SPENDA LIMITED

ACN 099 084 143

PROSPECTUS

For the offer of up to 196,666,667 New Listed Options to the Placement Participants (**Placement Offer**).

This Prospectus also incorporates a secondary offer of 13,677,500 Broker Options to be issued to Evolution (or its nominee) and Red Leaf (or its nominees) as part consideration for lead manager services in connection with the Placement (S**econdary Offer**).

The Offers are not underwritten.

The Offers close at 5:00pm WST on Wednesday, 2 August 2023.

ASX Code: SPX

IMPORTANT NOTICE

This document is important and requires your immediate attention. It should be read in its entirety. This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. If you do not understand its contents or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser.

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IMPORTANT NOTICE

Prospectus

This Prospectus is dated 21 July 2023 and was lodged with ASIC on that date. No responsibility for the contents of this Prospectus is taken by ASIC nor ASX.

The New Listed Options and Broker Options issued pursuant to this Prospectus will be issued on the terms and conditions set out in this Prospectus. No New Listed Options or Broker Options will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

In preparing this Prospectus regard has been had to the fact 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 who investors may consult. No person is authorised to give any information or to make any representation in connection with the Offers described in this Prospectus. Any information or representation which is not contained in this Prospectus or disclosed by the Company pursuant to its continuous disclosure obligations may not be relied upon as having been authorised by the Company in connection with the issue of this Prospectus.

Throughout this Prospectus, for ease of reading, various words and phrases have been defined rather than used in full on each occasion. Those words and phrases (and their associated definitions) are set out in Section 6.

Electronic Prospectus

A copy of this Prospectus in electronic format may be viewed at https://spenda.co/ or the website of ASX by Australian investors only. The Offers constituted by this Prospectus in electronic form is only available to Participants receiving this Prospectus in electronic form within Australia.

New Listed Options and Broker Options will only be issued with respect to an Entitlement and Acceptance Form or if the Company is satisfied the Entitlement and Acceptance Form was attached to a complete and unaltered version of this Prospectus. A paper copy of this Prospectus may be obtained free of charge on request by contacting the Company before 5pm (WST) on the Closing Date.

Risk factors

Before deciding to invest in the Company, potential investors should read the entire Prospectus. In considering the prospects for the Company, potential investors should consider the risk factors that could affect the performance of the Company. Please refer to Section 3 for further information.

Overseas Shareholders

The New Listed Options being offered under this Prospectus are being offered to Placement Participants only and Broker Options being offered under this Prospectus are being offered to Evolution (or its nominee) and Red Leaf (or its nominee) only.

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

Forward-looking statements

This Prospectus may contain forward-looking statements that have been based on current circumstances. Any forward-looking statements are subject to risks, uncertainties and assumptions that could cause those acts, events and circumstances to differ materially from the expectations described in such forward-looking statements.

Key Dates

Lodgement of the Prospectus with ASIC and ASX	Friday, 21 July 2023
Prospectus despatched to Placement Participants/Opening Date	Tuesday, 25 July 2023
Last day to extend the Offers	Friday, 28 July 2023
Closing Date (5:00pm WST)	Wednesday, 2 August 2023
Allotment of Options and Despatch of holding statements in respect of the Offers	By Monday, 7 August 2023
Anticipated date for quotation of the New Listed Options	Tuesday, 8 August 2023

* 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 New Listed Options and Broker Options are expected to commence trading on ASX may vary.

CORPORATE DIRECTORY

DIRECTORS	Mr Peter Ian Richards (Non-Executive Chairman) Mr Stephen Francis Dale (Non-Executive Director) Mr Howard Andrew Digby (Non-Executive Director) Mr Adrian Jason Floate (Managing Director)
SECRETARY	Mr Justyn Peter Stedwell (Company Secretary)
REGISTERED OFFICE	Unit 605 275 Alfred Street North Sydney NSW 2060
AUDITORS*	HLB Mann Judd (WA Partnership) Level 4, 130 Stirling Street Perth, Western Australia 6000
SOLICITORS TO THE OFFERS	Murcia Pestell Hillard Suite 183 Level 6, 580 Hay Street Perth WA 6000 Tel: +61 8 9221 0033 Fax: +61 8 9221 0133
JOINT LEAD MANAGERS	Evolution Capital Pty Ltd Suite 6.01, Level 6, 1 Castlereagh St, Sydney NSW 2000 Red Leaf Securities Pty Ltd Level 2, 234 George Street Sydney NSW 2000
SHARE REGISTRY*	Automic Registry Services Level 5, 126 Phillip Street Sydney NSW 2000 Tel: (02) 9698 5414 Email:
ASX Code	SPX

*For information purposes only. This person has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

Section 1 DETAILS OF THE OFFERS

1.1 Background to the Offers

On 13 June 2023, the Company announced a capital raising to sophisticated and professional investors and Company management to raise a total of $3.9 million (before costs) (**Placement**). The Placement is comprised of the following tranches:

(a) the issue of 393,333,333 Shares at an issue price of $0.009 per Share (**Placement Shares**), together with on free-attaching quoted Option for every two Shares subscribed for under the Placement exercisable at $0.0175 each on or before the date is that two years after their issue (**New Listed Options**); and

(b) the issue of (in aggregate) 40,000,000 Placement Shares to certain Directors (or their nominees) at an issue price of $0.009 per Share, with one New Listed Option for every two Shares subscribed for under the Placement (together the **Director Securities**).

The Placement Shares were issued progressively from 19 June 2023 to 18 July 2023 using the Company's available placement capacity under Listing Rules 7.1 and 7.1A. The Placement Shares issued under the Placement were offered to sophisticated and professional investors and Company management without disclosure under the Corporations Act.

The Placement was managed by Evolution Capital Pty Ltd (**Evolution**) and Red Lead Securities (**Red Leaf**) who acted as Joint Lead Managers to the Placement. Under the terms of the Mandate the Joint Lead Managers are entitled to 13,677,500 New Listed Options (**Broker Options**). Please refer to Section 4.8 for further information.

The New Listed Options and Broker Options will be issued without Shareholder approval using the Company's available placement capacity under Listing Rule 7.1.

The Company expects the issue of the New Listed Options and Broker Options to occur on or around Monday, 7 August 2023.

The proposed issues of the Director Securities to Peter Richards, Adrian Floate and Howard Digby are subject to Shareholder approval at an annual general meeting to be held at a later date and is not part of the Offers under this Prospectus.

The Company is precluded from issuing a 'cleansing' notice in respect of the New Listed Options and Broker Options as they are not in a class of securities that were quoted securities at all times in the last 3 months. Consequently, the Company is issuing the New Listed Options and Broker Options pursuant to this Prospectus to Participants. This Prospectus has also been issued to facilitate secondary trading of the New Listed Options or Broker Options and any Shares issued upon exercise of the New Listed Options or Broker Options to be issued under this Prospectus.

