

SCALARE

PARTNERS

capital . resource . scale

IPO INVESTOR EDUCATION PRESENTATION

August /
September 2024

Novus
Capital

Sponsoring Broker and Lead Manager

Executive Summary >

1

Seeking to raise up to \$8.0 million under the Offer at an issue price of \$0.25 per share, with re-listing on the ASX (Scalare board, team and community have already committed \$2.6m in this Offer)

2

Highly experienced team with a proven track record

3

Unique opportunity to participate in a diverse selection of early-stage Australian and international technology companies

4

Long term returns through a profitable product, services and advisory business

5

Ownership of an outstanding portfolio of early-stage investments

6

International growth plans and opportunities



INTRODUCTION

The need to change the ecosystem

Due to ongoing discussions about potential changes to **investor laws in Australia**, higher **barriers to capital**, and **a fragmented system**, there needs to be an **alternative** to traditional VCs and private capital.



Ongoing economic pressures have created increased barriers for local companies to access money, causing them to seek funding from overseas



A fragmented ecosystem means it cannot cater to early-stage companies who are scaling quicker than ever before due to recent advances in technology.



Potential changes to wholesale investor laws in Australia could push more investors out of private capital markets, and these investors will need somewhere to go. As will founders needing capital.

A more holistic system: Scalare >

Scalare provides **scalable tech startups** with the sector's **broadest** and **holistic ecosystem** through **investment, productive fractional services** and **expert advice**, a market-leading **diagnostic platform**, and community programs to **accelerate** their growth.



Provides the broadest range of fractional services and expert advice of any working capital



Owens Ascend a market-leading diagnostic platform that helps tech company founders identify and prioritise problems and creates a roadmap for advice and services to address them



Created a specialised technology ecosystem for its portfolio companies and the wider tech sector through events and membership programs



Does not ring fence its investors' capital to certain investments and takes no funds, management, or performance fees

About Scalare >

Scalare offers essential products and services to help technology founders grow their business

These range from education programs to hands on support services

Scalare also invests directly in our highest conviction opportunities

We work with and have invested in businesses in Australia, Singapore, UK, Europe, New Zealand and the US

Products and Services:

Programs and Digital Solutions	Memberships and Events	Scale Up Services	Investments
<ul style="list-style-type: none"> • Founder start up programs • Annual support programs • Digital Solutions/Ascend • Tech Ready Women - female tech accelerator program 	<ul style="list-style-type: none"> • Membership programs • Community events • The annual Australian Technologies Competition 	<ul style="list-style-type: none"> • Fractional services • Investor readiness • Strategy advice 	<ul style="list-style-type: none"> • Detailed diligence/investment process • Select highest conviction investments • Invest early where returns are highest

Scalare at a Glance >

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Team Members

\$2.0m

Product and Service Revenue
in FY24 (up 64% from FY23)

30

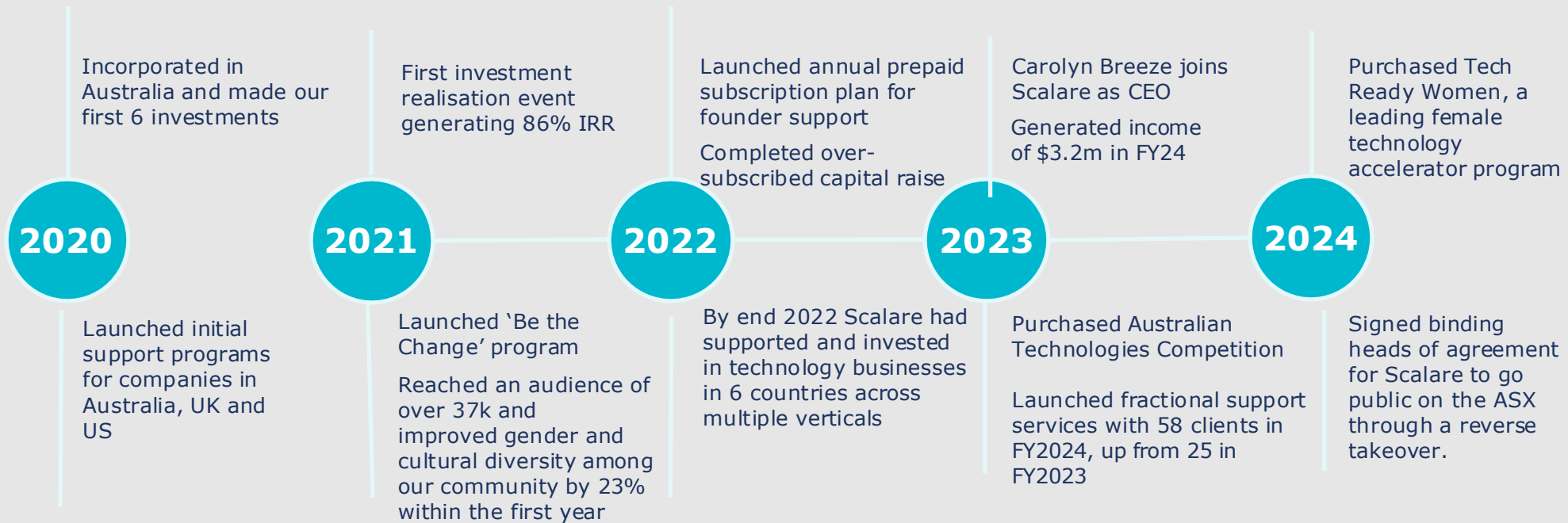
Investments made
(currently hold 27)

