

CARLY HOLDINGS LIMITED
ACN 066 153 982

ENTITLEMENT ISSUE PROSPECTUS

For a pro-rata renounceable entitlement issue of three (3) Shares for every four (4) Shares held by those Shareholders registered at the Record Date at an issue price of \$0.08 per Share together with one (1) free New Option for every three (3) Shares applied for and issued to raise up to \$3,392,125 (based on the number of Shares on issue as at the date of this Prospectus) (**Offer**).

IMPORTANT NOTICE

This document is important and should be read in its entirety. If, after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your professional advisers without delay.

The Securities offered by this Prospectus should be considered as highly speculative.

Details of actions Eligible Shareholders can take, including how to accept the Offer, are set out in Section 2.2 of this Prospectus.

IMPORTANT NOTICE

This Prospectus is dated 15 April 2021 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

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

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Securities offered by this Prospectus should be considered as highly speculative.

Applications for Securities offered pursuant to this Prospectus can only be made by an original Entitlement and Acceptance Form or Shortfall Application Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus and is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

No Investment Advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your

financial or investment objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for Securities under this Prospectus to determine whether it meets your objectives, financial situation and needs.

Forward-looking statements

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

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

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

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

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

These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 5.

Overseas shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or

to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

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

For further information on overseas Shareholders please refer to Section 2.9.

Continuous disclosure obligations

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

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

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

Please refer to Section 6.2 for further details.

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.carly.co/investors/. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian or New Zealand resident and must only access this Prospectus from within Australia or New Zealand.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 2 8889 3644 during office hours or by emailing the Company at shareholder@carly.co.

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

Company Website

No documents or other information available on the Company's website is incorporated into this Prospectus by reference.

Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

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

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing

certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Securities issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

Photographs and Diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

Definitions and Time

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 7.

All references to time in this Prospectus are references to Australian Western Standard Time.

Privacy statement

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

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

You can access, correct and update the personal information that we hold about you. If you wish

to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

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

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offers or how to accept the Offer please call the Company Secretary on +61 2 8889 3644.

CORPORATE DIRECTORY

Directors

Adrian Bunter
Non-Executive Chairman

Christopher Noone
CEO/Executive Director

Stephen Abolakian
Non-Executive Director

Robbie Blau
Non-Executive Director

Todd Hunter
Non-Executive Director

Michelle Vanzella
Non-Executive Director

Kevin Wundram
Alternate Director for Mr Blau

Company Secretary

Karen Logan

Auditor

HLB Mann Judd
Level 4, 130 Street
PERTH WA 6000

Registered Office

Suite 3, Level 7, 189 Kent Street,
SYDNEY NSW 2000

Telephone: + 61 2 8889 3644
Email: shareholder@carly.co
Website: www.carly.co/investors/

Solicitors

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

Share Registry*

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

Telephone: 1300 288 664
Email: hello@automic.com.au
Website: www.automic.com.au

Lead Manager

Mahe Capital Pty Ltd (AFSL 517246)
Level 8
99 St Georges Terrace
PERTH WA 6000

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

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1. KEY OFFER INFORMATION

1.1 Timetable

Lodgement of Prospectus with the ASIC	15 April 2021
Lodgement of Prospectus and Appendix 3B with ASX	15 April 2021
Ex date	19 April 2021
Rights start trading	19 April 2021
Record Date for determining Entitlements	20 April 2021
Offer opening date, Prospectus sent out to Shareholders and Company announces this has been completed	21 April 2021
Rights stop trading	30 April 2021
Securities quoted on a deferred settlement basis	3 May 2021
Last day to extend the Closing Date	4 May 2021
Closing Date as at 5:00pm*	7 May 2021
ASX notified of under subscriptions	11 May 2021
Issue date and lodgement of Appendix 2A with ASX applying for quotation of the Securities	14 May 2021
Quotation of Securities issued under the Offer*	17 May 2021

*The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. Accordingly, the date the Securities are expected to commence trading on ASX may vary.

1.2 Key statistics of the Offer

Shares

	Minimum Subscription (\$3,150,000) ¹	Maximum Subscription (\$3,392,125) ²
Offer Price per Share	\$0.08	\$0.08
Entitlement Ratio (based on existing Shares)	3:4	3:4
Shares currently on issue	56,535,414	56,535,414
Shares to be issued under the Offer	39,375,000	42,401,561
Gross proceeds of the issue of Shares	\$3,150,000	\$3,392,125
Shares on issue Post-Offer	95,910,414	98,936,975

Notes:

1. Assuming the Minimum Subscription of \$3,150,000 is achieved under the Offer.
2. Assuming the Maximum Subscription of \$3,392,125 is achieved under the Offer.
3. Refer to Section 4.1 for the terms of the Shares.

Options

	Minimum Subscription (\$3,150,000) ¹	Maximum Subscription (\$3,392,125) ²
Offer Price per New Option	nil	nil
Option Entitlement Ratio (based on Shares subscribed for)	1:3	1:3
Options currently on issue	4,382,632	4,382,632
New Options to be issued under the Offer ³	13,125,000	14,133,854
New Options to be issued to the Lead Manager ⁴	1,575,000	1,696,062
Gross proceeds of the issue of Options	nil	nil
Options on issue Post-Offer	19,082,632	20,212,548

Notes:

1. Assuming the Minimum Subscription of \$3,150,000 is achieved under the Offer.
2. Assuming the Maximum Subscription of \$3,392,125 is achieved under the Offer.
3. Refer to Section 4.2 for the terms of the New Options.
4. Refer to Section 6.4.1 for a summary of the Lead Manager Mandate.

1.3 Key Risk Factors

Prospective investors should be aware that subscribing for Securities involves a number of risks and an investment in the Company should be considered as highly speculative. The future performance of the Company and the value of the Securities may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are set out in Section 5.

The predominant risks relating to the Company and the Offer are summarised below:

Risk	Description	Further Information
Potential significant dilution for	Upon implementation of the Offer and the issue of all Shares contemplated by this Prospectus, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, the number of Shares in the Company will increase from 56,535,414 currently on issue to up to approximately 98,936,975. This means that each Share will represent a significantly lower proportion of the ownership of the Company.	Section 5.2(a)
Level of demand and supply for assets	Group revenues depend upon attracting demand and supply for its online marketplaces. A decline in supply or demand	Section 5.2(c)

featured in the online marketplaces	could lead to a decline in the number of owners and subscribers/renters and volume of subscription/rental transactions which in turn could impact the financial results of the Group.	
Reliance on core information technology and other systems	Damage to or failure of key systems could result in disruptions to the Group's ability to operate its platforms and other services and affect the Group's performance and financial position.	Section 5.2(d)
Growth	<p>The Group's ability to increase revenues will depend heavily on management's ability to successfully retain, increase and engage its supply providers and users and grow demand for its products both independently and in conjunction with strategic partners.</p> <p>The ability of the Company to achieve demand targets is heavily dependent upon the retention of the existing fleet of vehicles and the securing of additional vehicles via its existing business model and in the future leveraging its own capital to secure vehicles.</p> <p>The Group currently prioritises user engagement and strategic partnerships over short-term financial results, and management may make product decisions that may reduce the Group's short-term revenue or profitability if management believes that the decisions are consistent with current priorities of the businesses and benefit owners and renters and will thereby improve the Group's financial performance over the medium to long term. These decisions may not produce the long-term benefits that management expects, in which case user growth and engagement, relationships with strategic partners and results of operations could be harmed.</p>	Section 5.2(h)
Insurance	The Company, where economically feasible, may insure its operations in accordance with industry practice. However, even if insurance is taken out, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.	Section 5.2(g)
Going concern	In the Company's half-year financial report lodged with ASX on 26 February 2021, the independent auditor's review report contained an emphasis of matter in relation to going concern. The emphasis of matter draws attention to Note 1(b) of the financial report and states that the factors described in that going concern note to the financial	Section 5.2(i)