The New Listed Options offered under this Prospectus will be issued on the terms and conditions set out in Section 4.4. The Broker Options offered under this Prospectus will be issued on the terms and conditions set out in Section 4.5.

All of the Shares issued upon the future exercise of the New Listed Options or Broker Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.6 for further information regarding the rights and liabilities attaching to the Shares.

For further details regarding the Placement, refer to the Company's announcement dated 13 June 2023.

1.2 **The Placement Offer**

This Prospectus invites Placement Participants to apply for a total of up to 196,666,667 New Listed Options in accordance with their entitlements under the Placement (**Placement Offer**).

All Placement Participants will be sent a copy of this Prospectus, together with an Entitlement and Acceptance Form. Only the Placement Participants can accept the Placement Offer. Refer to Section 1.5 for details on how to apply for New Listed Options.

No funds will be raised from the New Listed Options issued in connection with the Placement Offer as they are free-attaching to the Shares on a 2:1 basis.

The Placement Offer is only available to those who are personally invited to accept the Placement Offer. Accordingly, Entitlement and Acceptance Forms will only be provided by the Company to those parties.

All New Listed Options offered under this Prospectus will be issued on the terms and conditions set out in Section 4.4. Subject to the quotation requirements of the Listing Rules, the New Listed Options issued under this Prospectus will form a new class of listed securities of the Company.

All Shares issued on exercise of the New Listed Options will rank equally with the Shares on issue at the date of this Prospectus. Refer to Section 4.6 for further information regarding the rights and liabilities attaching to the Shares.

1.3 **Secondary Offer**

This Prospectus includes a separate offer of 13,677,500 Broker Options to be issued to Evolution (or its nominee) and Red Leaf (or its nominee) as part consideration for lead management services pursuant to the Mandate (**Secondary Offer**).

No funds will be raised from the Secondary Offer.

Only Evolution (or its nominee) or Red Leaf (or its nominee) may accept the Secondary Offer. The Secondary Offer is being made under this Prospectus to remove the need for an additional disclosure document to be issued upon the sale of any Shares that are issued upon conversion of the Broker Options that are issued under the Secondary Offer and to facilitate the quotation of the Broker Options upon the satisfaction of the relevant vesting condition.

All Broker Options issued under this Prospectus will be issued on the terms and conditions set out in Section 4.5. Further details of the Mandate is set out in Section 4.8.

1.4 **Opening and Closing Dates**

The Offers will open on Tuesday, 25 July 2023 and close at 5pm (WST) on the Closing Date or such later date as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine.

1.5 **How to accept the Offers**

Only the Placement Participants will be provided with a copy of the Prospectus and an Entitlement and Acceptance Form in respect of the Placement Offer. Only Evolution (or its nominee) and Red Leaf (or its nominee) will be provided with a copy of the Prospectus and an Entitlement and Acceptance Form in respect of the Secondary Offer.

Application for New Listed Options may be made by the Placement Participants and Application for Broker Options may be made by Evolution (or its nominee) and Red Leaf (or its nominee) at the direction of the Company and must be made using the Entitlement and Acceptance Form accompanying this Prospectus.

New Listed Options and Broker Options will be issued for nil cash consideration and therefore Participants are not required to pay any funds with the Entitlement and Acceptance Form in respect of the New Listed Options or Broker Options (as applicable).

Completed Entitlement and Acceptance Forms must be posted to the Company Share Registry or e-mailed as follows:

Post:	Automic Registry Services Level 5, 126 Phillip Street Sydney NSW 2000
Email:	justyn.stedwell@spenda.co

Completed Entitlement and Acceptance Form must reach the address set out above by no later than the Closing Date.

Acceptance of a completed Entitlement and Acceptance Form by the Company creates a legally binding contract between the Applicant and the Company, for the number of New Listed Options or Broker Options (as applicable) on the Entitlement and Acceptance Form.

The Entitlement and Acceptance Form does not need to be signed to be a binding acceptance of the New Listed Options or Broker Options (as applicable) under the Offers. If the Entitlement and Acceptance Form is not completed correctly, it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form, is final.

If you are in doubt as to the course of action you are required to take, you should consult your professional advisor(s).

1.6 Participant representations and warranties

By completing and returning your Entitlement and Acceptance Form in respect of the Offers, you will be deemed to have represented that you are a Participant. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given this Prospectus, does not prohibit you from being given this Prospectus and you:

(a) agree to be bound by the terms of the Placement Offer or Secondary Offer (as applicable);

(b) declare all details and statements in the Entitlement and Acceptance Form are complete and accurate;

(c) declare you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;

(d) authorise the Company and its respective officers or agents to do anything on your behalf necessary for the New Listed Options or Broker Options (as applicable) to be issued to you, including to act on instructions of the Share Registry using the contact details set out in the Entitlement and Acceptance Form;

(e) represent and warrant the law of your place of residence does not prohibit you from being given this Prospectus and the Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Listed Options or Broker Options (as applicable) and you are otherwise eligible to subscribe for part or all of your Entitlement and to participate in the Placement Offer or Secondary Offer (as applicable);

(f) acknowledge the information contained in, or accompanying this Prospectus is not investment or financial product advice or a recommendation that New Listed Options or Broker Options (as applicable) are suitable for you given your investment objectives, financial situation or particular needs;

(g) represent and warrant for the benefit of the Company that you are not in the United States and you are not acting for the account or benefit of a person in the United States;

(h) understand and acknowledge that the New Listed Options have not been, nor will be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States;

(i) agree that you have not and will not send this Prospectus, the Entitlement and Acceptance Form or any other materials relating to the Offers to any person in the United States or to any person acting for the account or benefit of a person in the United States or elsewhere outside Australia; and

(j) represent and warrant if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia.

1.7 Market prices of Shares on ASX

A summary of the sale prices of Shares on ASX during the last 3 months until the last trading day on ASX immediately prior to lodgement of this Prospectus with ASIC is set out below:

High ($)	Low ($)	Volume weighted average price ($)
$0.014	$0.008	$0.0098

The last market sale price of Shares on 21 July (which was the last day of trading before lodgement of the Prospectus with ASIC) was $0.01.

1.8 Minimum subscription

There is no minimum subscription to the Offers.

1.9 Tax implications

The Directors do not consider it appropriate to give Participants advice regarding the taxation consequences of the Company conducting the Offers or Participants applying for New Listed Options or Broker Options (as applicable) under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Participants.

The Company makes no representation and provides no advice in relation to the tax consequences for any Participant taking up their entitlement under the Offers. Therefore, the Company, its advisers, Directors and officers do not accept any responsibility or liability for any taxation consequences to

Participants in relation to the Offers. Please seek professional taxation advice about the tax consequences of taking up your Entitlement.

