus and for Shortfall Options issued under the Shortfall Offer as soon as practicable after their issue.

2.10 Overseas Shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Options these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Options will not be issued to Shareholders with a registered address which is outside Australia and New Zealand.

New Zealand

The Options are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of New Options is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Nominees and custodians

Nominees and custodians may not distribute this Prospectus (including an Entitlement and Acceptance Form), and may not permit any beneficial Shareholder to participate in the Offer, in any country outside of Australia and New Zealand. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

2.11 Clearing House Electronic Sub-Register System (CHESS) and Issuer Sponsorship

The Company will not be issuing option certificates. The Company is a participant in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS 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 Options allotted 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 CHESS 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.

2.12 Privacy Act

If you complete an application for Options, 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 or Optionholder, facilitate distribution payments and corporate communications to you as a Shareholder or Optionholder 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 Share Registry 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 Entitlement and Acceptance Form, the Company may not be able to accept or process your application.

2.13 Enquiries

Any questions concerning the Offer should be directed to the Company at 1300 682 108 or by email to shareholder@cirralto.com.au.

3. Purpose and Effect of the Offer

3.1 Purpose of the Offer

The purpose of the Offer is to reward Shareholders for their loyalty. The Offer will also serve to help maintain Shareholder loyalty and Share ownership for Shareholders.

In addition, the Offer will raise up to $395,935 (before costs). The funds raised from the Offer are planned to be used in accordance with the table below:

Item	Proceeds of the Offer	Full Subscription ($)	%
1.	Expenses of the Offer[1]	$28,751	7.3%
2.	Marketing	$180,000	45.5%
3.	Investor relations	$50,000	12.6%
4.	Working capital	$137,184	34.6%
	Total	**$395,935**	**100%**

Note: Refer to Section 6.8 of this Prospectus for further details relating to the estimated expenses of the Offers.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) 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.

3.2 Effect on capital structure

The effect of the Offer on the capital structure of the Company (assuming all Options offered under the Prospectus are issued, no other securities are issued and no existing securities are exercise or converted into Shares) is set out below.

Shares	Number
Shares currently on issue	1,583,742,908
Shares offered pursuant to the Offer	Nil
Total Shares on issue after completion of the Offer	**1,583,742,908**

Options	
Options currently on issue:	
Unlisted Options (exercisable at $0.045 each and expiring on 30 June 2022)	27,000,000
Unlisted Options (exercisable at $0.045 each and expiring on 15 December 2020)	5,500,000
Unlisted Options (exercisable at $0.077 each and expiring on 30 November 2020)	3,000,000
Unlisted Options (exercisable at $0.054 each and expiring on 30 May 2021)	4,500,000
Unlisted Options (exercisable at $0.082 each and expiring on 30 May 2021)	7,500,000
Unlisted Options (exercisable at $0.04 each and expiring on 28 February 2022)	5,000,000
Unlisted Options (exercisable at $0.025 each and expiring on 2 May 2021)	25,650,642
Unlisted Options (exercisable at $0.025 each and expiring on 28 July 2022)	15,400,000
Unlisted Options (exercisable at $0.025 each and expiring on 28 July 2023)	142,400,000
Subtotal	**235,950,642**
Listed Options (exercisable at $0.025 each and expiring on 28 July 2023) to be issued pursuant to the Offer	395,935,727
Total Options on issue after completion of the Offer	**631,886,369**

Notes:

1. The terms and conditions of the Options to be issued under the Offer are set out in Section 4.1.
2. The table shows the Company securities at the date of this Prospectus, on an undiluted basis.

3.3 Other Effects of the Offer

The principal effect of the Offer, assuming all Options offered under the Prospectus are issued, will be to:

(a) issue a new class of listed Options;

(b) increase the total number of Options on issue from 235,950,642 as at the date of this Prospectus to up to approximately 631,886,369 Options; and

(c) the Company will receive $0.025 for each Option exercised and raise additional funds of up to approximately $9,898,393. The likelihood of the Company raising the additional capital through the exercise of the Options is dependent on the price of the Shares from time to time until the Options expire.

3.4 Financial Effect of the Offer

The Options to be issued pursuant to this Prospectus will be issued for $0.001 consideration each. The issue of the Options pursuant to this Prospectus will not have a material impact on the Company's current financial position other than to raise $395,935 (before costs of the Offer of approximately $28,751).