	statements, indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern.	
Additional requirements for capital	There is no certainty regarding the ability of the Group to raise sufficient funds to meet its needs into the future. The Group's future capital requirements depend on a number of factors including its ability to generate sufficient income from its operations.	Section 5.2(j)
Innovation	<p>The Group's ability to retain, increase, and engage its users and address their evolving needs and to increase revenues will depend heavily on management's ability to successfully create, launch and grow demand for new products, both independently and in conjunction with strategic partners.</p> <p>While the Group dedicates significant resources to understanding its owners' and renters' needs and upgrading its product offering and sharing economy platform to remain innovative and in tune with trends, the Group's owners and renters may not be satisfied with its offerings or perceive that its offerings do not cater to their needs.</p>	Section 5.3(a)
COVID-19	The impact of the Coronavirus (COVID-19) pandemic is ongoing and has caused significant disruption to global automotive supply chains which has resulted in a deficit of new cars in Australia and a substantial increase in the demand for and prices of used cars. The limited supply of vehicles is being experienced by automotive dealers, corporate fleets and the Company alike.	Section 5.4(a)

1.4 Directors' Interests in Securities

The relevant interest of each of the Directors in the Securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in the table below:

Director	Shares	Options	Share Entitlement	New Option Entitlement	\$
Christopher Noone ^{1,2}	516,500	1,646,666	387,375	129,125	30,990
Stephen Abolakian ^{3,4}	14,002,645	871,388	10,501,983	3,500,661	840,159

Director	Shares	Options	Share Entitlement	New Option Entitlement	\$
Adrian Bunter ⁵	501,333	26,666	375,999	125,333	30,080
Robbie Blau ⁶	Nil	Nil	Nil	Nil	Nil
Todd Hunter ⁷	Nil	Nil	Nil	Nil	Nil
Michelle Vanzella	Nil	Nil	Nil	Nil	Nil
Kevin Wundram ^{6,8}	Nil	Nil	Nil	Nil	Nil

Notes:

- 516,500 Shares and 1,646,666 Options are held indirectly through Noone Holdings Pty Ltd as trustee for C&K Noone Family Trust.
- Mr Noone holds the following Unquoted Options:
 - 26,666 Options exercisable at \$0.3750 each on or before 31 October 2022; and
 - 1,620,000 Options exercisable at \$0.3750 each on or before 19 November 2025.
- 14,002,645 Shares are held indirectly through Willoughby Capital Pty Ltd as trustee for Willoughby Capital Trust (**Willoughby**). Mr Abolakian is a potential beneficiary of the trust.
- Willoughby holds 871,388 Unlisted Options exercisable at \$0.3750 each on or before 31 October 2022.
- Mr Bunter holds 26,666 Unlisted Options exercisable \$0.3750 each on or before 31 October 2022.
- SG Fleet Management Pty Limited, a subsidiary of SG Fleet Group Limited (**SG Fleet**), holds 11,091,433 Shares and 888,888 Options in Carly Holdings Limited. Mr Blau is a director, shareholder and Chief Executive Officer of SG Fleet Group Limited, of which SG Fleet is a wholly-owned subsidiary. Mr Wundram is a director, shareholder and Chief Financial Officer of SG Fleet Group Limited.
- Turners Automotive Group Limited holds 5,000,000 Shares in Carly Holdings Limited. Mr Hunter is the CEO and a shareholder of Turners.
- Mr Wundram is Alternate Director for Mr Blau.

The Board recommends all Shareholders take up their Entitlements. The Board advises that Adrian Bunter and Chris Noone intend to take up their Entitlements to the full extent of their capacity.

1.5 Details of Substantial Holders

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

Shareholder	Shares	%
Willoughby Capital Pty Ltd as trustee for Willoughby Capital Trust ¹	14,002,645	24.77
SG Fleet Management Pty Limited	11,091,433	19.62
Turners Automotive Group Limited	5,000,000	8.84

Notes:

1. MNA Family Holdings Pty Ltd as trustee for Hishenk Pty Ltd Superannuation Fund holds 350,000 Shares and 17,500 Unquoted Options exercisable at \$0.3750 each on or before 31 October 2022. MNA Family Holdings Pty Ltd is controlled by Michael Abolakian and his wife. Michael Abolakian is also the controller of Willoughby and accordingly MNA Family Holdings Pty Ltd and Willoughby are associates for the purposes of the Corporations Act.

The Company has been advised that it is the current intention of SG Fleet to take up its full Entitlement under the Offer subject to the minimum subscription being reached and SG Fleet's holding not exceeding 19.62%. To the extent SG Fleet's holding may breach 19.62% by virtue of SG Fleet accepting its Entitlement, SG Fleet's application will be scaled back accordingly. The Company has also been advised that it is the current intention of Willoughby Capital to take up its full Entitlement under the Offer subject to the minimum subscription being reached.

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

1.6 Lead Manager

Mahe Capital Pty Ltd (AFSL 517246) (**Lead Manager**) has been appointed as the lead manager of the Offer. Terms of the lead manager mandate and total fees payable are set out in Section 6.4.1 below.

This Prospectus also includes the offer of up to 1,696,062 New Options to be issued to the Lead Manager (or its nominee) as part of the consideration for lead manager services provided by the Lead Manager to the Company in relation to the Offer. The New Options offered under the Lead Manager Offer will be issued on the terms and conditions set out in Section 4.2.

Only Mahe Capital Pty Ltd, the Lead Manager (or its nominee), may accept the Lead Manager Offer. A personalised Application Form in relation to the Lead Manager Offer will be issued to Mahe Capital Pty Ltd (or its nominee) together with a copy of this Prospectus.

1.7 Effect on Control

Based on current shareholding and Entitlements of Shareholders (including substantial Shareholders) as at the date of this Prospectus, regardless of the amount raised under the Offer, no Shareholder will increase their holding, to an amount in excess of 19.99% through applying for their Entitlements. In this regard, the Company also notes the intention of SG Fleet in relation to its Entitlement as set out in Section 1.5 above.

Further as set out in Section 2.6, on the basis of the allocation policy, no person will acquire, through participation in the Shortfall Offer a holding of Shares of, or increase their holding to, an amount in excess of 19.99% of all the Shares on issue on completion of the Offer.

Further there will be no change to any Shareholder's voting power as a result of the issue of the New Options. Where New Options are exercised into Shares, the voting power of the Shareholders who exercise the New Options will increase. The likelihood of New Options being exercised is dependent on the price of Shares from time to time until the New Options expire.

1.8 Potential dilution on non-participating Shareholders

In addition to potential control impacts set out in Section 1.8, Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 42.86% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).

No immediate dilution will occur as a result of the issue of New Options under this Prospectus. However subsequent exercise of any or all of the New Options will result in dilution. Assuming all New Options offered pursuant to this Prospectus are issued and exercised into Shares, Shareholders who do not participate in the Offer, are likely to be diluted by an aggregate of approximately 52.56% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus).