1.10 **ASX quotation**

Application for Official Quotation of the New Listed Options and Broker Options offered pursuant to this Prospectus will be made in accordance with the timetable set out at the commencement of this Prospectus. The New Listed Options and Broker Options will only be admitted to Official Quotation if the quotation requirements under the Listing Rules are satisfied. If the quotation requirements are not satisfied or ASX otherwise does not grant Official Quotation of the New Listed Options or Broker Options, the New Listed Options or Broker Options (as applicable) will be unquoted.

The fact that ASX may grant Official Quotation of the New Listed Options or Broker Options is not to be taken in any way as an indication of the merits of the Company or the New Listed Options or Broker Options offered under this Prospectus.

1.11 **Notice to custodians and nominees**

Custodians and nominees that currently hold Shares should note the Offers are available only to Participants. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offers are compatible with applicable foreign laws.

1.12 **No issue of New Listed Options or Broker Options after 13 months**

No New Listed Options or Broker Options will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

1.13 **Lead Manager**

Evolution and Red Leaf acted as joint lead manager to the Placement. Please refer to Section 4.8 for a summary of the material terms of the Mandate.

1.14 **Withdrawal of Offers**

The Company reserves the right not to proceed with the Offers at any time before the issue of the New Listed Options or Broker Options to Participants.

1.15 **Issue and allotment of New Listed Options and Broker Options**

The New Listed Options and Broker Options issued pursuant to the Offers will be allotted in accordance with the Listing Rules and timetable set out at the commencement of this Prospectus.

Holding statements for New Listed Options and Broker Options issued under the Offers will be mailed in accordance with the Listing Rules and timetable set out at the commencement of this Prospectus.

1.16 **CHESS**

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 New Listed Options or Broker Options 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 CHESS and issuer sponsorship. This information will be included in the monthly statements provided to holders when there have been any changes in their security holding in the Company during the preceding month.

1.17 Privacy

The Company collects the information about each Participant provided in an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer that Participant's security holding in the Company.

By submitting an Entitlement and Acceptance Form, each Participant agrees the Company may use the information provided by a Participant in the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's Related Bodies Corporate and their respective agents, contractors and third party service providers, including mailing houses and professional advisers, as well as to ASX and regulatory authorities.

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.

A Participant has an entitlement to gain access to the information the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

1.18 Enquiries regarding this Prospectus

Enquiries regarding this Prospectus should be directed to the Company Secretary by telephone on +61 (0) 419 797 305 or by e-mail at justyn.stedwell@spenda.co.

Section 2 PURPOSE AND EFFECT OF THE OFFERS ON THE COMPANY

2.1 Purpose of the Offers

The primary purpose of this Prospectus is to:

(a) issue the New Listed Options and Broker Options Offers;

(b) facilitate secondary trading of the New Listed Options and Broker Options issued under the Offers; and

(c) facilitate secondary trading of any Shares issued under the Placement (to the extent necessary) and upon exercise of the New Listed Options or Broker Options issued under the Offers.

Section 707(3) of the Corporations Act generally requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Party 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

The Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5). However, the Company is precluded from issuing a 'cleansing' notice in respect of the New Listed Options and Broker Options as they are not in a class of securities that were quoted securities at all times in the last 3 months.

Consequently, the Company has issued this Prospectus in respect of the Offers to the Participants. Issuing the New Listed Options and Broker Options under this Prospectus will enable persons who are issued the New Listed Options or Broker Options to on-sell their New Listed Options or Broker Options, and any Shares issued on exercise of the New Listed Options or Broker Options pursuant to *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*.

2.2 Effects of the Offers

The principal effect of the Offers (assuming all New Listed Options and Broker Options offered under this Prospectus are issued) will be that 196,666,667 New Listed Options and 13,677,500 Broker options will be issued.

The effect of the Offers on the capital structure of the Company is set out in Section 2.3 below.

2.3 Capital structure

As at the date of this Prospectus there are 3,664,297,174 Shares are on issue. The pro-forma capital structure of the Company following the Offers pursuant to this Prospectus is set out below (if 100% of the New Listed Options and Broker Options offered pursuant to this Prospectus are subscribed for and issued, and assuming no further securities are issued by the Company and no Options or Performance Rights are exercised or converted into Shares prior to the Record Date):

Shares	**Number**
Shares currently on issue	3,664,297,174
Shares to be issued pursuant to the Offers	Nil
Total Shares on completion of the Offers	3,664,297,174
Performance Rights	**Number**

Performance Rights	Nil
New Performance Rights to be issued pursuant to the Offers	Nil
Total Performance Rights on completion of the Offers	**Nil**
Options	**Number**
Options currently on issue [1]	**1,012,863,089**
New Listed Options to be issued pursuant to the Placement Offer	196,666,667
Broker Options to be issued pursuant to the Secondary Offer	13,677,500
Options that will expire during the Offer period	615,895,599
Total Options on completion of the Offers	607,311,657

Notes:

1. 611,395,599 Options with an exercise price of $0.025 per Option expiring on 28 July 2023
   46,717,490 Options with an exercise price of $0.042 per Option expiring 15 August 2025
   4,500,000 Options with an exercise price of $0.025 per Option expiring 28 July 2023
   39,500,000 Options with an exercise price of $0.0175 per Option expiring 15 May 2027
   24,500,000 Options with an exercise price of $0.02 per Option expiring 16 May 2027
   18,250,000 Options with an exercise price of $0.0175 per Option expiring 15 June 2025
   158,000,000 Options with an exercise price of $0.0175 per Option expiring 15 June 2027
   50,000,000 Options with an exercise price of $0.135 per Option expiring 2 March 2024
   60,000,000 Options with an exercise price of $0.084 per Option expiring 25 February 2026

2.4 **Use of Funds**

No funds will be raised as a result of the Offers.

The Company will receive $0.0175 for each New Listed Option and Broker Option exercised. If all New Listed Options and Broker Options are issued and exercised, the Company will receive approximately $3,681,022 (before costs). There is no certainty that any of the New Listed Options will be exercised or that the Broker Options will vest and be exercised.

The application of funds will depend on when New Listed Options and Broker Options are exercised and the status of the Company's requirements at the relevant time.

2.5 **Effect on control**

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

(a) Voting Power

No Shareholder will increase their voting power in the Company to 20% or more under the

Offers.

(b) Dilution

The maximum number of New Listed Options and Broker Options proposed to be issued under the Offers is 210,344,167 (in aggregate). If all of these New Listed Options and Broker Options are exercised and no other Share issues are undertaken by the Company, the Shares issued on exercise will represent approximately 5.43% of the Shares on issue. The table below provides examples of how Shareholders may be diluted if all New Listed Options and Broker Options are converted into Shares.