3.5 Pro-forma balance sheet

The unaudited pro-forma balance sheet as at 31 December 2019 set out in Annexure A has been prepared on the basis of the accounting policies normally adopted by the Company to reflect the changes to its financial position as a result of securities issued since 31 December 2019.

The pro-forma balance sheet has been prepared assuming all Options offered under the Prospectus are issued.

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.

The pro-forma balance sheet includes pro-forma adjustments relating to the issues of securities only, it does not take into account other accounting transactions such as business expenses and cash repayment of borrowings post 31 December 2019. As at the date of this Prospectus, the Company's cash and cash equivalents balance is $1,926,824. Based on the Company's current cash and cash equivalents balance, the pro-forma cash and cash equivalents position of the Company following the Offer is $2,291,008

3.6 Details of substantial holders

Based on publicly available information as at the date of this Prospectus and a review of the Company's share register, there are currently no Shareholders which (together with their associates) have a relevant interest in 5% or more of the Shares on issue.

4. Rights and Liabilities Attaching to Securities

4.1 Option terms and conditions

The terms and conditions of the Options are as follows:

(a) The exercise price of each Option is $0.025 (**Exercise Price**).

(b) The expiry date of each Option is 28 July 2023 (**Expiry Date**).

(c) Each Option gives the Option holder the right to subscribe for one Share.

(d) Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) The amount payable upon exercise of each Option is the Exercise Price.

(f) The Options held by each Option holder may be exercised in whole or in part, and if exercised in part, multiples of 10,000 must be exercised on each occasion.

(g) An Option holder may exercise their Options by lodging with the Company, before the Expiry Date:

(i) a written notice of exercise of Options specifying the number and class of options being exercised; and

(ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised,

(**Exercise Notice**).

(h) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.

(i) Within 15 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price (and subject to the Company obtaining any necessary prior approvals from Shareholders or regulatory bodies for the issue of the Shares), the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.

(j) All Shares issued upon the exercise of Options will upon issue rank pari passu in all respects with other Shares.

(k) The Options are transferable subject to any transfer restrictions or escrow arrangements imposed by ASX or under applicable Australian securities laws and subject to meeting minimum quotation requirements under the ASX Listing Rules. The Company will seek Official Quotation of the Options, subject to satisfying the quotation conditions of ASX Listing Rules. If ASX does not grant Official Quotation of the Options 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 ASIC), the Options will remain unlisted.

(l) The Company will apply for quotation of all Shares issued pursuant to the exercise of Options on ASX within 15 Business Days after the date of issue of those Shares.

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

(n) There are no participating rights or entitlements inherent in the Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 4 Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(o) 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.

4.2 Rights attaching to Shares

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

Full details of the rights 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.

(a) **Ranking of Shares**

At the date of this Prospectus, all Shares are of the same class and rank equally in all respects. Specifically, the Shares issued upon exercise of the Options will rank equally with existing Shares.

(b) **Voting rights**

Subject to any rights or restrictions, at general meetings:(i) every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative; (ii) has one vote on a show of hands; and(iii) has one vote for every Share held, upon a poll.

(c) **Dividend rights**

Shareholders will be entitled to dividends, distributed among members in proportion to the capital paid up, from the date of payment. No dividend carries interest against the Company and the declaration of Directors as to the amount to be distributed is conclusive. Shareholders may be paid interim dividends or bonuses at the discretion of the Directors. The Company must not pay a dividend unless the Company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend.

(d) **Transfer of Shares**

Shares can be transferred upon delivery of a proper instrument of transfer to the Company or by a transfer in accordance with the ASX Settlement Operating Rules. The instrument of transfer must be in writing, in the approved form, and signed by the transferor and the transferee. Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer. In some circumstances, the Directors may refuse to register a transfer if upon registration the transferee will hold less than a marketable parcel.

(e) **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. The Directors may convene a general meeting at their discretion. General meetings shall also be convened on requisition as provided for by the Corporations Act.

(f) **Unmarketable parcels**

The Company's Constitution provides for the sale of unmarketable parcels subject to any applicable laws and provided a notice is given to the minority Shareholders stating that the Company intends to sell their relevant Shares unless an exemption notice is received by a specified date

(g) **Rights on winding up**

The assets of the Company must on a winding up be applied in repayment to members in proportion to their respective holdings.