\$10.2m

Portfolio Valuation FY24

298%

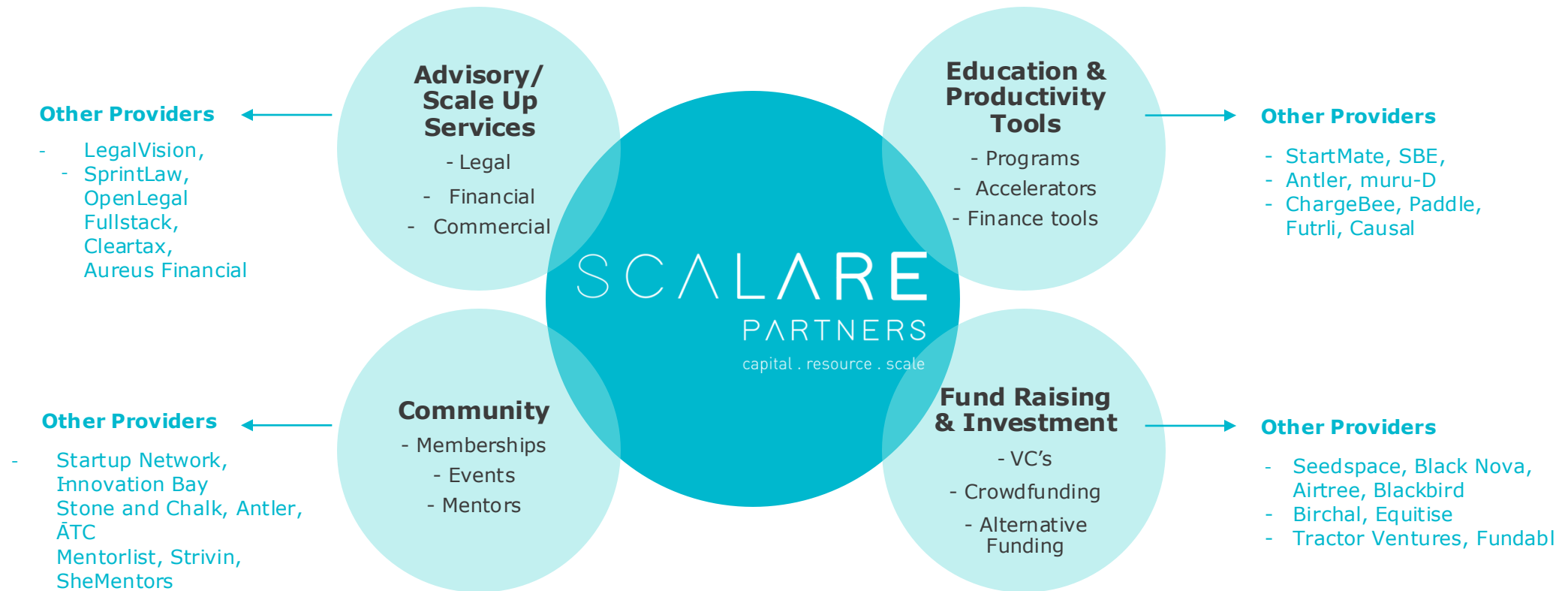
Total Realised and
Unrealised Returns



Technology and Innovation

Ecosystems >

Scalare sits at the heart of the early-stage technology and innovation ecosystem creating a unique business model with multiple revenue streams and opportunities for both organic growth and strategic acquisitions.