Holder	**Holding**		**Holding following the conversion of all New Listed Options and Broker Options into Shares**	
	Number	**%**	**Number**	**%**
1	200,000,000	5.46%	200,000,000	5.16%
2	100,000,000	2.73%	100,000,000	2.58%
3	50,000,000	1.36%	50,000,000	1.29%
4	25,000,000	0.68%	25,000,000	0.65%
5	5,000,000	0.14%	5,000,000	0.13%

2.6 Financial Effect of the Offers

The New Listed Options and Broker Options to be issued pursuant to this Prospectus will be issued for nil cash consideration. Accordingly, the issue of the New Listed Options and Broker options pursuant to this Prospectus will not have a material impact on the Company's current financial position.

2.7 Substantial Shareholders

Based on the information available to the Company, those Shareholders holding an interest in 5% or more of the Shares on issue at the date of this Prospectus are as follows:

Shareholder	**Shares**	**Voting Power**
Adrian Floate and associated entities Rare Air Holdings Pty Ltd and FAAF Pty Ltd	307,110,077	8.38%

Section 3 RISK FACTORS

3.1 Introduction

This Section 3 identifies the areas the Directors regard as the main risks associated with an investment in the Company. There are numerous widespread risks associated with investing in any form of business and with investing in the share market generally. There is also a range of specific risks associated with the Company's business. These risk factors are largely beyond the control of the Company and its Directors because of the nature of the business of the Company. The following summary, which is not exhaustive, represents some of the main risk factors which the Directors consider potential investors need to be aware of.

3.2 Company specific risks

(a) Capital requirements

The continued operations of the Company are dependent on its ability to obtain financing through debt and equity means, or generating sufficient cash flows from future operations. There is a risk that the Company may not be able to access capital from debt or equity markets for future projects or developments, which could have a material adverse impact on the Company's business and financial condition.

The Company's ability to borrow money will be subject to the availability of debt at the time the Company wishes to borrow money and the cost of borrowing.

(b) Exchange rates

The income and expenditure of the Company can and often will be accounted for in United States and other currencies, exposing the Company to the fluctuations and volatility of the rate of exchange between these currencies and the Australian dollar as determined in international markets.

(c) Reliance on key management

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management, each of whom has knowledge and experience of the Company's products and services that cannot be replicated by others in the short term. The CEO and management may, subject to the relevant periods of notice specified in their employment agreements with the Company, terminate their employment relationship with the Company at any time and the loss of any member of the senior management team could harm the Company's business.

The Company will need to hire new technical and sales personnel as the business grows. Competition for such personnel is intense and any shortage of availability of the required skills could impair the development of the Company's business and the rate of such development. Such shortages could also cause wage inflation, which may impact on the Company's financial position and financial performance.

(d) Third party licences

The Company may from time to time operate through utilising licences granted to it by third parties. In such circumstances, the Company's ability to conduct the relevant operations are subject to the continued rights to utilise those licences. If for any reason the relevant third parties are unable to (or refuse to) continue to grant rights in respect of those licences, this may impact on the Company's financial position and financial performance.

(e) Contract risks

The Company's subsidiaries may operate through a series of contractual relationships with operators and sub-contractors. All contracts carry risks associated with the performance by the parties thereto of their obligations as to time and quality of work performed. Any disruption to services or supply may have an adverse effect on the financial performance of the Company's operations.

(f) Regulatory risk

The Directors anticipate that the Company may have operations in overseas jurisdictions and as a result may be exposed to a range of different legal and regulatory regimes. This will give rise to risks relating to labour practices, foreign ownership restrictions, tax regulation, difficulty in enforcing contracts, and other issues. Possible sovereign risks include (without limitation) changes in legislation, a shift in political attitude, changes in economic and social conditions, political instability, the imposition of operating restrictions, government participation, changes to taxation rates and/or concessions, exchange control, licensing, duties or imposts, repatriation of income, or return of capital. Any of these factors may, in the future, adversely affect the financial performance and financial position of the Company.

(g) Litigation risk

The Company is subject to litigation risks. All industries, including the technology industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit.

Due to the inherent uncertainty of litigation processes, the resolution of any particular legal proceeding to which the Company is or may become subject could have a material effect on its financial position, results of operations or the Company's activities.

(h) Taxation risk

Any change in laws and regulations applicable to the taxation of income, intercompany transactions, withholding taxes, levies and other transactional taxes affecting the Company in the countries it operates in or in which it is listed, or any change in the current interpretation or any disputes with tax authorities or any changes to the Company's income mix, may adversely affect its tax status and increase its tax payable, which would have a negative effect on financial results.

(i) Employment law risk

From time to time, the Company may receive claims from former employees for a variety of labour related matters which may or may not have merit. The Company's general approach is to defend these claims as they arise. As with any litigation the outcome of any claim will not be known until heard by the court. Any claim which is not able to be successfully defended may result in a loss to the Company.

3.3 **Technology and intellectual property**

(a) Controls on the Company's intellectual property

The Company's intellectual property includes its software development and proprietary technology, knowledge base of business operations (including user, industry and market behaviours), customer records and the experience of its management team and workforce. The Company proposes to maintain strict security and monitoring of its software code and customer records, including protection and restriction on physical access.

(b) Unauthorised use of intellectual property

Despite best efforts to the contrary, the Company cannot be certain that third parties will not make unauthorised use of intellectual property relevant to the Company's business to the detriment of the Company, its operations and business. In addition, there can be no guarantee that unauthorised use or copying of the Company's software, data or specialised technology will be prevented. Any unauthorised use, access or copying of the Company's intellectual property could impact adversely on the Company's financial position and financial performance.

(c) Inability to protect intellectual property rights

Legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain, particularly in developing economies around the world. Effective patent, trademark, copyright and trade secret protection may not be available to the Company in every country in which it may eventually operate. Accordingly, despite its efforts, the Company may not be able to prevent third parties from infringing upon or misappropriating its intellectual property.

The Company intends to pursue intellectual property protection for technologies it develops in future. However there is a risk that the Company will be unable to register or otherwise protect new intellectual property it develops in the future, or which is developed on its behalf by contractors.

In addition, competitors may be able to work around the intellectual property rights relied on by the Company, or independently develop technologies or competing products or services that do not infringe the Company's intellectual property rights. Those competitors may then be able to offer services that are very similar to or otherwise competitive against those provided by the Company and this could adversely affect the Company's business.

(d) Costs of enforcing intellectual property rights

The Company may be required to incur significant expense in monitoring and protecting its intellectual property rights. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and cause a distraction to management.

In addition, monitoring unauthorised use of the Company's intellectual property is difficult and may require the commitment of a large amount of financial resources. As a result, the Company may be unable to detect the unauthorised use of its intellectual property rights.

(e) Challenges to the Company's intellectual property rights

There is a risk that the validity, ownership or authorised use of intellectual property relevant to the Company's business may be challenged by third parties. While this could involve significant expense, it could also result in the Company being unable to use the intellectual property in question, either temporarily or permanently. If an alternative cost-effective solution is not available, it may materially adversely impact the Company's financial position and performance.