5. Risk Factors

5.1 Introduction

The Options 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, before deciding whether to apply for Options and to consult their professional advisers before deciding whether to apply for Options 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 Shares.

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

5.2 Company specific

(a) **Competition**

Industries in which the Company, its subsidiaries and business partners operate are subject to technological change and competition. The Company, its subsidiaries and business partners face competition from other organisations, many of which may have significantly greater financial, technical and marketing resources than the Company. The Company, its subsidiaries and business partners have faced and are expected to continue to face, additional competition from existing competitors and from new entrants into its markets. Increased competition could result in margin reductions, lower customer numbers, under-utilisation of employees and/or contractors, reduced operating margins and loss of market share. Any of these occurrences could adversely affect the Company's business, operating results and financial condition.

(b) **Dependence on Key Customers and Business Partners**

The Company's business is reliant on business relationships with a number of key customers and/or business partners. A material proportion of the Company's future revenues are expected to be generated from such relationships with key customers and/or business partners. Loss or termination of key customers and/or business partnerships for any reason may have a significant adverse impact on the business, revenues and profitability of the Company.

(c) **Speculative Investment**

Shareholders should consider that the investment in the Company is speculative. The New Shares to be issued pursuant to this Offer Document carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(d) **Trading in New Shares may not be liquid**

There may be relatively few potential buyers or sellers of the New Shares on ASX at any time. This may increase the volatility of the market price of the New Shares. It may also affect the prevailing market price at which Shareholders are able to sell their New Shares. This may result in Shareholders receiving a market price for their New Shares that is less or more than the price that Shareholders paid.

(e) **Additional requirements for capital**

Additional funding will be required by the Company to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur. Further additional financing will be required if the Board determines to accelerate the development of the Company's technology.

The Company may seek to raise further funds through equity or debt financing, joint ventures, licensing arrangements, production sharing arrangements or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of activities. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders. Failure to gain funding as and when required may result in the Company being unable to finance its operations and ultimately being unable to operate as a going concern.

(f) **Economic Risks**

The Company and its subsidiaries are affected by general business cycles and general economic conditions, including but not limited to movements in interest and inflation rates, currency exchange rates, disposable income levels and consumer sentiment. These factors may have an adverse effect on the Company's earnings.

(g) **Market Conditions**

The market price of the New Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. Share market conditions may affect the value of the Company's shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:(a) general economic outlook;(b) interest rates and inflation rates;(c) currency fluctuations;(d) changes in investor sentiment toward particular market sectors;(e) the demand for, and supply of, capital; and(f) terrorism or other hostilities.

(h) **Foreign Investment Risk**

The Company may operate in foreign jurisdictions. As a result, the Company may be subject to political, economic and other uncertainties including but not limited to foreign exchange restrictions, currency fluctuation, royalty and tax increases and other risks arising out of foreign government sovereignty over the areas in which the Company's operations may be conducted.

(i) **Reliance on Key Personnel**

The Company's success will depend in part on the continued services of its key contractors. The loss of services of one or more of the Company's key contractors could have a material adverse effect on the Company's business, operating results and financial condition. This risk is addressed in part by the existence of service contracts with executives and senior management. The Company does not have, nor does it intend to take out, key man insurance in respect of any of its key contractors.

(j) **Regulatory Changes**

Changes in government policies in any country, in particular Australia, may affect the Company's revenues and profitability and the value of an investment in the Company.

(k) **Litigation**

The Company may be exposed to litigation that may materially adversely affect the financial position of the Company and could negatively impact the Company through increased costs and payments for damages.

(l) **Potential Acquisitions**

As part of its business strategy, the Company may make acquisitions of, or significant investments in, complementary companies or products although no such acquisitions or investments are currently planned. Any such transactions will be accompanied by risks commonly encountered in making such acquisitions.

(m) **The Company does not expect to declare any dividends in the foreseeable future**

The Company does not anticipate declaring or paying any dividends to Shareholders in the foreseeable future. Consequently, investors may need to rely on sales of their securities to realise any future gains on their investment.

(n) **If the Company's goodwill or intangible assets become impaired, it may be required to record a significant charge to earnings**

Under Generally Accepted Accounting Principles, the Company reviews its intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is required to be tested for impairment at least annually.