For illustrative purposes, the table below shows how the dilution may impact the holdings of Shareholders:

Holder	Holding as at Record date	% at Record Date	Entitlements under the Offer	Holdings if Offer not taken Up	% post Offer
Shareholder 1	1,000,000	1.77%	750,000	1,000,000	1.011%
Shareholder 2	500,000	0.88%	375,000	500,000	0.505%
Shareholder 3	150,000	0.27%	112,500	150,000	0.152%
Shareholder 4	40,000	0.07%	30,000	40,000	0.040%
Shareholder 5	5,000	0.01%	3,750	5,000	0.005%
Total	1,695,000		1,271,250	1,695,000	

Notes:

1. This is based on a share capital of 56,535,414 Shares as at the date of the Prospectus and assumes no Options currently on issue or other Shares are issued.
2. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted by Eligible Shareholders are placed under the Shortfall Offer. In the event all Entitlements are not accepted and some or all of the resulting Shortfall was not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

2. DETAILS OF THE OFFER

2.1 The Offer

The Offer is being made as a pro-rata non-renounceable entitlement issue of three (3) Shares for every four (4) Shares held by Shareholders registered at the Record Date at an issue price of \$0.08 per Share together with one (1) New Option for every four (4) Shares subscribed for and issued. Fractional entitlements will be rounded down to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus, (and assuming no Shares are issued prior to the Record Date including on exercise or conversion of securities on issue) approximately 42,401,561 Shares and 14,133,854 New Options may be issued under the Offer to raise up to \$3,392,125. No funds will be raised from the issue of the New Options.

As at the date of this Prospectus the Company has 4,382,632 Options on issue all of which may be exercised prior to the Record Date in order to participate in the Offer. Please refer to Section 4.2 for information on the exercise price and expiry date of the Options on issue.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.1 for further information regarding the rights and liabilities attaching to the Shares. The New Options will be exercisable at \$0.16 on or before 31 May 2023 and otherwise on the terms set out in Section 4.2.

The purpose of the Offer and the intended use of funds raised are set out in Section 3.

2.2 What Eligible Shareholders may do

The number of Securities to which Eligible Shareholders are entitled is shown on the personalised Entitlement and Acceptance Form which can be accessed at <https://investor.automic.com.au/#/home>. Eligible Shareholders may choose any of the options set out in the table below.

Option	Key Considerations	For more information
Take up all of your Entitlement	<ul style="list-style-type: none">• Should you wish to accept all of your Entitlement, then your application for Securities under this Prospectus must be made by following the instructions on the personalised Entitlement and Acceptance Form which can be accessed at https://investor.automic.com.au/#/home. Please read the instructions carefully.• Payment can be made by the methods set out in Section 2.3. As set out in Section 2.3, if you pay by BPAY or EFT, you do not need to return the Entitlement and Acceptance Form.	Section 2.3 and Section 2.4.
Take up all of your Entitlement and also apply for Shortfall	<ul style="list-style-type: none">• Should you wish to accept all of your Entitlement and apply for Shortfall Securities, then your application for your Entitlement and	Sections 2.3, 2.4 and 2.6.

Option	Key Considerations	For more information
Securities	<p>additional Shortfall Securities under this Prospectus must be made by following the instructions on your personalised Entitlement and Acceptance Form which can be accessed at https://investor.automic.com.au/#/home. Please read the instructions carefully.</p> <ul style="list-style-type: none"> • Payment can be made by the methods set out in Section 2.3. Payment should be made for your Entitlement and the amount of the Shortfall for which you are applying. • If you apply for Shortfall Securities beyond your Entitlement you are deemed to have accepted your Entitlement in full. You should note that the allocation of Shortfall Securities is at the Company's absolute discretion as per the allocation policy set out in Section 2.6. Accordingly, your application for additional Shortfall Securities may be scaled-back. • The Company's decision on the number of Shortfall Securities to be allocated to you will be final. 	
Sell all of your Entitlement on ASX	<ul style="list-style-type: none"> • The Entitlements under the Offer are renounceable which means that all or part of an Eligible Shareholder's rights to subscribe for Securities under the Offer may be traded on ASX. • If you wish to sell all of your Entitlement on ASX, provide instructions to your stockbroker regarding the Entitlement you wish to sell on ASX. Trading of Entitlements will commence on ASX on 21 April 2021 and will cease on 3 May 2021. • There is no guarantee that an Eligible Shareholder will be able to sell all or any part of their Entitlement on ASX or that any particular price will be paid for the Entitlements sold on ASX. 	N/A
Take up a proportion of your Entitlement and sell the balance on ASX	<ul style="list-style-type: none"> • If you wish to take up only part of your Entitlement, your application must be made by completing the personalised Entitlement and Acceptance Form which can be accessed at https://investor.automic.com.au/#/home for the number of Securities you wish to take up and making payment using the methods set out in Section 2.3 below. As set out in Section 2.3, if you pay by BPAY or EFT, you do not need to return the Entitlement and 	Section 2.3 and Section 2.4

Option	Key Considerations	For more information
	<p>Acceptance Form.</p> <ul style="list-style-type: none"> Subsequently, provide instructions to your stockbroker regarding the proportion of your Entitlement you wish to sell on ASX. 	
<p>Take up a proportion of your Entitlement and allow the balance to lapse</p>	<ul style="list-style-type: none"> If you wish to take up only part of your Entitlement and allow the balance to lapse, your application must be made by completing the personalised Entitlement and Acceptance Form which can be accessed at https://investor.automic.com.au/#/home for the number of Securities you wish to take up and making payment using the methods set out in Section 2.3 below. As set out in Section 2.3, if you pay by BPAY or EFT, you do not need to return the Entitlement and Acceptance Form. 	<p>Section 2.3 and Section 2.4</p>
<p>Sell all or a proportion of your Entitlement other than on ASX</p>	<ul style="list-style-type: none"> You may elect to transfer all or a proportion of your Entitlement to another person other than on ASX. If the purchaser of your Entitlement is an Ineligible Shareholder or a person that would be an Ineligible Shareholder if they were a registered holder of Shares, that purchaser will not be able to take up the Entitlement they have purchased. If you are a Shareholder on the issuer sponsored subregister and you wish to transfer all or a proportion of your Entitlement to another person other than on ASX, forward a completed standard renunciation and transfer form (obtainable from the Share Registry) and the applicable transferee's cheque for the Shares they wish to subscribe for payable to "Carly Holdings Limited" and crossed "Not Negotiable" to the Share Registry by post at any time after the issue of this Prospectus and on or before the Closing Date at the following address: By Post Carly Holdings Limited c/- Automic Registry Services Level 5, 126 Phillip Street Sydney NSW 2000 If you wish to transfer all or a proportion of your Entitlement to or from another person on the CHESSE subregister you must engage your CHESSE controlling participant (usually your stockbroker). If the transferee wants to exercise some or all of the Entitlement, you should follow your stockbroker's instructions 	<p>N/A</p>

Option	Key Considerations	For more information
	as to the most appropriate way to take up the Entitlement on their behalf. The Application Monies for Shares the transferee of the Entitlement wants to acquire must be received by Share Registry.	
Allow all or part of your Entitlement to lapse	<ul style="list-style-type: none"> Shareholders should be aware that their Entitlement may have value. Entitlement are renounceable, which enable Eligible Shareholders who do not wish to take up part or all of their Entitlement to seek to sell or trade all or some of their Entitlement on ASX or otherwise. If you do not wish to accept or trade any part of your Entitlement, you are not obliged to do anything. If you do not take up your Entitlement or dispose of your Entitlement by the Closing Date, the Offer to you will lapse. 	N/A

2.3 Payment options

(a) By BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (i) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;
- (ii) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application monies; and
- (iii) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Securities (if any) under the Shortfall Offer, to the extent of the excess.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. **It is your responsibility to ensure that funds submitted through BPAY® are received by 5:00pm (WST) on the Closing Date. The Company shall not be responsible for any delay in the receipt of the BPAY® payment.**

Guidance where you have more than one CRN (Shareholding of Shares)

If you have more than one shareholding of Shares and consequently receive more than one Entitlement and Acceptance Form, when taking

up your Entitlement in respect of one of those Shareholdings only use the CRN specific to that Shareholding as set out in the applicable Entitlement and Acceptance Form. **Do not use the same CRN for more than one of your Shareholdings.** This can result in your Application monies being applied to your Entitlement in respect of only one of your Shareholdings (with the result that any Application in respect of your remaining Shareholdings will not be valid).