Our Team

Scalare Partners has an outstanding team who have built, supported and exited a significant number of technology businesses in Australia and Internationally



Carolyn Breeze
Partner and CEO

Joined Scalare in February 2023. With over 20 years of experience in telecommunications, technology, eCommerce, and fintech, she has received numerous accolades for her work, including CEO Magazine's IT and Telecommunications Executive of the Year (2018), Business Insider's top 21 Women in Fintech, and the Advocate for Women award at the 2019 Woman in Payments Symposium. Most recently, Carolyn was recognised as Fintech Leader of the Year at the 2021 Woman in Finance Awards.



James Walker
Founding Partner

James is an entrepreneur and investor specialising in fast growing businesses with experience as a ASX company director and leader in commercialising technology in new markets. James is currently a non- executive chair with BluGlass (ASX:BLG) and Native Mineral Resources Holdings (ASX: NMR). More recently James successfully completed the ASX-IPO of thedocyard (ASX: TDY) and Native Mineral Resources Holdings (ASX: NMR) and before that DroneShield (ASX: DRO).



Nick Roberts
Founding Partner

Entrepreneur and investor specialising in fast growing businesses with international potential. With 20+ years of international experience having founded and run businesses in UK/ Europe, US and Asia Pacific. Founder of 4 businesses in professional, B2B & consumer media areas. Previous roles include CEO at RISQ Group and MD (JANZ) for Thomson Reuters.



Giles Bourne
Founding Partner

Co-founded Scalare in January 2020. Over 27 years of experience leading technology innovation and commercialisation across diverse industries, including multinational software companies, polymer banknote technology, and corporate advisory before being the CEO of BluGlass (ASX: BLG). Currently non-executive director Ticketless Parking Pty Ltd and FreeGuides Pty Ltd.



Jenny Li
Partner and CFO

Jenny joined Scalare in January 2020. Jenny is a strategy focused and results orientated finance leader, with more than 15 years' experience in improving financial governance, working in and advising multinational business to high growth start-ups undertaking rapid change and growth. Prior to joining Scalare Jenny was at Sterling RISQ as Finance Director from October 2009 to January 2020.



Tim Griffiths
Partner

Tim joined Scalare in Sept 2021. Tim is a seasoned technology entrepreneur and executive with a rich background spanning over two decades. Tim leverages his extensive experience in venture capital-backed start-ups, technical engineering, and entrepreneurial leadership to drive business growth and transformation. Tim is a Board Director for RO-AI and an Advisor for Better X, a company in the Scalare portfolio. Additionally, he is a technical advisor to Privy, a leading digital trust provider with over 53 million onboarded customers.

Our Board post ASX Listing >

We have attracted an experienced and high-calibre board that is passionate about the Scalare business and the opportunities for growth.



Adelle Howse
Non-Executive,
Independent Chair

Current Non-Executive Director of Macquarie Technology Group (ASX: MAQ), Downer EDI (ASX: DOW), Sydney Desalination Plant and BAI Communications



Neil Carter
Non-Executive,
Independent Director

Current corporate advisor and NED, and previously Global Co-Head of Equities at IFM Investors.



Beau Quarry
Non-Executive
Director

Current Founder and Managing Director of Solido Capital, Managing Director Baobab Investment Management, Non-Executive Director Arctic Intelligence and Scalare Partners Pty Ltd



James Walker
Executive
Director

Current co-founder and director at Scalare Partners, Non-Executive Chair at BluGlass (ASX: BLG) and Non-Executive Chair at Native Mineral Resources (ASX: NMR)



James Loughed
Non Executive
Director

Recently VP & GM High Performance Analog and Accelerator Group at MaxLinear. Current advisor to start-ups and public tech companies in the US. Investor and adviser at Silicon Catalyst, investor and member at Sand Hill Angels, and Non-Executive Director at Scalare Partners Pty Ltd



Scalare > Products and Services

Programs and Digital Solutions:

- Founder start up programs to help validate and launch business ideas
- Annual support programs and workshops for more established founders
- Digital Solutions (e.g. Ascend) to help founders benchmark and focus on priorities