(o) **Offer Risk**

If ASX does not admit the Options to Official Quotation before the expiration of 3 months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will not allot or issue any Options and will repay all application monies for the Options within the time prescribed under the Corporations Act, without interest.

5.3 General Risks

The future prospects of the Company's business may be affected by circumstances and external factors beyond the Company's control. Financial performance of the Company may be affected by a number of business risks that apply to companies generally and may include economic, financial, market or regulatory conditions.

(a) **General Economic Climate**

Factors such as inflation, currency fluctuation, interest rates and supply and demand have an impact on operating costs and stock market prices. The Company's future revenues and securities price may be affected by these factors which are beyond the Company's control.

(b) **Changes in Legislation and Government Regulation**

Government legislation in Australia or any other relevant jurisdiction, including changes to the taxation system, may affect future earnings and relative attractiveness of investing in the Company. Changes in government policy or statutory changes may affect the Company and the attractiveness of an investment in it.

(c) **Sharemarket Conditions**

The market price of the Company's securities may be subject to varied and unpredictable influences on the market for equities in general and resources stocks in particular.

(d) **Coronavirus (COVID-19)**

The outbreak of the coronavirus pandemic (COVID-19) is impacting on global economic markets. The nature and the extent of the effect of the outbreak on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any government or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company. The Directors are monitoring the situation closely and have considered the impact of COVID-19 on the Company's business and financial performance. With the situation continually evolving, the consequences are therefore inevitably uncertain at this point in time. If any of COVID-19 impacts appear material prior to the close of the Offer, the Company will inform investors under a supplementary Prospectus.

(e) **Speculative Nature of 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 Options offered under this Prospectus. Therefore, the Options offered pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of the securities.

6. Additional Information

6.1 Continuous Disclosure Obligations and Nature of Prospectus

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.

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

Investors are encouraged to check and monitor any further announcements made by the Company to ASX prior to securities being issued under the Offer. To do so, please refer to the Company's ASX announcements platform via www.asx.com.au.

The new listed Options to be issued pursuant to this Prospectus are options over continuously quoted securities. This Prospectus is issued under the special prospectus content rules for continuously quoted securities in section 713 of the Corporations Act, and 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 enables listed disclosing entities, such as the Company, to issue a prospectus for continuously quoted securities with modified disclosure requirements if they satisfy certain requirements.

The information in this Prospectus principally concerns the terms and conditions of the Offer and the information reasonably necessary to make an informed assessment of:

(a) the effect of the Offer on the Company; and

(b) the rights and liabilities attaching to the Options offered pursuant to this Prospectus and the underlying securities.

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.

As a disclosing entity under the Corporations Act, 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 (as applicable), 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.

The Company has lodged the following announcements with ASX since the date of lodgement of the Company's latest annual financial report and before lodgement of this Prospectus with ASIC:

6.2 Announcements

Date	Description of Announcement
04/09/2020	Appendix 2A
01/09/2020	Appendix 2A
31/08/2020	Appendix 2A
31/08/2020	Preliminary Final Report
31/08/2020	Business Update
24/08/2020	Section 708A Notice
24/08/2020	Appendix 3G
20/08/2020	Ceasing to be a substantial holder
20/08/2020	Response to ASX Price Query
18/08/2020	Appendix 2A
18/08/2020	Appendix 2A
14/08/2020	Proposed issue of Securities - CRO

Date	Description of Announcement
14/08/2020	Cirralto raises A$2.7m via Placement
10/08/2020	Trading halt
04/08/2020	Section 708A Notice
03/08/2020	Change of Directors' Interest Notices
03/08/2020	CRO targets $225 million payments market with SpendaCollect
31/07/2020	Quarterly Activities Report
31/07/2020	Appendix 4C - quarterly
30/07/2020	Appendix 2A
28/07/2020	Section 708A Notice
28/07/2020	Appendix 3G
28/07/2020	Appendix 2A
24/07/2020	Results of Meeting
17/07/2020	Addendum to Notice of General Meeting
09/07/2020	SpendaCollect Platform Launched
23/06/2020	General Meeting Letter to Shareholders
23/06/2020	Notice of General Meeting/Proxy Form
18/06/2020	First SpendaPay Customers Live
17/06/2020	Ceasing to be a substantial holder
15/06/2020	Proposed issue of Securities - CRO
15/06/2020	A$600,000 Funding Facility Executed
09/06/2020	Trading Halt
05/06/2020	Response to ASX Price Query
01/06/2020	Change of Registered Office
01/05/2020	Quarterly Activities Report
01/05/2020	Appendix 4C - quarterly
27/04/2020	COVID-19 Market Update
07/04/2020	Change of Director's Interest Notice
19/03/2020	Change of Director's Interest Notice
17/03/2020	Cirralto Launches Merchant Payment Service
17/03/2020	A$800,000 Funding Facility
02/03/2020	Half Yearly Report and Accounts
26/02/2020	Spenda Platform Launched in App Marketplaces
11/02/2020	Investor Presentation
04/02/2020	Section 708A Notice
03/02/2020	Quarterly Activities Report
31/01/2020	Appendix 4C - quarterly
31/01/2020	Appendix 3B