(b) **By Electronic Funds Transfer (overseas applicants)**

For payment by Electronic Funds Transfer (**EFT**) for overseas Eligible Shareholders, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via EFT if you are the holder of an account that supports EFT transactions to an Australian bank account. Please note that should you choose to pay by EFT:

- (i) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;
- (ii) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application monies; and
- (iii) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Securities (if any) under the Shortfall Offer, to the extent of the excess.

(c) **By Cheque**

Payment by cheque or cash will not be accepted.

2.4 Implications of an acceptance

Returning a completed Entitlement and Acceptance Form or paying any Application monies by BPAY® or EFT will be taken to constitute a representation by you that:

- (a) you have received a copy of this Prospectus and the accompanying Entitlement and Acceptance Form, and read them both in their entirety; and
- (b) you acknowledge that once the Entitlement and Acceptance Form is returned, or a BPAY® or EFT payment instruction is given in relation to any Application monies, the application may not be varied or withdrawn except as required by law.

2.5 Minimum subscription

The minimum subscription in respect of the Offer is \$3,150,000.

No Securities will be issued until the minimum subscription has been received. If the minimum subscription is not achieved within 4 months after the date of issue of this Prospectus, the Company will either repay the Application monies to the Applicants or issue a supplementary prospectus or replacement prospectus and

allow Applicants one month to withdraw their Application and be repaid their Application monies.

2.6 Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer. (**Shortfall Securities**). The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.08 being the price at which Shares have been offered under the Offer.

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall Offer and potentially be allocated to other Eligible Shareholders or other third parties as part of the Shortfall Offer. The Shortfall Offer will only be available where there is a Shortfall between applications received from Eligible Shareholders and the number of Shares proposed to be issued under the Offer.

Eligible Shareholders who wish to subscribe for Securities above their Entitlement are invited to apply for Shortfall Securities under the Shortfall Offer by completing the appropriate section on their Entitlement and Acceptance Form or by making payment for such Shortfall Securities in accordance with Section 2.3.

The Lead Manager (in consultation with the Directors) will allocate Shortfall Securities pursuant to the Shortfall Offer with a view to:

- (a) recognising the ongoing support of existing Shareholders of the Company;
- (b) identifying new potential long-term or cornerstone investors; and
- (c) ensuring an appropriate Shareholder base for the Company.

No Shares will be issued to a party under the Shortfall Offer if the effect would be to increase that party's voting power in the Company to an amount greater than 19.99%.

The Company reserves the right to issue an Eligible Shareholder a lesser number of Shortfall Securities than applied for or no Shortfall Securities at all. However, the Directors do not intend to refuse an application for Shortfall Securities from Eligible Shareholders other than in circumstances of oversubscription or where acceptance may result in a breach of the Corporations Act. If the number of Shortfall Securities applied for by Eligible Shareholders exceeds the total Shortfall, the Shortfall Securities will be allocated among applying Eligible Shareholders proportionate to their existing holdings.

All decisions regarding the allocation of Shortfall Securities will be made by the Directors in consultation with the Lead Manager and will be final and binding on all applicants under the Shortfall Offer, as such there is no guarantee that any Shortfall Securities applied for will be issued to Eligible Shareholders.

The Company will have no liability to any Applicant who receives less than the number of Shortfall Securities they applied for under the Shortfall Offer. If the Company scales back any applications for Shortfall Securities under the Shortfall Offer any Application monies will be returned (without interest) as soon as practicable.

2.7 ASX listing

Application for Official Quotation of the Securities offered pursuant to this Prospectus will be made in accordance with the timetable set out at Section 1. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of three months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all Application monies for the Shares within the time prescribed under the Corporations Act, without interest.

Application for Official Quotation of the New Options offered pursuant to this Prospectus will also be made in accordance with the timetable set out at Section 1. If ASX does not grant Official Quotation of the New Options offered pursuant to this Prospectus, or if the Company does not meet the minimum requirements to be granted Official Quotation of the New Options, then the New Options will still be issued, however will not be quoted on ASX.

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

2.8 Issue of Securities

Securities issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and timetable set out at Section 1.

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

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

Holding statements for Securities issued under the Offer will be mailed as soon as practicable after the issue of Securities and for Shortfall Securities issued under the Shortfall Offer as soon as practicable after their issue.

2.9 Overseas shareholders

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

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

New Zealand

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

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

Nominees and custodians

Nominees and custodians may not submit an Entitlement and Acceptance Form on behalf of any Shareholder resident outside Australia and New Zealand without the prior consent of the Company, taking into account relevant securities law restrictions. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

2.10 Appointment of Nominee

Pursuant to ASX Listing Rule 7.7, the Company has appointed a nominee, Mahe Capital Pty Ltd (AFSL 517246), to sell the Entitlements to which Ineligible Shareholders are entitled. The nominee will have the absolute and sole discretion to determine the timing and price at which the Entitlements may be sold and the manner of any such sale.

The proceeds of the sale of these Entitlements will firstly be applied against expenses of such sale, including brokerage, and any balance will accrue to the relevant Ineligible Shareholders as described below.

The net proceeds of the sale of these Entitlements will then be forwarded by the Company as soon as practicable to the Ineligible Shareholders, in proportion to their share of such Entitlements (after deducting brokerage commission and other expenses). If any such net proceeds of sale are less than the reasonable costs that would be incurred by the Company for distributing those proceeds, such proceeds may be retained by the Company.

Notwithstanding that the nominee must sell Entitlements, Ineligible Shareholders may nevertheless receive no net proceeds if the costs of the sale are greater than the sale proceeds. In this regard, the nominee will not be required to sell Ineligible Shareholders' Entitlements at a particular price.

Shareholders resident in Australia or New Zealand holding Securities on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

3. PURPOSE AND EFFECT OF THE OFFER

3.1 Purpose of the Offer

The purpose of the Offer is to raise up to \$3,392,125 before costs.

The funds raised from the Offer are intended to be applied in accordance with the table set out below:

Item	Proceeds of the Offer	Minimum Subscription (\$)	%	Maximum Subscription (\$)	%
1.	Vehicle supply, customer acquisition and sales and marketing activities	1,250,000	40	1,500,000	44
2.	Operating, corporate and administrative expenses ¹	1,500,000	48	1,500,000	44
3.	General working capital	233,329	7	222,125	7
4.	Expenses of the Offer ³	166,671	5	170,000	5
	Total	3,150,000	100	3,392,125	100

Notes:

1. Funds allocated to operating corporate and administrative expenses relate to ongoing expenditure of the Company, including fleet management, customer support, salaries and wages.
2. Refer to Section 6.8 for further details relating to the estimated expenses of the Offer.

In the event the Company raises more than the minimum subscription of \$3,150,000, the additional funds raised will be first applied towards item 1, followed by item 3. On completion of the Offer, the Board believes the Company will have sufficient working capital to achieve these objectives.

In addition, it should be noted that the Company's budgets and forecasts will be subject to modification on an ongoing basis depending on the results achieved from its business activities and operations.

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

3.2 Effect of the Offer

The principal effect of the Offer, assuming all Entitlements are accepted, and no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date, will be to:

- (a) increase the cash reserves by \$3,324,625 (after deducting the estimated expenses of the Offer) immediately after completion of the Offer;
- (b) increase the number of Shares on issue from 56,535,414 as at the date of this Prospectus to 98,936,975 Shares; and
- (c) increase the number of Options on issue from 4,382,632 as at the date of this Prospectus to 20,212,548 Options (which includes the issue of 1,696,062 New Options to the Lead Manager).

3.3 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming all Entitlements are accepted and no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date, is set out below.