Such disputes may also temporarily or permanently adversely impact the Company's ability to develop its software and systems and this may adversely impact the Company's revenue and profitability.

(f) Source Code

The Company owns the copyright in the source code at the heart of its technology. If the source code is made available to third parties it may be misappropriated and used in competition with the Company's products and services and this may have an adverse effect on the Group's financial position. It may be difficult for the Company to discover whether a third party has misappropriated and used the source code and it may be expensive for the Company to enforce its rights with respect to its source code. The Company has a policy regarding the use of, and maintaining the secrecy of, its source code

and ensures that its staff and contractors are bound by that policy.

(g) Intellectual property infringement claims from third parties

There is a risk that other parties may develop substantially similar products, processes or technologies to those used by the Company and the Company may be subject to claims from time to time that it has infringed a third party's intellectual property rights. If such claims are substantiated, injunctions may be granted against the Company which could adversely affect the operation of its products, and have a negative impact on its business.

The Company does not believe that it is currently infringing any third party's intellectual property rights and, to date, no third party has asserted that the Company is infringing their intellectual property rights.

(j) Developing technology

The Company's future business prospects will depend on its ability to anticipate and respond to technological changes. The Company's prospects will also depend on its ability to develop and protect technology that meets changing market needs and addresses the technological advances and competitiveness of other companies operating in the markets targeted by the Company. There is also a risk that new products or technologies developed by third parties will supersede the Company's technology.

The Company may not be able to successfully respond to new technological developments or identify and respond to new market opportunities, products or services offered by its competitors. In addition, the Company's efforts to respond to technological innovations may require significant capital investments and resources. Failure to keep up with future technological changes or to identify opportunities for use of the Company's technology could have an adverse effect on the value and prospects of the Company and its technology.

(k) Security breaches and data protection issues

The Company collects a wide range of confidential information. Cyber-attacks may compromise or breach the technology the Company uses to protect confidential information.

Despite its efforts, there is a risk that the Company's security measures may not be sufficient to detect or prevent unauthorised access to, or disclosure of, confidential information held by the Company. Data security breaches could result in the loss of information integrity or breaches of the Company's obligations under applicable laws and agreements. This could lead to increased security costs and a slower take up of the Company's products and services by customers, and may adversely impact the Company's reputation, value, and financial performance.

3.4 **General risks**

(a) Coronavirus (COVID-19)

The Company's operations may be adversely affected in the short to medium term by the economic uncertainty of the ongoing COVID-19 pandemic. Whilst the impact of COVID-19 appears to have stabilised in most countries (including Australia), no guarantee can be given that governmental or industry measures taken in response to COVID-19, or any potential future pandemic (if any), will not adversely impact the operations of the Company and are likely to be beyond the control of the Company.

(b) Securities investments

Participants should be aware that there are risks associated with any securities investment. The prices at which the Shares trade may be above or below the issue price and may fluctuate in response to a number of factors. Further, the stock market has experienced price and volume fluctuations. There can be no guarantee trading prices will not be subject to fluctuation. These factors may materially affect the market price of the Shares, regardless of the Company's operational performance.

(c) Share market conditions

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

(d) Economic risk

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption in any of the areas in which the Company operates, the rate of growth of gross domestic product, interest rates and the rate of inflation.

(e) Policies and legislation

Any material adverse changes in government policies or legislation of Australia or any other country in which the Company has economic interests may affect the viability and profitability of the Company.

(f) Investment speculative

The above risk factors ought not to be taken as an exhaustive list of the risks faced by the Company or by prospective 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 New Listed Options and Broker Options offered under this Prospectus. Therefore, the Shares to be issued on the exercise of the New Listed Options and Broker Options to be issued pursuant to this Prospectus carry no guarantee for the payment of dividends, returns of capital or their market value. Prospective investors should consider that the investment in the Company is speculative and should consult their professional adviser before deciding whether to apply for New Listed Options or Broker Options pursuant to this Prospectus.

Section 4 ADDITIONAL INFORMATION

4.1 Continuous disclosure obligations

The Company is a "disclosing entity" under the Corporations Act and is subject to the regime of continuous disclosure and periodic reporting requirements. Specifically as a listed company, the Company is subject to the Listing Rules, which require continuous disclosure to the market of any information possessed by the Company, which a reasonable person would expect to have a material effect on the price or value of its securities.

4.2 Applicability of Corporations Act

As a "disclosing entity", the Company has issued this Prospectus in accordance with section 713 of the Corporations Act applicable to prospectuses for an offer of securities which are continuously quoted securities of a body or options to acquire such securities.

Therefore, in preparing this Prospectus, regard has been had to the fact the Company is a disclosing entity for the purposes of the Corporations Act and matters may reasonably be expected to be known to investors and professional advisers whom investors may consult. It must be read in the context of, and having regard to, the Company's continuous disclosure obligations and publicly available information regarding the Company and its business.

The ASX maintains files containing publicly disclosed information about all listed companies. The Company's file is available for inspection at ASX in Melbourne during normal working hours. In addition, copies of documents lodged by, or in relation to, the Company with ASIC may be obtained from, or inspected at, any regional office of ASIC.

4.3 Information available to Shareholders

The Company will provide a copy of each of the following documents, free of charge, to any investor who so requests during the application period under this Prospectus. Alternatively, they can be downloaded from ASX's website at www.asx.com.au:

(a) the Annual Report for the Company for the period ending 30 June 2022, which was lodged with ASIC on 26 October 2022;

(b) the Half Yearly Report for the Company for the half year ending 31 December 2022; and

(c) the following documents used to notify ASX of information relating to the Company during the period after lodgement of the Annual Report of the Company for the period ending 30 June 2022 and before the issue of this Prospectus:

Date	Description of ASX Announcement
26 October 2022 6.30am	Appendix 4G and Corporate Governance Statement
26 October 2022 6.31am	Annual Report to shareholders
26 October 2022 6.53am	Annual General Meeting Letter to Shareholders
26 October 2022 6.54am	Notice of Annual General Meeting/Proxy Form

Date	Description of ASX Announcement
28 October 2022 7.46am	Quarterly Activities/Appendix 4C Cash Flow Report
1 November 2022 6.39am	Investor Webinar
1 November 2022 7.14am	Investor Presentation
25 November 2022 8.55am	Annual General Meeting withdrawal of resolution 9
25 November 2022 10.53am	AGM Presentation
25 November 2022 4.53pm	Results of Meeting
6 December 2022 2.05pm	Application for quotation of securities - SPX
6 December 2022 2.08pm	Application for quotation of securities - SPX
6 December 2022 2.16pm	Section 708A Notice
6 December 2022 4.07pm	Withdrawal of Section 708A (5) Notification
7 December 2022 6.54am	Pause in trading
7 December 2022 7.48am	Spenda Platform to be rolled out to Carpet Court
7 December 2022 7.49am	Section 708A Notice
13 December 2022 1.35pm	Change of Directors' Interest Notices
28 December 2022 6.17am	Spenda and Fiserv enter into Payment Facilitator Agreement
6 January 2023 1.09pm	Response to ASX Price Query
11 January 2023 2.17pm	Notification regarding unquoted securities
19 January 2023 10.08am	Investor Webinar
24 January 2023 6.55am	Quarterly Activities/Appendix 4C Cash Flow Report