Date	Description of Announcement
24/01/2020	Contracts Update and Investor Communication
30/12/2019	Section 708A Notice
30/12/2019	Completion of Placement & Appendix 3B
19/12/2019	Reinstatement to Official Quotation
19/12/2019	Cirralto Completes Placement to Raise $574,000
18/12/2019	Voluntary suspension
16/12/2019	Trading halt
12/12/2019	Investor Presentation
06/12/2019	Transformational Acquisition of Appstablishment Software
04/12/2019	Trading Halt
27/11/2019	Results of Meeting
06/11/2019	Quarterly Activities Report
06/11/2019	Reinstatement to Official Quotation
06/11/2019	APPOINTMENT OF CORPORATE ADVISOR AND FINANCE FACILITY
05/11/2019	Suspension from Official Quotation
01/11/2019	Trading Halt
01/11/2019	Appendix 4C - quarterly
28/10/2019	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.

6.3 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 Offer pursuant to this Prospectus; or

(c) the Offer,

and no amounts have been paid or agreed to be paid (in cash or securities or otherwise) and no benefits have been given or agreed to be given 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 Offer.

Remuneration

The remuneration (including superannuation and share based payments unless stated otherwise) paid to the Directors for the two financial years prior to the date of this Prospectus,

and proposed to be paid to the Directors for the current financial year (on an annualised basis), is set out below.

Director	FY 2019 (Actual)	FY 2020 (Actual)	FY 2021 (Proposed Current)
Peter Richards[1]	132,382	30,000	30,000
Adrian Floate[2]	597,162	312,168	275,000
Stephen Dale[3]	30,000	30,000	30,000
Howard Digby[4]	N/A	25,000	30,000

Notes:

1. Peter Richards was appointed as director on 13 December 2017.
2. Adrian Floate was appointed as director on 16 June 2015.
3. Stephen Dale was appointed as director on 8 April 2014.
4. Howard Digby was appointed as director on 30 July 2019.

The Constitution of the Company provides that the Non-Executive Directors may be paid for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting.

Directors, companies associated with the Directors or their associates are also reimbursed for all reasonable expenses properly incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

Securities

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

Director	Shares	Options	Entitlement to Options under this Prospectus
Peter Richards	23,636,527	4,500,000	5,909,132
Adrian Floate	59,470,291	13,500,000	14,867,573
Stephen Dale	1,500,000	Nil	375,000
Howard Digby	8,366,666	4,500,000	2,091,667

As at the date of this Prospectus, all Directors intend to participate in the Offer to the extent of their full entitlement.

6.4 Related Party Transactions

There are no related party transactions entered into that have not otherwise been disclosed in this Prospectus or in ASX announcements referred to in this Prospectus.

6.5 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no expert, underwriter, promoter or any other person named in this Prospectus as performing a function in a professional

advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner, nor any company with which any of those persons is or was associated, 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; or

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

(c) the Offer,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any expert, underwriter, promoter or any other 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, or to any firm in which any of those persons is or was a partner, or to any company with which any of those persons is or was associated, for services rendered by that person, or by the firm or the company, in connection with the formation or promotion of the Company or the Offer.

Nova Legal has acted as the solicitors to the Company in relation to the Offer and associated due diligence process. The Company estimates it will pay Nova Legal $10,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Nova Legal has not been paid for any legal services by the Company.

6.6 Consents

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) 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.

Nova Legal has given and has not withdrawn its consent to be named as the solicitors to the Company in this Prospectus, in the form and context in which it is named. Nova Legal has not caused or authorised the issue of this Prospectus, and expressly disclaims and takes no responsibility for, any part of this Prospectus.