Shares

	Number
Shares currently on issue	56,535,414
Shares offered pursuant to the Offer	42,401,561
Total Shares on issue after completion of the Offer	98,936,975

Options

	Number
Options currently on issue:	
Employee Options exercisable at \$0.5275 on or before 3 September 2021 ¹	53,931
Employee Options exercisable at \$0.4075 on or before 1 February 2022	10,401
Employee Options exercisable at \$0.3125 on or before 7 May 2022	40,000
Employee Options exercisable at \$0.3750 on or before 7 May 2022	40,000
Employee Options exercisable at \$0.25 on or before 2 September 2022	70,021
Employee Options exercisable at \$0.50 on or before 1 January 2023	13,980
Employee Options exercisable at \$0.25 on or before 16 March 2023	60,000
Employee Options exercisable at \$0.25 on or before 11 May 2023	120,000

	Number
Employee Options exercisable at \$0.25 on or before 1 September 2023	217,516
Unquoted Options exercisable at \$0.3750 on or before 31 October 2022	2,093,063
Executive Options exercisable at \$0.3750 on or before 19 November 2025	1,620,000
Employee Options exercisable at \$0.2438 on or before 1 January 2024	43,720
Total Options on issue as at the date of this Prospectus	4,382,632
New Options to be issued pursuant to the Offer	14,133,854
Options to be issued under the Lead Manager Offer	1,696,062
Total Options on issue after completion of the Offer	20,212,548

Notes:

- The terms of these Options provide that if the Company makes a pro rata issue of securities (except a bonus issue) to the holders of ordinary shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend investment) the Option exercise price shall be reduced according to the formula specified in the ASX Listing Rules. Upon completion of the Offer, the exercise price of these Options will therefore be amended in accordance with ASX Listing Rule 6.22.2.

The capital structure on a fully diluted basis as at the date of this Prospectus would be 60,918,046 Shares and on completion of the Offer (assuming all Entitlements are accepted and no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date) would be 119,149,523 Shares.

No Shares or Options on issue are subject to escrow restrictions, either voluntary or ASX imposed.

3.4 Pro-forma balance sheet

The reviewed balance sheet as at 31 December 2020 and the unaudited pro-forma balance sheet as at 31 December 2020 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming all Entitlements are accepted, no Options or convertible securities are exercised prior to the Record Date and including expenses of the Offer.

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

	REVIEWED 31 December 2020 \$	PROFORMA Maximum Subscription \$	PROFORMA Minimum Subscription \$
CURRENT ASSETS			
Cash	1,325,278	4,574,403	4,308,607
Trade and other receivables	76,825	76,825	76,825
Other current assets	87,186	87,186	87,186
TOTAL CURRENT ASSETS	1,489,289	4,711,414	4,472,618
NON-CURRENT ASSETS			
Plant and equipment	24,947	24,947	24,947
Right of Use asset (Office Lease)	446,604	446,604	446,604
Intangibles	7,967	7,967	7,967
TOTAL NON-CURRENT ASSETS	479,518	479,518	479,518
TOTAL ASSETS	1,968,807	5,190,932	4,952,136
CURRENT LIABILITIES			
Trade and other payables	810,786	810,786	810,786
Other current liabilities	138,723	138,723	138,723
Lease liability	182,271	182,271	182,271
Creditors and borrowings	0	0	0
TOTAL CURRENT LIABILITIES	1,131,780	1,131,780	1,131,780
NON CURRENT LIABILITIES			
Lease liability	311,636	311,636	311,636
Other liabilities	52,268	52,268	52,268
TOTAL NON-CURRENT LIABILITIES	363,904	363,904	363,904
TOTAL LIABILITIES	1,495,684	1,495,684	1,495,648

	REVIEWED 31 December 2020	PROFORMA Maximum Subscription	PROFORMA Minimum Subscription
	\$	\$	\$
NET ASSETS (LIABILITIES)	473,123	3,695,248	3,456,452
EQUITY			
Share capital	19,058,303	22,280,428	22,041,632
Options Reserve	772,995	772,995	772,995
Retained loss	(19,358,175)	(19,358,175)	(19,358,175)
TOTAL EQUITY	473,123	3,695,248	3,456,452

4. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

4.1 Rights and liabilities attaching to Shares

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

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

(a) General meetings

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

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

(b) Voting rights

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

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

(c) Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

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

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

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

(f) **Transfer of shares**

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

(g) **Future increase in capital**

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

(h) **Variation of rights**

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

4.2 Terms of New Options

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the New Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each New Option will be \$0.16 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00pm (WST) on 31 May 2023 (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment

of the Exercise Price for each New Option being exercised in cleared funds (**Exercise Date**).

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

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the New Options.

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

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Transferability**

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

5. RISK FACTORS

5.1 Introduction

The Securities offered under this Prospectus should be considered as highly speculative and an investment in the Company is not risk free.

The Directors strongly recommend that prospective investors consider the risk factors set out in this Section 5, together with all other information contained in this Prospectus.

The future performance of the Company and the value of the Securities may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.

The risk factors set out in this Section 5, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Securities. This Section 5 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

Before determining whether to invest in the Company you should ensure that you have a sufficient understanding of the risks described in this Section 5 and all of the other information set out in this Prospectus and consider whether an investment in the Company is suitable for you, taking into account your objectives, financial situation and needs.

If you do not understand any matters contained in this Prospectus or have any queries about whether to invest in the Company, you should consult your accountant, financial adviser, stockbroker, lawyer or other professional adviser.

5.2 Company specific

(a) Potential for significant dilution

Upon implementation of the Offer and the issue of all Shares contemplated by this Prospectus, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, the number of Shares in the Company will increase from 56,535,414 currently on issue to up to approximately 98,936,975. This means that each Share will represent a significantly lower proportion of the ownership of the Company.

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

The last trading price of Shares on ASX prior to the prospectus being lodged of \$0.10 is not a reliable indicator as to the potential trading price of Shares after implementation of the Offer.

(b) Market acceptance

The marketplace for all products offered by the Group is ever changing due to new technologies, new products, changes in consumer preferences and other factors influencing market acceptance and

regulation. This market volatility and risk exists despite the best endeavours of market research, promotion and sales and licensing campaigns.

(c) **Level of demand and supply for assets featured in the online marketplaces**

Group revenues depend upon attracting demand and supply for its online marketplaces. The success of the online marketplaces is influenced by the number of new users, the number of asset owners and subscribers/ renters, the number of assets and listings and other factors that affect the amount of revenues.

A decline in supply or demand could lead to a decline in the number of owners and subscribers/ renters and volume of subscription/ rental transactions which in turn could impact the financial results of the Group.

Management deploys various paid and unpaid strategies to acquire supply and demand, both independently and in conjunction with strategic partners, to increase demand for subscriptions/ rentals and grow the number of asset listings on the Group's online marketplaces.

Management monitors and regularly optimises customer acquisition and conversion activities based on strategic partnership opportunities and anticipated demand and asset availability and seasonality.

(d) **Reliance on Core Information Technology and Other Systems**

The operation of the Group's platforms is dependent upon the performance, reliability and availability of its information technology and communication systems. This includes its core technologies such as hosting services, databases, API's and back-end processing systems. These systems may be adversely affected by a number of factors including major events such as acts of terrorism or war or a breakdown in utilities such as electricity and internet connectivity. Events of that nature may cause one or more of those core technologies to become unavailable. There are also internal and external factors that may adversely affect those systems and technologies such as natural disasters, misuse by employees or contractors or other technical issues. The Group's disaster recovery plans may not adequately address every potential event and its insurance policies may not cover loss or damage that the Group suffers as a result of a system failure.

Any damage to, or failure of, the Group's key systems can result in disruptions in the Group's ability to operate its online marketplaces. Such disruptions have the potential to reduce the Group's ability to generate revenue, impact consumer service levels and damage the Group's brands. This could adversely affect the Group's ability to generate new business and cause it to suffer financial loss.