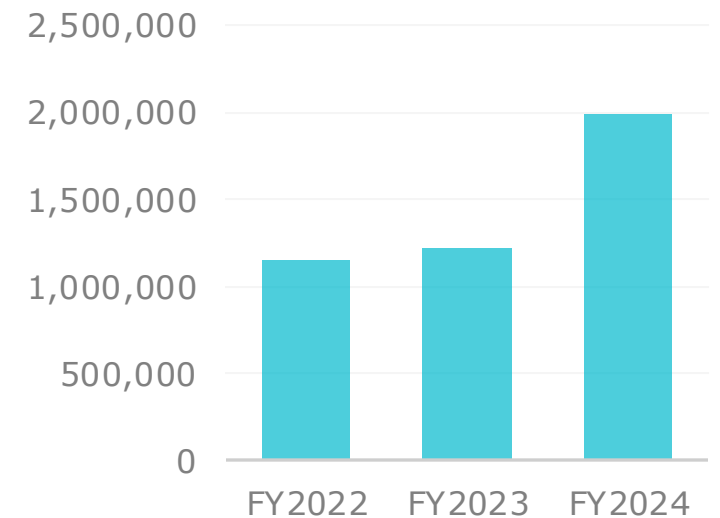
Memberships and Events:

- Membership communities to support, educate, facilitate networking and provide access to experienced mentors
- Community events and pitch nights
- The annual Australian Technologies Competition and awards

Support Services:

- Fractional services to support founders in key areas (finance, technology, operations, sales etc.)
- Assistance with investor readiness, diligence and fund raising
- Directorships, strategy and governance advice.

Scalare services revenue



Note: FY24 Services Income includes proforma income from the Tech Ready Women acquisition from July 1st 2023. The acquisition closed on 26th April 2024.



Scalare > Investment Activities

Scalare's investment model is to invest early in our highest conviction opportunities where the best returns are achievable, especially with the right diligence pre investment and the right support post investment.

Our current **27 investments** have been diversified both from **a founder, industry, technology and geographic perspective**

(21 x Aus, 2 x Europe, 2 x Singapore, 1 x US, 1 x NZ)

We will continue to **focus on diversification** where we understand the opportunity and can **add value** to the company's growth journey

Our track record is strong (298% realised and unrealised return to date)

The RTO will allow us to continue to invest in pre-seed and seed rounds of the businesses that we have identified as having outstanding founders and significant global potential

We make a limited number of **new investments** each year - often sourced from founders who are accessing our products and services e.g.:

- Educational and Membership programs
- Australian Technologies Competition
- Tech Ready Women

Or from existing founder **referrals** and word of mouth.