Automic Registry Services (**Share Registry**) has been appointed to conduct the Company's share registry functions and to provide administrative services in respect to the processing of Entitlement and Acceptance Forms received pursuant to this Prospectus, and are paid for these services on standard industry terms and conditions. References to the Share Registry appear for information purposes only. The Share Registry has given and, as at the date hereof, has not withdrawn, its written consent to be named as Share Registry in the form and context in which it is named. The Share Registry has had no involvement in the preparation of any part of the Prospectus other than being named as Share Registry to the Company. The Share Registry has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

Nexia Perth Audit Services Pty Ltd (**Auditor**) has been appointed as the Company auditor. References to the Auditor appear for information purposes only. The Auditor has given and, as at the date hereof, has not withdrawn, its written consent to be named as the Auditor in the form and context in which it is named. The Auditor has had no involvement in the

preparation of any part of the Prospectus other than being named as Auditor to the Company. The Auditor has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

6.7 Litigation

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

6.8 Estimated Expenses of Offer

In the event the Offer is are fully subscribed, the estimated, the total expenses of the Offer are estimated to be approximately $28,751 (excluding GST) as follows:

Expense	**Amount ($)**
ASIC fees	$3,206
ASX fees	$3,543
Legal expenses	$10,000
Miscellaneous, printing and other expenses	$12,000
Total	**$28,751**

6.9 Market Price of Shares

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

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

	Price	**Date**
Highest	$0.043	31 August 2020
Lowest	$0.004	29 June 2020
Last	$0.039	4 September 2020

6.10 Electronic Prospectus

Pursuant to ASIC Regulatory Guide 107, the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic entitlement and acceptance form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic entitlement and acceptance 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 Entitlement and Acceptance Form. If you have not, please phone the Company on 1300 682 108 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 Entitlement and Acceptance Form from a person if it has reason to believe that when that person was given access to the electronic Entitlement and Acceptance 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.

7. Directors' Authorisation

This Prospectus is dated 7 September and is issued by Cirralto Limited.

The Directors have made all reasonable enquires and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive.

This Prospectus is prepared on the basis that certain matters may reasonably be expected to be known to likely investors or their professional advisors.

Each of the Directors of Cirralto Limited has consented to the lodgement of this Prospectus in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

Signed for and on behalf of Cirralto Limited



Peter Richards
Chairman

8. Glossary

$ means the lawful currency of the Commonwealth of Australia.

AEST means Australian Eastern Standard Time.

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 CHESS.

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.

Closing Date means the date specified in the timetable set out at the commencement of this Prospectus (unless extended).

Company means Cirralto Limited (ACN 099 084 143).

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.

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Offer.

Entitlement and Acceptance Form means the personalised entitlement and application form accompany this Prospectus.

Offer means the non-renounceable offer, the subject of this Prospectus.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share, on the terms and conditions set out in Section 4.1 of this Prospectus.

Optionholder means a holder of an Option.

Prospectus means this prospectus.

Record Date means the date specified in the timetable set out at the commencement of this Prospectus.

Section means a section of this Prospectus.

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

Shareholder means a holder of a Share.

Shortfall Offer has the meaning specified in Section 2.7 of this Prospectus.

Shortfall Options means Options available under the Shortfall Offer (if any).

Annexure A – Pro-Forma Balance Sheet

		Reviewed 31 December 2019	Impact of issue of securities and options	Impact of Proposed Rights Issue	Pro Forma after adjustments to reviewed 31 December 2019
Assets					
	Assets				
	Current Assets				
	Cash and cash equivalents	599,714	5,187,228	364,184	6,151,126 **
	Trade and other receivables	235,495	-	-	235,495
	Other current assets	336,842	134,000	-	470,842
	Total Current Assets	**1,172,051**	**5,321,228**	**364,184**	**6,857,463**
	Non-current Assets				
	Property, plant & equipment	9,582	-	-	9,582
	Right-of-use asset	59,109	-	-	59,109
	Intangible assets	3,398,617	-	-	3,398,617
	Total Non-current Assets	**3,467,308**	**-**	**-**	**3,467,308**
Total Assets		**4,639,359**	**5,321,228**	**364,184**	**10,324,771**
Liabilities					
	Current Liabilities				
	Trade and other payables	1,049,301	-387,500	-	661,801
	Lease liability	61,302	-	-	61,302
	Provisions	38,560	-	-	38,560
	Borrowings	1,627,744	-342,586	-	1,285,158
	Total Current Liabilities	**2,776,907**	**-730,086**	**-**	**2,046,821**
	Non-current Liabilities				
	Other loans	-	-	-	-
	Total Non-current Liabilities	**-**	**-**	**-**	**-**
Total Liabilities		**2,776,907**	**-730,086**	**-**	**2,046,821**
	Net Assets	**1,862,452**	**6,051,314**	**364,184**	**8,277,950**
Equity					
	Contributed Equity	60,661,342	4,725,857	364,184	65,751,383
	Option Reserve	2,111,905	1,619,004	-	3,730,909
	Accumulated losses	-60,910,795	-293,548	-	(61,204,343)
Total Equity		**1,862,452**	**6,051,314**	**364,184**	**8,277,950**