(e) **Dependence on outside parties**

The Group's business strategy includes forming strategic business relationships with other organisations in relation to the demand for and supply of assets for its online marketplaces. These business relationships are critical to the overall success of the Group. There can be no assurance that the Group will be able to attract and retain such

relationships and negotiate appropriate terms and conditions with these organisations.

(f) **Reliance on Third Party IT Service Provision**

The Group utilises equipment, software, hosting and other services provided by third parties to maintain and deliver its online marketplaces. Significant or extended disruption of the Group's platforms caused by supplied equipment, software or service failure may reduce the Group's ability to generate revenue, impact client and customer service levels and may damage the Group's brands. This could adversely affect the Group's ability to generate new business and cause it to suffer financial loss. Any mitigation of this loss via redress from third party suppliers may not be immediately available, if at all.

(g) **Insurance risk**

The Group, where economically feasible, may insure its operations in accordance with industry practice. However, even if insurance is taken out, in certain circumstances, the Group's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Group. Insurance of all risks associated with the Group's operations is not always available and where available the costs may be prohibitive.

The Group has a fleet insurance policy to cover owners and drivers of vehicles used for rental contracts created via its online marketplaces. The insurance policy requires the Group to cover an initial component of claims, some or all of which may be recovered from the renter of the vehicle. From time to time, the Group makes economic decisions which may result in the Group not claiming on its fleet insurance policy and covering claims itself where it believes it is beneficial to do so. The Group's business plan takes into account the payment of the first component of claims and settlement of some other damages claims.

The Group has maintained a policy with the same insurer since inception. The claims paid out by the insurer are less than the cumulative premiums paid by the Group. The Group continues to monitor its insurance position with a view to ensuring ongoing insurance coverage and with the experience developed has undertaken discussions with possible alternative insurance providers. The Group does not expect there to be an issue in relation to obtaining insurance, however there can be no guarantee that the current insurer will continue to offer insurance coverage that is commercially acceptable to the Group and no guarantee that alternative insurance can be obtained on terms that may be commercially acceptable to the Group.

(h) **Growth risk**

The Group's ability to increase revenues will depend heavily on management's ability to successfully retain, increase and engage its users (both supply and demand) and grow demand for its products both independently and in conjunction with strategic partners.

The ability of the Company to achieve demand targets is heavily dependent upon the retention of the existing fleet of vehicles and the

securing of additional vehicles via its existing business model and in the future leveraging its own capital to secure vehicles.

The Group currently prioritises user engagement and strategic partnerships over short-term financial results, and management may make product decisions that may reduce the Group's short-term revenue or profitability if management believes that the decisions are consistent with current priorities of the businesses and benefit owners and renters and will thereby improve Group's financial performance over the medium to long term. These decisions may not produce the long-term benefits that management expects, in which case user growth and engagement, relationships with strategic partners and results of operations could be harmed.

Management of growth is critical to the business but places pressure on resourcing, innovation and evolution of the businesses. The Board, together with management, continue to implement initiatives that it believes will deliver value to the Group by sourcing supply of marketplace assets, meeting customer needs and effectively utilising available financial resources.

(i) **Going concern risk**

In the Company's financial report for the half-year ended 31 December 2020 lodged with ASX on 26 February 2021 (**Financial Report**), the independent auditor's review report contained an emphasis of matter in relation to going concern. The emphasis of matter draws attention to Note 1(b) of the financial report and states that the factors described in that going concern note to the financial statements, indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern.

In Note 1(b) of the financial report, the Directors confirmed their belief that the factors described in that note to the financial statements demonstrate that the Group will be able to pay its debts as and when they become due and payable and continue as a going concern.

As outlined in the independent auditor's review report, it was the Directors opinion that there are reasonable grounds to believe that the Group will be able to continue as a going concern after consideration of the following factors:

- (i) The Group held cash and cash equivalents of \$1,325,278 as at 31 December 2020;
- (ii) The Directors remain committed to the long-term business plan, including ongoing review of current products and the potential introduction of new products that are anticipated to contribute to improved results as the business units progress;
- (iii) The plans and forecasts reviewed by the Directors for the next twelve months anticipate the business will continue to produce sustained or improved results;
- (iv) The Group has a demonstrated ability to access various capital raising mechanisms as and when required. These capital funding mechanisms are available via existing shareholders of the Group

as well as potential new shareholders. For example, the Group raised:

- (A) \$2,354,725 before costs (including offset of the \$850,000 Financing Facility and accrued interest from Willoughby) through a non-renounceable entitlement issue, which was partly underwritten by existing shareholders and officers of the Company;
 - (B) \$2,205,730 via an investment from a strategic investor in November 2019; and
 - (C) \$507,875 from the exercise of employee and unquoted options in November 2019 and January 2020; and
 - (D) \$1,598,491 before costs (including offset of a \$150,000 advance) through a non-renounceable entitlement issue in August 2019, which was partly underwritten by existing shareholders and officers of the Company;
- (v) The Group also has access to a controlled placement facility with Acuity Capital for up to \$3 million of equity over a 30-month period to July 2021 in accordance with the terms of the facility (as announced to ASX on 10 January 2019).

Should the Group not be successful in generating sufficient funds from the above initiatives, there will exist a material uncertainty that may cast significant doubt on the ability of the Group to continue as a going concern and, therefore, whether it will be able to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

Notwithstanding the emphasis of matter in relation to the going concern paragraph included in the Financial Report, the Directors believe that upon the successful completion of the Offer, the Company will have sufficient funds to adequately meet the Company's current expenditure commitments and short term working capital requirements. However, it is highly likely that further funding will be required to meet the medium to long term working capital costs of the Company. Please refer to Section 5.2(j) below for further details.

(j) **Additional requirements for capital**

There is no certainty regarding the ability of the Group to raise sufficient funds to meet its needs into the future. The Group's future capital requirements depend on a number of factors including its ability to generate sufficient income from its operations.

The Directors intend to continue to pursue strategic and high-net-worth investors, which may result in the issue of further Securities following completion of the Offer.

In addition, the Group might need to raise additional capital from equity or debt sources due to unforeseen circumstances. There can be no assurance that the Group will be able to raise such capital on favourable terms or at all. If adequate funds are not available on acceptable terms the Group may not be able to develop its business to

the desired level or at all, and this may have an adverse impact on the Group's operations.

The Board regularly assesses the financial position of the Group and continues to assess all funding alternatives available to ensure that it can continue to make good progress on all strategic growth areas and maintain focus on growing both demand for and supply of assets.

5.3 Industry specific

(a) Innovation risk

The Group's ability to retain, increase, and engage its users and address their evolving needs and to increase revenues will depend heavily on management's ability to successfully create, launch and grow demand for new products, both independently and in conjunction with strategic partners.

While the Group dedicates significant resources to understanding its owners and renters needs and upgrading its product offering and sharing economy platform to remain innovative and in tune with trends, the Group's owners and renters may not be satisfied with its offerings or perceive that its offerings do not cater to their needs.

Remaining innovative and developing new and unique product offerings require investment and configuration that requires monetary and internal resource investment which may erode the Group's competitive position and adversely affect the growth and profitability of the Group.

The Group presently fosters a culture that encourages management to quickly develop and launch new and innovative products and introduce improvements to existing products. However, management's approach to identifying and seizing opportunities and promoting innovation may result in unintended outcomes or decisions.

Management monitors and regularly assesses its products and adjusts resources deployed to and expended upon the various initiatives based on the feedback from its users and strategic partners and the Group's ability to successfully monetise its product offerings.