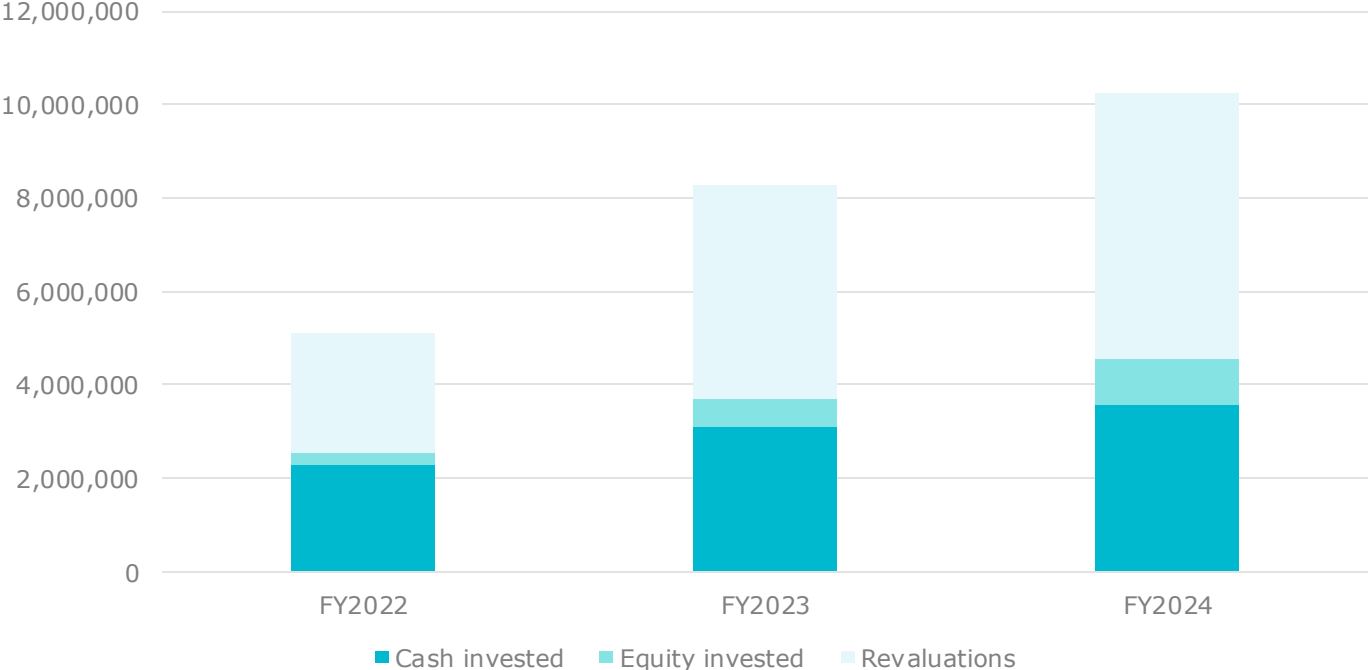


Scalare > Investment Track Record

Scalare's investments have demonstrated strong valuation growth since inception.

TOTAL
RETURN
298%

Scalare Portfolio Valuation





Why focus on early-stage investing?

1. High growth potential - investing at the ground level of potentially successful companies
2. Spotting industry trends – early-stage investors capitalise on emerging trends working closely with founders
3. Valuation and equity takes - typically lower leading to substantial returns
4. Active role in growth – can take on a more active role in the company's development
5. Early access to innovation - with startup often at the cutting edge of technology
6. Supporting economic growth - leading to a positive social impacts fostering a dynamic and evolving economy
7. Not competitive as most Australian technology investment funds invest at a later stage



Investment Approach

Focus on assisting and investing in high growth potential, early-stage technology companies

Key investment principles:

- Technology centric businesses with significant potential
- Operates in a large and fast-growing market
- Impressive and passionate founder and team
- Open to mentoring, advice and assistance
- Have an existing product market fit, supported by commercial validation
- A track record of meeting milestones
- Scalare must be convinced that it can add value



Scalare > Current Investments

Scalare is working with exceptional founders and technology disruptors around the world.

Product Launch	Market Validation	Revenue Momentum	Scaling/ Globalisation	Liquidity Event
				
				
				
				
				
				



Investment Portfolio

Technology Sectors	No. of companies invested in	Amounts Invested		As at 30 June 2024	
		Cash Invested	Equity Earned	Total amount invested	Current valuation
Regtech / ESG	6	\$695,997	\$299,632	\$995,629	\$3,634,496
Medtech and Wellness	4	\$622,304	\$49,574	\$671,878	\$2,510,665
Fintech	5	\$631,042	\$38,500	\$669,542	\$2,219,433
Travel & logistics	2	\$216,017	\$118,752	\$334,769	\$675,830
Market places	4	\$550,000	\$82,977	\$632,977	\$429,520
Brand and Loyalty	2	\$240,000	\$72,664	\$312,664	\$321,240
Edtech	1	\$120,000	\$52,164	\$172,164	\$107,368
HRtech	1	\$111,592	\$35,105	\$146,697	\$215,888
Agritech	1	\$120,000	\$0	\$120,000	\$120,000
Web3	1	\$120,000	\$52,428	\$172,428	\$0
Total investments	27	\$3,426,952	\$801,796	\$4,228,748	\$10,234,443

Portfolio Weighting by Stage & Sector

Portfolio Company Growth Stage	No. of companies invested in	Amounts Invested		As at 30 June 2024		
		Cash Invested	Equity Earned	Total amount invested	Current valuation	%
Product launch	8	\$1,046,350	\$187,998	\$1,234,348	\$984,426	9.6
Market validation	7	\$916,017	\$329,089	\$1,245,106	\$1,312,718	12.8
Revenue momentum	5	\$560,564	\$224,496	\$785,060	\$1,810,305	17.7
Scaling / globalisation	7	\$904,021	\$60,213	\$964,234	\$6,126,994	59.9
Total investments	27	\$3,426,952	\$801,796	\$4,228,748	\$10,234,443	100.0

- **Product launch** – company is ready to launch or has just launched their first iteration of a product/solution that can be commercialised
- **Market validation** – company is demonstrating early commercialisation progress (users and/or revenue) post product launch,
- **Revenue momentum** – company is demonstrating increasingly consistent revenue growth and commercial metrics
- **Scaling / globalisation** – company has a developed a predictable sales/commercial and product development capability that can be scaled and repeated in different markets and jurisdictions where opportunities exist.