**As at the date of this Prospectus, the Company's cash and cash equivalents balance is $1,926,824. Based on the Company's current cash and cash equivalents balance, the pro-forma cash and cash equivalents position of the Company following the Offer is $2,291,008.

Basis of Preparation

The pro forma Balance Sheet is based on the reviewed financial position as at 31 December 2019 and is adjusted to reflect the following significant changes and assumptions:

a) The pro-forma balance sheet includes pro-forma adjustments relating to the issues of securities from 1 January 2020, it does not take into account other accounting transactions such as business expenses and cash repayment of borrowings since 1 January 2020.

b) The issue of 79,830,967 Shares at an issue price of $0.0056 per Share on conversion of $447,053 of Borrowings to Shares on 31 January 2020;

c) The issue of 608,000 Convertible Notes with a face value of US$1 per Convertible Note on 28 July 2020.

d) The issue of 39,999,937 Shares at an issue price of $0.009474 per Share on conversion of Borrowings to Shares from 28 July 2020 to 18 August 2020.

e) The issue of 77,500,000 Shares at an issue price of $0.005 per Share on conversion of $387,500 Trade and other payables to Shares.

f) The issue of 24,582,681 Shares at an issue price of $0.0056 per Share on conversion of $137,663 of Borrowings to Shares on 28 July 2020.

g) The issue of 189,921,681 Shares at an issue price of $0.0056 per Share on conversion of $949,610 of Borrowings to Shares on 28 July 2020.

h) 10,000,000 Shares issued at an issue price of $0.007 pursuant to Director participation in 2019 private placement on 28 July 2020 (following shareholder approval).

i) The issue of 23,400,000 Options with an exercise price of $0.025 expiring 28 July 2022 on 28 July 2020.

j) The issue of 37,400,000 Options with an exercise price of $0.025 expiring 28 July 2023 on 28 July 2020.

k) The issue of 32,208,374 Shares at an issue price of $0.005 per Share upon conversion of 115,000 Convertible Notes with a face value of US$1 per Convertible Note on 30 July 2020.

l) The issue of 41,390,542 Shares at an issue price of $0.005 per Share upon conversion of $206,952 of Borrowings to Shares on 18 August 2020.

m) The issue of 281,980,000 Shares at an issue price of $0.01 per Share raising $2,819,800 before costs on 18 August 2020.

n) The issue of 17,600,000 Shares at an issue price of $0.01 per Share to lead managers of $2,819,800 capital raising on 18 August 2020.

o) The issue of 2,250,000 Shares at an issue price of $0.01 per Share as consideration for corporate advisory fees payable on 18 August 2020.

p) The issue of 7,000,000 Shares at an issue price of $0.01 per Share pursuant to the Employee Share Plan on 18 August 2020.

q) The issue of 100,000,000 Options with an exercise price of $0.025 expiring 28 July 2023 to lead managers of $2,819,800 capital raising on 24 August 2020.

r) 5,000,000 Options with an exercise price of $0.025 expiring 28 July 2023 to corporate advisor on 24 August 2020.

s) The issue of 1,600,000 Shares at an issue price of $0.04 per Share pursuant to the Company's Employee Share Plan on 31 August 2020.

t) The issue of 14,349,358 Shares upon exercise of 14,349,358 Options with an exercise price of $0.025 from 31 August 2020 to 4 September 2020.

u) The pro-forma balance sheet has not been audited.