(b) Regulatory risk

The introduction of new policies or legislation or amendments to existing policies or legislation and the failure by governments to act promptly to introduce new or amend existing policies or legislation that governs Group operations or contractual obligations, could impact adversely on the operations and, ultimately, the financial performance of the Group.

In conjunction with its strategic partners, management monitors the policies and regulations that apply to Group operations and regularly engages and consults with government agencies.

(c) Intellectual Property

The Company has developed an online marketplace for its businesses. In particular, the Company has developed a platform to support its product offerings and facilitate transactions between asset owners and

renters. The Company has also sought and received protection of certain of its intellectual property, namely trademarks which are at various stages from application to registered in Australia.

The laws relating to intellectual property assist to protect the Company's proprietary rights in the intellectual property relevant to the Company's businesses. However, trademark registration, although an indicator of valid intellectual property ownership, is not indefeasible as any errors in the registration process can lead to registration being challenged or revoked. Accordingly, the Company cannot be certain that the validity, ownership or authorised use of intellectual property relevant to the Company's businesses will not be successfully challenged by third parties. In addition, there can be no guarantee that unauthorised use or copying of the Company's software, data, specialised technology or algorithms will be prevented.

(d) **Privacy and cyber security risk**

The Group collects, transmits and stores commercial and financial information. Advances in computer capabilities, increasingly sophisticated tools and methods used by hackers and cyber terrorists, new discoveries in the field of cryptography or other developments may result in the Group's failure or inability to adequately protect its commercially sensitive information or against a disruption to the Group's online marketplaces.

The Group relies upon the availability of its online marketplaces to provide services to its clients. Hackers could render the online marketplaces unavailable through a denial of service or other disruptive attacks. Although the Group has strategies in place to minimise such attacks, these strategies may not be successful. Unavailability of the online marketplaces could lead to a loss of revenues whilst the Group is unable to provide its product offerings and services. Further, it could hinder the Group's abilities to retain existing users or attract new users, which would have a material adverse impact on growth of the businesses.

The Group has established measures and systems to minimise the likelihood of security breaches and these systems are regularly monitored for development or improvement. Network security and penetration testing assessments are conducted by third party auditors on Group systems.

5.4 General risks

(a) **COVID-19**

The impact of the Coronavirus (**COVID-19**) pandemic is ongoing and has caused significant disruption to global automotive supply chains which has resulted in a deficit of new cars in Australia and a substantial increase in the demand for and prices of used cars. The limited supply of vehicles is being experienced by automotive dealers, corporate fleets and the Company alike. It is not practicable to estimate the potential impact of the COVID-19 pandemic, positive or negative, on the consolidated entity after the reporting date. The situation is ongoing and is also dependent on the efficacy and long term performance of COVID-19 vaccines and measures imposed by the Australian

Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

The Board is monitoring the situation closely and will continue to regularly assess expenditure levels and the financial position of the Group and growth opportunities that may be available to the business as a result of the COVID-19 pandemic. The Company will communicate to the market any material changes to its precautionary measures in response to any COVID-19 related disruption. If any of these changes appear material prior to close of the Offer, the Company will notify investors under a supplementary prospectus.

(b) **Economic**

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

(c) **Market conditions**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

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

(d) **Dividends**

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

(e) **Taxation**

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain

independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

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

(f) **Reliance on key personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

5.5 Speculative investment

The risk factors described above, and other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Securities.

Prospective investors should consider that an investment in the Company is highly speculative.

There is no guarantee that the Securities offered under this Prospectus will provide a return on capital, payment of dividends or increases in the market value of those Securities.

Before deciding whether to subscribe for Securities under this Prospectus you should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs.

6. ADDITIONAL INFORMATION

6.1 Litigation

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

6.2 Continuous disclosure obligations

As set out in the Important Notes Section of this Prospectus, the Company is a disclosing entity for the purposes of section 713 of the Corporations Act. Accordingly, information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with the ASIC;
 - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

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

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

Date	Description of Announcement
4 March 2021	<i>Investor Presentation</i>
26 February 2021	<i>Appendix 4D and Interim Financial Report</i>
4 February 2021	<i>Appendix 3G - Issue of Employee Options</i>

Date	Description of Announcement
29 January 2021	<i>December 2020 Quarterly Activities Report and Appendix 4C</i>
29 December 2020	<i>Change of Directors' Interest Notices</i>
16 December 2020	<i>Change of Company Name</i>
14 December 2020	<i>Change of Directors' Interest Notices</i>
4 December 2020	<i>Change of Directors' Interest Notices</i>
2 December 2020	<i>Change of Directors' Interest Notices</i>
2 December 2020	<i>Completion of Consolidation of Capital</i>
30 November 2020	<i>Change of Director's Interest Notice</i>
30 November 2020	<i>Change of Director's Interest Notice</i>
25 November 2020	<i>Change of Directors' Interest Notices</i>
25 November 2020	<i>Change of Directors' Interest Notices</i>
20 November 2020	<i>Update - Consolidation/Split - CL8</i>
19 November 2020	<i>Change of Director's Interest Notice</i>
19 November 2020	<i>Update - Proposed issue of Securities - CL8</i>
19 November 2020	<i>Results of Meeting</i>
19 November 2020	<i>AGM Investor Presentation</i>
19 November 2020	<i>AGM Chairman's Address</i>
6 November 2020	<i>Change of Directors' Interest Notices - Entitlement Issue</i>
3 November 2020	<i>Change in substantial holding from SGF</i>
3 November 2020	<i>Change in substantial holding from TRA</i>
2 November 2020	<i>Change in substantial holding - Willoughby</i>
30 October 2020	<i>Completion of Entitlement Issue and Appendix 2A</i>
27 October 2020	<i>Results of Entitlement Issue Offer</i>
21 October 2020	<i>September 2020 Quarterly Activities Report and Appendix 4C</i>
20 October 2020	<i>Change of Director's Interest Notice</i>
20 October 2020	<i>Notice of Annual General Meeting/Proxy Form</i>
20 October 2020	<i>Proposed issue of Securities - CL8</i>
20 October 2020	<i>Consolidation/Split - CL8</i>
20 October 2020	<i>Proposed Corporate Actions</i>
19 October 2020	<i>Genesis Chooses Carly for Car Subscription in Australia</i>
8 October 2020	<i>Investor Presentation - October 2020</i>
23 September 2020	<i>Carly launches car subscription with Turners in NZ</i>

Date	Description of Announcement
22 September 2020	Despatch of Entitlement Issue Documents
16 September 2020	Entitlement Issue - Letter to Ineligible Shareholders
15 September 2020	Directors' Interest Notices - Rights Issue Underwriting
14 September 2020	Proposed issue of Securities - CL8
14 September 2020	Collaborate launches underwritten rights issue
4 September 2020	Appendix 3G - Issue of Employee Options

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

The announcements are also available through the Company's website www.carly.co/investors.