As companies move from stage to stage, they tend to be rewarded with a higher valuation on the back of revenue growth, a more established market position and a demonstrated ability of the executive team to deliver on business objectives.

US Opportunity

- Scalare plans to open a US office on the West Coast with funds generated from the raise to give us access to this significant market opportunity
- Start with Scalare services launch
- When ranking start-up ecosystems and activity, 8 US cities rank higher than Sydney (SFO, NYC, BOS, LAX, SEA, DC, SAN, CHC)*
- In addition to local opportunities to support start-ups in the US many Australian companies need support navigating US expansion plans.

*Fundable.com, Startupgenome.com

US Approach

- James Lougheed, a San José based technology executive with nearly 30 years experience, recently joined Scalare as a strategic investor and Non Executive Director to help develop and execute on our US plans
- This will be a low cost, revenue focused approach with initially a small team of two on the ground, working from home and supported by the team in Australia and increasing as revenue supports further growth
- Strong interest has already been identified for Virtual CFO and Capital Raising services with future potential upside from rolling out TRW
- and Scalare's digital solutions in the US.

FINANCIALS

Group Financial Overview >

Scalare's experienced team is on track to deliver significant growth, building on a proven foundation and attractive business model.

Value Drivers:

- Scalare's model is to generate returns through a profitable product, services and advisory business including the Australian Technology Competition and the Tech Ready Women business
- Scalare has multiple M&A opportunities to acquire ecosystem partners to further grow footprint, revenue and profits
- Scalare's model is to continue to grow a diversified portfolio of high growth technology companies to deliver strong investment returns.

This successful model is now primed to scale and grow.

Historical Pro-Forma Profit & Loss and Key Metrics

Year ended	Notes	30 June 2022	30 June 2023	30 June 2024
Headcount at year end	1	8	12	16
Total customers at year end		8	25	58
Sales and services revenue		\$1,146,790	\$1,217,303	\$1,993,063
Direct services expenses		\$453,723	\$357,937	\$974,593
Sales and services gross profit		\$693,067	\$859,366	\$1,018,470
Gross profit margin (%)		60%	71%	51%
Sales and services revenue growth (%)			6%	64%
Sales and services revenue payable in cash	3	\$861,864	\$876,171	\$1,673,319
Growth in sales and services revenue payable in cash			2%	91%
Sales and services revenue payable in equity	2	\$284,926	\$341,132	\$319,744
Total companies invested in at year end		18	24	27
Companies invested in during the year		9	6	5
Total company exited during the year		0	1	2
Investment gains / (losses) – unrealised		2,475,361	2,069,344	998,856
Investment gains / (losses) – realised		(94,388)	(31,333)	193,365
Investment gains / (losses) – total		2,380,973	2,038,011	1,192,221
Investment returns %		102.6%	35.8%	13.7%

Group Profit & Loss >

Year ended	Notes	30 June 2022	30 June 2023	30 June 2024
Sales and support services revenue		1,146,790	1,217,303	1,993,063
Investment gains / (losses) – realised and unrealised		2,380,973	2,038,011	1,192,221
Other income		34,861	7,526	9,515
Total income		3,562,624	3,262,840	3,194,799
Direct services expenses		453,723	357,937	974,593
Gross profit		3,108,901	2,904,903	2,220,206
Depreciation and amortisation		1,519	0	7,800
Employee benefits expense		1,367,917	1,449,470	1,792,995
Other expenses		279,994	338,799	770,400
Total expenses		1,649,430	1,788,269	2,571,195
Net profit before tax		1,459,471	1,116,634	(350,989)
Income tax		(369,514)	(300,382)	155,909
Net profit / (loss) after tax		1,089,957	816,252	(195,080)