Date	Description of ASX Announcement
25 January 2023 2.31pm	Investor Webinar
27 January 2023 5.32am	Updated Investor Webinar Date
27 January 2023 2.03pm	Release of Shares from Escrow
31 January 2023 6.58am	Investor Presentation
6 February 2023 7.44am	Strategic Investment in Fresh Supply Co. Pty Ltd
14 February 2023 2.42pm	Proposed issue of securities - SPX
16 February 2023 2.32pm	Application for quotation of securities - SPX
16 February 2023 2.33pm	Application for quotation of securities - SPX
16 February 2023 2.39pm	Section 708A Notice
28 February 2023 6.51am	Half Yearly Report and Accounts
6 March 2023 5.38am	Investor Webinar
7 March 2023 3.38pm	Half Year Report Presentation
16 March 2023 2.01pm	Notification of cessation of securities - SPX
27 March 2023 12.55pm	Non-Deal Roadshow - Singapore and Hong Kong
6 April 2023 3.02pm	Notification regarding unquoted securities - SPX
28 April 2023 8.24am	Quarterly Activities/Appendix 4C Cash Flow Report
28 April 2023 1.56pm	Investor Webinar
10 May 2023 3.59pm	Change of Director's Interest Notice
16 May 2023 7.20am	Spenda & Capricorn extend their relationship into eCommerce

Date	Description of ASX Announcement
17 May 2023 5.17pm	Application for quotation of securities - SPX
18 May 2023 6.29am	Notification regarding unquoted securities - SPX
18 May 2023 6.35am	Section 708A Notice
8 June 2023 7.03am	Trading halt
13 June 2023 7.44am	Private Placement raises $3.9m
13 June 2023 7.44am	Proposed issue of securities - SPX
13 June 2023 7.45am	Proposed issue of securities - SPX
19 June 2023 8.57am	Application for quotation of securities - SPX
19 June 2023 2.04pm	Notification regarding unquoted securities - SPX
20 June 2023 7.55am	Section 708A Notice
28 June 2023 9:06am	Lending and Payments Volumes Update
29 June 2023 7:58am	Application for quotation of securities - SPX
29 June 2023 7:58am	Application for quotation of securities - SPX
29 June 2023 8:01am	Section 708A Notice
30 June 2023 3:35pm	Expiry of Listed Options SPXO
10 July 2023 7:35am	Carpet Court Successful Rollout & Lending Agreement
18 July 2023 9:59am	Quarterly Activities/Appendix 4C Cash Flow Report
18 July 2023	Application for quotation of securities - SPX

Date	Description of ASX Announcement
1:59pm	
18 July 2023 2:15pm	Section 708A Notice
19 July 2023 1.18pm	Investor Webinar

4.4 **Rights attaching to New Listed Options**

The terms and conditions of the New Listed Options are as follows:

(a) Entitlement

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

(b) Exercise Price and Expiry Date

The amount payable upon exercise of each New Listed Option will be $0.0175 (**Exercise Price**).

The expiry date of each New Listed Option is two years after the date of issue (**Expiry Date**). A New Listed Option not exercised before the Expiry Date will automatically lapse at 5.00pm (WST) on the Expiry Date.

(c) Exercise Period

Subject to all necessary shareholder and regulatory approvals as determined by the Company (including but not limited to shareholder approval under Item 7 of section 611 of the Corporations Act), the New Listed Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(d) Notice of Exercise

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

(e) 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 New Listed Option being exercised in cleared funds (**Exercise Date**).

(f) Timing of issue of Shares on exercise

Within 5 Business Days of receipt of the Notice of Exercise accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of New Listed Options specified in the Notice of Exercise.

(g) Transferability

The New Listed Options are freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws.

(h) Ranking of Shares

All Shares allotted upon the exercise of New Listed Options will upon allotment be fully paid and rank *pari passu* in all respect with other Shares.

(i) Quotation

The Company will apply for quotation of the New Listed Options on ASX. The Company will apply for quotation of all Shares allotted pursuant to the exercise of New Listed Options on ASX within 5 Business Days after the date of allotment of those Shares.

(j) Reconstruction

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

(k) Participating Rights

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

(l) Amendments

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

4.5 **Rights attaching to Broker Options**

The terms and conditions of the Broker Options are substantially the same as the terms of the New Listed Options set out at Section 4.4 above, save that the Broker Options are subject to the vesting condition of the Company's ordinary shares trading at a VWAP of $0.03 or higher over any consecutive 15 trading day period.

4.6 **Rights attaching to Shares**

(a) Voting

Every holder of Shares present in person or by proxy, attorney or representative at a meeting of Shareholders has one vote on a vote taken by a show of hands, and, on a poll every holder of Shares who is present in person or by proxy, attorney or representative has:

(i) one vote for every fully paid Share held by him or her; and

(ii) a fraction of one vote for each partly paid up Share held by him or her.

A poll may be demanded by the chairman of the meeting, by at least two Shareholders entitled to vote on the particular resolution present in person, or by any one or more Shareholders who are together entitled to not less than 5% of the total voting rights of the Shares held by all Shareholders who have the right to vote on the resolution.

(b) Dividends

The Directors may determine that dividends are payable on Shares. Shareholders may be entitled to dividends as a result of ownership of their Shares in accordance with the Constitution.

(c) Further issue of securities

Subject to the Corporations Act and the Listing Rules, the Directors may allot, grant options over, or otherwise dispose of shares in the Company at the times and on the terms the Directors think fit but the Company shall not issue any share with a voting right more advantageous than that available to any share previously issued by the Company. A share may be issued with a preferential or special right.

(d) Transfer of Shares

A Shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by the Listing Rules or the Corporations Act for the purpose of facilitating dealings in Shares or by an instrument in writing in a form approved by ASX or in any other usual form or in any form approved by the Directors.

The Directors may refuse to register any transfer of Shares, (other than a market transfer) where the Company is permitted or required to do so by the Listing Rules or the ASX Settlement Operating Rules. The Company must not prevent, delay or interfere with the generation of a proper market transfer in a manner which is contrary to the provisions of any of the Listing Rules or the ASX Settlement Operating Rules.

(e) Meetings and notice

Each Shareholder is entitled to receive notice of and to attend general meetings for the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the Listing Rules.