6.3 Market price of Shares

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

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

	(\$)	Date
Highest	\$0.21	24 December 2020, 29 December 2020, 30 December 2020, 4 January 2021 and 5 January 2021
Lowest	\$0.098	8 April 2021
Last	\$0.10	13 April 2021

6.4 Material Contracts

6.4.1 Lead Manager Mandate

The Company has signed a mandate letter to engage MCL to act as lead manager of the Offer (**Lead Manager Mandate**), the material terms and conditions of which are summarised below:

Fees	<p>Under the terms of this engagement, the Company will pay/issue to MCL (or its nominees):</p> <p>(a) one (1) New Option for every \$2.00 raised under the Offer;</p> <p>(b) a management fee of 1% of total funds raised under the Offer (MCL will have the right to subscribe for this fee in scrip under the Offer);</p>
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	<p>(c) a lead manager fee of \$60,000 (MCL will have the right to subscribe for this fee in scrip under the Offer); and</p> <p>(d) a placement fee of 5% of any shortfall placed, including any additional amount that might be placed under the Company's placement capacity (if applicable).</p> <p>All of the fees set out above are exclusive of GST,</p> <p>The Company will pay the Lead Manager any expenses associated with the Offer, subject to the Lead Manager obtaining the Company's consent prior to incurring any single expense greater than \$1,500.</p> <p>In the event of termination of the Lead Manager Mandate by the Company, the Lead Manager will be entitled to receive \$30,000 as a termination fee.</p>
Termination Events	<p>The Company may terminate the Lead Manager Mandate at any time before any offers have been made with two days' notice to the Lead Manager.</p> <p>MCL may terminate the Lead Manager Mandate at any time by giving two days' notice in writing of its intention to do so to the Company or if any of the following events occur:</p> <p>(a) the Company defaults in relation to any term of the Lead Manager Mandate;</p> <p>(b) any information provided to MCL contains a false or a misleading statement;</p> <p>(c) the All Ordinaries Index as published by ASX falls 7% or more below the closing level on the date of the Lead Manager Mandate;</p> <p>(d) the price of COMEX gold or the price of NYMEX WTI crude oil fall 7% or more below the closing level on the date of the Lead Manager Mandate; or</p> <p>(e) any representations or warranties made by the Company are or become untrue.</p>
Right of First Refusal	<p>The Company agrees to offer MCL the lead role in any future capital raising undertaken by the Company within six months of completion of the Offer.</p>

The Lead Manager Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations, warranties and confidentiality provisions).

6.5 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;

- (b) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
 - (c) the Offer,
- and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed director:
- (d) as an inducement to become, or to qualify as, a Director; or
 - (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (i) the Offer.

Security holdings

The relevant interest of each of the Directors in the Securities as at the date of this Prospectus, together with their respective Entitlement, is set in Section 1.4.

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$250,000 per annum.

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

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

Director	Proposed FY ending 2021⁷	FY ending 2020⁷	FY ending 2019
Christopher Noone ¹	\$277,852	\$244,095	\$268,275
Stephen Abolakian ²	\$27,000	\$27,000	\$11,250
Adrian Bunter	\$27,000	\$27,000	\$30,000
Robbie Blau ^{3 8}	\$27,000	\$13,667	Not applicable

Director	Proposed FY ending 2021 ⁷	FY ending 2020 ⁷	FY ending 2019
Todd Hunter ^{4 9}	\$27,000	\$19,500	Not applicable
Michelle Vanzella ⁵	\$27,000	\$27,000	\$25,000
Kevin Wundram ⁶	Nil	Not applicable	Not applicable

Notes:

1. Subject to meeting performance criteria, and subject to any other conditions, restrictions or requirements of the Board or of the listing rules of the ASX, Mr Noone may receive a short-term incentive of up to but not exceeding \$225,000 per annum (less applicable taxation).
2. Mr Abolakian was appointed to the Board of the Company effective 14 February 2019.
3. Mr Robbie Blau was appointed to the Board of the Company effective 10 December 2019.
4. Mr Todd Hunter was appointed to the Board of the Company effective 1 October 2019.
5. Mrs Vanzella was appointed to the Board of the Company effective 1 September 2018.
6. Mr Wundram was appointed Alternate Director to Mr Blau effective 10 December 2019
7. Non-Executive Directors' fees were decreased to \$18,000 from \$30,000 per annum (40% reduction) with effect from 1 April 2020 in response to the economic impact of the COVID-19 pandemic. Fees were reinstated to normal level (\$30,000 per annum) from 1 October 2020.
8. Mr Blau does not receive a fee for his appointment as a director of the Company as that appointment is in the context of his employment by SG Fleet. SG Fleet receives these fees as remuneration for Mr Blau's services.
9. Mr Hunter does not receive a fee for his appointment as a director of the Company as that appointment is in the context of his employment by Turners Automotive Group. Turners Automotive Group receives these fees as remuneration for Mr Hunter's services.

6.6 Interests of experts and advisers

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

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

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

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

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

- (f) the formation or promotion of the Company; or
- (g) the Offer.

Mahe Capital Pty Ltd has acted as the lead manager of the Offer. The Company estimates it will pay Mahe Capital Pty Ltd the fees set out in Section 6.4.1 (excluding GST and disbursements) for these services. Subject to receipt of Shareholder approval, the Company will also issue Mahe Capital Pty Ltd with one (1) New Option for every \$2.00 raised under the Offer.

Steinepreis Paganin has acted as the legal advisers to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$20,000 (excluding GST and disbursements) for these services.

Mahe Capital Pty Ltd has been appointed as the nominee under Listing Rule 7.7. Mahe Capital Pty Ltd will not be paid any additional fees for this service other than brokerage fees (which will be charged at cost).

6.7 Consents

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

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take 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; and
- (c) has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Mahe Capital Pty Ltd has given its written consent to being named as the lead manager to the Offer in this Prospectus. Mahe Capital Pty Ltd has also given its consent to be named as the Company's nominee.

Mahe Capital Pty Ltd (including its related entities) is not a Shareholder of the Company and currently has no relevant interest in any of the Company's securities.

Steinepreis Paganin has given its written consent to being named as the legal advisers to the Company in this Prospectus.

HLB Mann Judd has given its written consent for the reviewed balance sheet of the Company as at 31 December 2020 to be used for the purposes of the pro-forma balance sheet set out in Section 3.4.

6.8 Expenses of the Offer

In the event that all Entitlements are accepted, the total cash expenses of the Offer are estimated to be approximately \$170,000 (excluding GST) and are expected to be applied towards the items set out in the table below:

	Minimum Subscription \$	Maximum Subscription \$
ASIC fees	3,206	3,206
ASX fees	20,668	21,576
Lead Manager fees	91,500	93,921
Legal fees	20,000	20,000
Share registry fees	4,370	4,370
Project management fee	20,000	20,000
Printing and distribution (letters)	1,500	1,500
Printing and distribution (letter and form)	5,000	5,000
Miscellaneous	427	427
Total	166,671	170,000

6.9 Directors' Authorisation

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.



Christopher Noone
CEO and Executive Director
For and on behalf of
Carly Holdings Limited

7. GLOSSARY

\$ means the lawful currency of the Commonwealth of Australia.

Application Form means an Entitlement and Acceptance Form or Shortfall Application Form as the context requires.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

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

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

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

Closing Date means the date specified in the timetable set out at Section 1 (unless extended).

Company means Carly Holdings Limited (ACN 066 153 982).

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

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

CRN means Customer Reference Number in relation to BPAY®.

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

Eligible Shareholder means a Shareholder as at the Record Date who is eligible to participate in the Offer.

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

Entitlement and Acceptance Form means the entitlement and acceptance form either attached to or accompanying this Prospectus.

Exercise Price means the exercise price of the New Options being \$0.16.

Ineligible Shareholder means a Shareholder as at the Record Date whose registered address is not situated in Australia or New Zealand.

Lead Manager or Mahe Capital means Mahe Capital Pty Ltd (AFSL 517246).

New Option means an Option issued on the terms set out in Section 4.2.

Offer means the renounceable entitlement issue the subject of this Prospectus.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Prospectus means this prospectus.

Record Date means the date specified in the timetable set out at Section 1.

Section means a section of this Prospectus.

Securities means Shares and/or Options as the context requires.

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

Shareholder means a holder of a Share.

Shortfall means the Securities not applied for under the Offer (if any).

Shortfall Application Form means the Shortfall Offer application form either attached to or accompanying this Prospectus.

Shortfall Offer means the offer of the Shortfall Securities on the terms and conditions set out in Section 2.6.

Shortfall Securities means those Securities not applied for under the Offer (if any) and offered pursuant to the Shortfall Offer.

WST means Western Standard Time as observed in Perth, Western Australia.