Balance Sheet >

A\$	Pro Forma Historical	Pro Forma Historical (Minimum Subscription)		Pro Forma Historical (Maximum Subscription)	
	As at 30 June 2024	Pro forma adjustments	As at 30 June 2024	Pro forma adjustments	As at 30 June 2024
ASSETS					
Current assets					
Cash and cash equivalents	804,465	3,536,000	4,340,465	7,296,000	8,100,465
Trade and other receivables	427,727		427,727		427,727
Other current assets	9,741		9,741		9,741
Total current assets	1,241,933	3,536,000	4,777,933	7,296,000	8,537,933
Non-current assets					
Financial assets through profit and loss	10,234,443		10,234,443		10,234,443
Intangible assets	1,465,056		1,465,056		1,465,056
Property, plant and equipment	0		0		0
Total non-current assets	11,699,499		11,699,499		11,699,499
Total assets	12,941,432	3,536,000	16,477,432	7,296,000	20,237,432
LIABILITIES					
Current liabilities					
Trade and other payables	642,159		642,159		642,159
Deferred consideration	287,459		287,459		287,459
Total current liabilities	929,618		929,618		929,618
Non-current liabilities					
Deferred tax liability	568,144		568,144		568,144
Deferred consideration	1,020,077		1,020,077		1,020,077
Total non-current liabilities	1,588,221		1,588,221		1,588,221
Total liabilities	2,517,839		2,517,839		2,517,839
Net assets	10,423,593	3,536,000	13,959,593	7,296,000	17,719,593
EQUITY					
Issued capital	7,889,530	4,304,000	12,193,530	8,042,000	15,931,530
Reserves	744,143		744,143		744,143
Accumulated profits (losses)	1,789,920	(768,000)	1,021,920	(746,000)	1,043,920
Total equity	10,423,593	3,536,000	13,959,593	7,296,000	17,719,593

Cashflow >

A\$	Pro Forma Historical	Pro Forma Historical (Minimum Subscription)		Pro Forma Historical (Maximum Subscription)	
	Year ended 30 June 2024	Pro forma adjustments	Year ended 30 June 2024	Pro forma adjustments	Year ended 30 June 2024
Cash flows from operating activities					
Receipts from customers	1,247,310		1,247,310		1,247,310
Payments to suppliers and employees	(3,265,412)	(268,000)	(3,533,412)	(246,000)	(3,511,412)
Proceeds on disposal of financial assets	104,337		104,337		104,337
Acquisition of financial assets	(467,379)		(467,379)		(467,379)
Other payments and / or receipts	9,515		9,515		9,515
Net cash from operating activities	(2,371,629)	(268,000)	(2,639,629)	(246,000)	(2,617,629)
Cash flows from investing activities					
Purchase of property, plant and equipment	(8,580)		(8,580)		(8,580)
Purchase of subsidiary	(40,000)		(40,000)		(40,000)
Net cash from investing activities	(48,580)		(48,580)		(48,580)
Cash flows from financing activities					
Proceeds from issue of share capital, net of issue costs	1,972,512	3,804,000	5,776,512	7,542,000	9,514,512
Net change in borrowings	(125,000)		(125,000)		(125,000)
Net cash flows from financing activities	1,847,512	3,804,000	5,651,512	7,542,000	9,389,512
Net increase / (decrease) in cash	(572,697)	3,536,000	2,963,303	7,296,000	6,723,303
Cash at beginning of financial year	1,377,162		1,377,162		1,377,162
Adjustment for business acquisitions	34,613		34,613		34,613
Cash at end of the financial year	839,078	3,536,000	4,375,078	7,296,000	8,135,078

ASX LISTING



IPO > Indicative Timetable

We have entered a binding Heads of Agreement with an ASX listed company (CLB) which, subject to the satisfaction of conditions precedent aims to see Scalare on the ASX around late September 2024.

Important dates	
Prospectus Date	21 August 2024
Offer opens	29 August 2024
Shareholder General Meeting	23 September 2024
Offer closes	27 September 2024
Issue and Allotment of Shares under the Offer	3 October 2024
Expected date for dispatch of holding statements	8 October 2024
Expected date of Trading of Shares commences on ASX (on a normal settlement basis)	10 October 2024

Transaction Overview >

- Subject to the satisfaction of the ASX listing requirements Scalare aims to list on the ASX around late August
- Scalare is valued at \$18m pre a capital raise of up to \$8m
- The listed company will change its name to Scalare Partners Holdings Ltd
- On completion of the acquisition and prior to the receipt of funds raised the company will be cash free and debt free.