(f) Liquidation rights

A liquidator may, with the authority of a special resolution of Shareholders:

(i) distribute among the Shareholders the whole or any part of the remaining property of the Company; and

(ii) decide how to distribute the property as between the Shareholders or different classes of Shareholders.

The liquidator may vest the whole or any part of the assets in trust for the benefit of Shareholders as the liquidator thinks fit, but no Shareholder can be compelled to accept any shares or other securities in respect of which there is any liability.

(g) Alteration and reduction of capital

The Company may, by resolution, alter its capital in any manner permitted by law and subject to the Corporations Act, the Company may by special resolution reduce its capital.

(h) Indemnities

Subject to the Corporations Act, the Company must indemnify each past and present officer against liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

(i) Shareholder liability

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

(j) Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. At least 28 days' written notice, specifying the intention to propose the resolution as a special resolution must be given.

(k) Listing Rules

Despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Similarly, nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision or not to contain a provision the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

4.7 **Interests of Directors**

(a) Directors' holdings

At the date of this Prospectus the relevant interest of each of the Directors in Shares and Options of the Company are as follows:

Director	Shares	Vested Unlisted Options	Unvested Unlisted Options	Listed Options Expiry 28 July 2023 Exercise Price $0.025
Peter Richards[1]	38,289,454	20,000,000	20,000,000	6,659,131
Adrian Floate	307,110,077	-	-	29,954,000
Howard Digby [2]	16,516,434	9,500,000	5,000,000	2,591,666
Stephen Dale[3]	1,694,444	5,000,000	5,000,000	375,000
Total	**363,610,409**	**34,500,000**	**30,000,000**	**39,579,797**

[1] 40,000,000 Unlisted Options with an exercise price of $0.084 expiring 26 February 2026, 10,000,000 unvested Options vest on 26 February 2024 and 10,000,000 unvested Options vest on 26 February 2025.

[2] 10,000,000 Unlisted Options with an exercise price of $0.084 expiring 26 February 2026 and 4,500,000 Unlisted Options with an exercise price of $0.025 expiring 28 July 2023. 2,500,000 unvested Options with an exercise price of $0.084 vest on 26 February 2024 and 2,500,000 unvested Options with an exercise price of $0.084 vest on 26 February 2025.

[3] 10,000,000 Unlisted Options with an exercise price of $0.084 expiring 26 February 2026, 2,500,000 unvested Options vest on 26 February 2024 and 2,500,000 unvested Options vest on 26 February 2025.

(b) Remuneration of Directors

Fees and payments to Executive Directors reflect the demands which are made on, and the responsibilities of, the Directors. Executive Directors' remuneration is reviewed at least annually by the Board. The base remuneration is presently $275,000 per annum for the Managing Director.

Non-Executive Directors' fees are determined within an aggregate Directors' fee pool limit, which is periodically recommended for approval by Shareholders. The maximum currently stands at $500,000 per annum. The level of fees for Non-Executive Directors is presently set at $60,000 per annum and $60,000 per annum for the Non-Executive Chairman. Howard Digby receives an additional $10,000 per annum as Chair of the Remuneration Committee. Details of remuneration provided to Directors and their associated entities during the financial years ended 30 June 2022 and 30 June 2021 are as follows:

Financial year ended 30 June 2022

Director	Fees & Salaries $	Fees & Salaries settled in equity	Post-employment benefits $	Cash Bonus	Share-based payments	Total $
Directors						
Adrian Floate	167,645	72,951	23,568	100,000	337,500	701,664
Peter Richards	35,714	14,286	5,000	-	385,502	440,502
Howard Digby	41,548	14,286	5,583	-	96,376	157,793
Stephen Dale	50,000	-	-	-	96,376	146,376
Total	**294,907**	**101,523**	**34,151**	**100,000**	**915,754**	**1,446,335**

Financial year ended 30 June 2021

Director	Fees & Salaries $	Fees & Salaries settled in equity	Post-employment benefits $	Cash Bonus	Share-based payments	Total $
Directors						
Adrian Floate	290,939	-	10,885		3,772,716	4,074,540
Peter Richards	30,000	-	-	-	8,854	38,854
Howard	30,000	-	-	-	4,055	32,055

Director	Fees & Salaries $	Fees & Salaries settled in equity	Post-employment benefits $	Cash Bonus	Share-based payments	Total $
Digby						
Stephen Dale	30,000	-	-	-	375	30,375
Total	**380,939**	**0**	**10,885**	**0**	**3,786,000**	**4,175,824**

Except as disclosed in this Prospectus, no Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract entered into by the Company) has, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company; or
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- the Offers.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any Director or to any company or firm with which a Director is associated to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her, or his or her company or firm, with which the Director is associated in connection with the formation or promotion of the Company or the Offers.

4.8 **Interests of named persons**

Except as disclosed in this Prospectus, no expert, 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 in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- the Offers.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any expert, 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, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offers.

<u>Joint Lead Managers</u>

Red Leaf and Evolution were appointed as the Joint Lead Managers to the Placement pursuant to a mandate with the Company dated 7 June 2023 (**Mandate**).

The material terms of the Mandate are set out below:

(a) Services

The Joint Lead Managers will provide to the Company such assistance in undertaking the Placement as is customary and appropriate for such a transaction, including (without limitation):

(i) acting as bookrunners and joint lead managers in respect of the Placement;

(ii) advising on the structure of the Placement;

(iii) assisting the Company and its legal and other professional advisers in managing appropriate due diligence in relation to the Placement;

(iv) assisting the Company and its advisers with the content of investor presentations, marketing and ASX announcements required in connection with the Placement; and

(v) assisting with the communication strategy in relation to the Placement.

(b) Fees

In consideration for providing the services under the Mandate, the Company will pay the following aggregate fees to the Joint Lead Managers:

(i) a monthly retainer of $10,000 (excluding GST) for a six-month term (contingent on the Placement raising at least $3.75 million);

(ii) a combined management and selling fee of 6% of the proceeds from the Placement (excluding GST), other than for those investors who participated under an agreed Chairman's List, in which case the Joint Lead Managers will receive a 2% management fee of the proceeds raised from those investors; and

(iii) five Broker Options for every $1.00 raised under the Placement. The terms and conditions of the Broker Options are set out in Section 4.5.

(c) Brokers

The Joint Lead Managers may appoint brokers to the Placement, provided that the Joint Lead Managers will be responsible for the payment of their fees.

(d) Expenses

The Company will reimburse the Joint Lead Managers for their reasonable out-of-pocket expenses (including GST) incurred in connection with the Placement. The Joint Lead Managers are required to seek written approval from the Company prior to incurring any individual expenses above $5,000, excluding pre-agreed legal and DvP costs.

(e) Indemnity and release

The Company will indemnify and hold harmless on an after-tax basis the Joint Lead Managers and their Related Bodies Corporate and respective directors, officers, employees and advisers (as the case may be) from and against all liabilities they suffer or incur in connection with the Placement. In addition, the Company unconditionally and irrevocably discharges the Joint Lead Managers, their Related Bodies Corporate and respective directors, officers, employees, advisers and agents (**Released Party**) from any claim that may be made by it as a result of the participation of that Released Party in connection with the Placement. The release does not apply to the extent the claim has been caused by the fraud, gross negligence, wilful misconduct or wilful default of the Released Party.

(f) Term

unless terminated for convenience prior to the execution of a definitive selling agreement in connection with the Placement, the Mandate will terminate on the later to occur of:

(i) completion of the Placement; and

(ii) six months after the date of the Mandate.

(g) Right of first refusal

During the 12 month period commencing from the date of the Mandate, the Company will consult with the Joint Lead Managers in respect of all corporate finance initiatives and will offer the Joint Lead Managers the first right of refusal to act as lead (or joint lead) brokers to the offer in respect of any equity or hybrid capital raising that the Company undertakes during the relevant period. Any such engagement will be set out in a separate engagement letter based on the same or similar terms as the Mandate.

(h) Representations and Warranties

Under the Mandate, the Company gives representations and warranties to the Joint Lead Managers which are typical for an agreement of such nature.

(i) Governing law

The Mandate is governed by the laws of New South Wales.

Solicitors

Murcia Pestell Hillard has acted as solicitors to the Company in relation to the Offers. For their professional services on this Prospectus, the Company will pay approximately $15,000 (excluding GST). Murcia Pestell Hillard has provided other professional services to the Company during the last 2 years amounting to approximately $196,476.47 (excluding GST).

Except where otherwise specified, the amounts disclosed above are exclusive of any amount of goods and services tax payable by the Company for those amounts.

4.9 **Expenses of the Offers**

The approximate expenses of the Offers are $20,000. These expenses are payable by the Company.

4.10 **Consents**

Each of the parties referred to in this Section 4.10:

(a) does not make, or purport to make, any statement in this Prospectus or on which a statement made in the Prospectus is based, other than as specified in this Section 4.10; 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 4.10.

Evolution and Red Leaf have consented to being named in this Prospectus as the Lead Managers to the Offers and have not withdrawn such consent prior to the lodgement of this Prospectus with ASIC.

Murcia Pestell Hillard has consented to being named in this Prospectus as the solicitors to the Offers and has not withdrawn such consent prior to the lodgement of this Prospectus with ASIC.

4.11 **Electronic Prospectus**

The offer pursuant to an Electronic Prospectus is only available to Participants receiving an electronic version of this Prospectus within Australia.

If you have received this Prospectus as an Electronic Prospectus please ensure you have received the entire Prospectus accompanied by the Entitlement and Acceptance Form. If you have not, please email the Company at justyn.stedwell@spenda.co and the Company will send to you, free of charge, 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 replacement prospectus or any of those documents were incomplete or altered.

Section 5 DIRECTORS' RESPONSIBILITY STATEMENT & CONSENT

The Directors state they have made all reasonable enquiries and on that basis have reasonable grounds to believe any statements made by the Directors in this Prospectus are not misleading or deceptive and for any other statements made in this Prospectus by persons other than the Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe persons making the statement or statements were competent to make such statements, and those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Director's knowledge, before any issue of New Listed Options or Broker Options pursuant to this Prospectus.

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

Each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Dated: 21 July 2023



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Adrian Floate

Chief Executive Officer

Section 6 DEFINED TERMS

$ means Australian dollars, unless otherwise stated.

Applicant means a Participant who makes an Application.

Application means an application to subscribe for New Listed Options or Broker Options under this Prospectus.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ASX Settlement means ASX Settlement Pty Ltd ACN 008 504 532.

ASX Settlement Operating Rules means the settlement operating rules of ASX Settlement as amended from time to time.

Board means the board of Directors unless the context otherwise requires.

Broker Options means Options offered to Evolution (or its nominee) and Red Leaf (or its nominee) under this Prospectus, the terms of which are set out in Section 4.5.

Business Day means Monday to Friday inclusive, other than any day that ASX declares is not a business day.

CHESS means ASX Clearing House Electronic Sub-register System.

Closing Date means the closing date of the Offers, being 5pm (WST) on 2 August 2023, subject to the right of the Company to vary that date (in accordance with the Listing Rules).

Company means Spenda Limited (ACN 099 084 143).

Constitution means the constitution of the Company.

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

Directors mean the directors of the Company.

Director Securities has the meaning given in Section 1.1(b).

Electronic Prospectus means an electronic version of the Prospectus.

Entitlement means the entitlement of a Participant to participate in the Placement Offer or Secondary Offer (as applicable), as shown on the Entitlement and Acceptance Form.

Entitlement and Acceptance Form means the entitlement and acceptance form accompanying this Prospectus.

Evolution means Evolution Capital Pty Ltd.

Exercise Date has the meaning given in Section 4.4(e).

Exercise Period has the meaning given in Section 4.4(c).

Exercise Price has the meaning given in Section 4.4(b).

Expiry Date has the meaning given in Section 4.4(b).

Group means the Company and its Related Bodies Corporate.

Joint Lead Managers means the Lead Managers jointly.

Lead Manager means Evolution or Red Leaf (as the context requires) and **Lead Managers** means both of them.

Listing Rules means the Listing Rules of ASX.

Mandate has the meaning given in Section 4.8.

New Listed Options means the Options offered to Placement Participants under this Prospectus, the terms of which are set out in Section 4.4.

Notice of Exercise has the meaning given in Section 4.4(d).

Offers means the Placement Offer and the Secondary Offer.

Official Quotation means official quotation on ASX.

Opening Date means the opening date of the Offers being 25 July 2023**,** subject to the rights of the Company to vary that date.

Option means an option to acquire one Share.

Participants means Placement Participants, Evolution (or its nominee) and Red Leaf (or its nominee).

Performance Rights means a performance right which, subject to its terms, could convert into a Share.

Placement has the meaning given in Section 1.1.

Placement Offer means the offer of New Listed Options to Placement Participants under this Prospectus.

Placement Participants means those persons who are entitled to receive New Listed Options arising from their participation in the Placement.

Placement Shares means the Shares issued under the Placement.

Prospectus means this prospectus dated 21 July 2023 and includes the Electronic Prospectus (where applicable).

Red Leaf means Red Leaf Securities Pty Ltd.

Related Bodies Corporate has the meaning given in section 50 of the Corporations Act.

Released Party has the meaning given in Section 4.6(h).

Section means a section of this Prospectus.

Secondary Offer means the offer of the Broker Options to Evolution (or its nominee) and Red Leaf (or its nominee) made under this Prospectus.

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

Share Registry means Automic Share Registry.

Shareholder means the holder of a Share.

US Securities Act means the US Securities Act of 1933, as amended.

WST means Australian Western Standard Time.