Proposed Capital Structure

Issue Price per Share under the Offer				
\$0.25				
	Minimum Subscription \$4,000,000. %		Maximum Subscription \$8,000,000. %	
CLB Shares on issue – post share consolidation	2,000,000	2.1%	2,000,000	1.9%
Number of Shares issued on RTO Capital Raise	16,000,000	17.5%	32,000,000	29.9%
Shares issued to Scalare Partners shareholders	72,000,000	79.1%	72,000,000	67.1%
Broker shares	1,200,000	1.3%	1,200,000	1.1%
Total Shares issued on completion of RTO	91,200,000	100%	107,200,000	100%
Shares held by Scalare Directors and Officers – on completion of the RTO	57,732,898	63.3%	57,732,898	53.9%



Use of Funds

The funds raised through the RTO will be used to expand the Scalare business in a number of ways:

- Expanding our range of products and services
- Digitalising Scalare offerings to build scale and margin
- Taking the business model to the USA and opening a Scalare US operation
- Increasing investment in “Be the Change”, ATC and TRW initiatives, including expanding operations outside Scalare’s historical Sydney and Melbourne client base to better support early-stage technology companies in South Australia, NT and WA and the US
- Increasing the amount we invest in our highest conviction opportunities each year.

USE OF FUNDS	Minimum Subscription	Maximum Subscription
Establish Scalare Partners USA office	\$400,000	\$500,000
Expand Tech Ready Women nationally and in the USA	\$100,000	\$200,000
Technology development to fast-track current digitalisation of products/services and subscription/membership programs	\$200,000	\$500,000
Investments in existing and new portfolio companies	\$1,600,000	\$2,400,000
Working Capital	\$1,236,000	\$3,696,000
Costs of the Offer – fundraising	\$159,000	\$399,000
Costs of the Offer – ASX, legal, accounting, other support services	\$305,000	\$305,000
Total use of funds	\$4,000,000	\$8,000,000



Ownership Structure >

Proposed and Current Directors (and their associates)	Shares (at date of this Prospectus)	Shares (post Acquisition before RTO completed)	Shares (post RTO completed)
Adelle Howse Chair (proposed)	0	1,644,946	1,844,946
Neil Carter Non-Executive Director (proposed)	0	0	200,000
James Loughheed Non-Executive Director (proposed)	0	3,969,072	7,119,072
Beau Quarry Non-Executive Director (proposed)	0	8,060,572	8,060,572
James Walker Executive Director (current and will remain)	0	10,855,485	10,895,485
Gary Sim Non-Executive Director – Non-Executive Director (current and will resign)	1,726,592	1,726,592	1,726,592
Greg Starr Non-Executive Director (current and will resign)	0	0	0
Total	1,726,592	26,256,667	29,846,667

Management team (and their associates)	Shares (at date of this Prospectus)	Shares (post Acquisition before RTO completed)	Shares (post RTO completed)
Carolyn Breeze Chief Executive Officer	0	806,634	973,846
Nick Roberts Co-Founding Partner	0	13,945,057	14,345,057
Giles Bourne Co-Founding Partner	0	10,992,817	11,152,817
Jenny Li Chief Financial Officer	0	2,112,697	2,132,697
Tim Griffiths Partner	0	1,008,406	1,008,406
James Walker Co-Founding Partner and Executive Director	0	10,855,485	10,895,485
Total	0	39,721,096	40,508,308

**Total shares issued on maximum raise of \$8m – 107,200,000.
The current Scalare Board, team and community have committed \$2.6m to the Offer.**

Scalare Partners > Opportunity

Why Invest

- **Highly experienced** team with a proven track record
- **Unique opportunity** to participate in a diverse selection of early-stage technology companies
- Long term returns through a **profitable** product, services and advisory business
- Ownership of an **outstanding portfolio** of early-stage investments
- **International growth** plans and opportunities

Why Invest NOW

- The economic environment remains supportive of **new technologies** that drive efficiency/lower costs
- Founders are looking to manage costs and drive efficiencies leading to **strong demand** for Scalare's services
- Multiple **acquisition opportunities** exist for Scalare to acquire established businesses that support early-stage technology companies.



RISK

Risk factors >

1. New customers
2. Loss of key management personnel
3. Limited trading history
4. Investing in businesses in growth and early stage of development
5. Assets, investments and market risk
6. Due diligence risk
7. Portfolio companies may not be financially successful or attract necessary capital

Disclaimer >

Issuer and Purpose: this Presentation has been prepared and issued by Scalare Partners Pty Ltd. ABN 69 638 225 886 (the Company) to be provided only to selected parties.

Risk Warning: an investment in the Company carries a high degree of risk due to the nature and stage of development in its business. The Company is not a suitable investment for persons unable to sustain a loss of part or all of the sum invested. Investors should have the financial willingness and ability to accept the risk.

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Thank You

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