For personal use only

A.C.N. 098 238 585

ASX Announcement **28 October 2020**

30 September 2020 Quarterly Activity Report

Intiger Group Ltd (**ASX:IAM**) (**IAM** or the **Company**) is pleased to provide the following report and attached Appendix 4C to its shareholders for the quarter ending 30 September 2020.

Summary of cash flows and related activity

As at 30 September 2020, Intiger held cash and cash equivalents of $12,000 compared with a balance of $82,000 at 30 June 2020. Net cash of $74,000 was used in operating activities compared with $61,000 for the quarter ending 30 June 2020.

Whilst new sales generation continues to remain the focus for the Company, cash receipts were down by $10,000 when compared to the quarter ending 30 June 2020.

Cash expenditure on activities in the quarter are as follows:

- Operating costs of $32k compared to $38k in the June quarter;
- Advertising and marketing costs were relatively constant;
- Staff costs down from $10k in the June quarter to $8k;
- Administration and corporate costs up from $53k in the June quarter to $66k (attributed to costs associated with the corporate activity).

Corporate activity

On 5 October 2020, the Company announced that it had signed a Bid Implementation Agreement (BIA) with Complii FinTech Solutions Ltd (Complii), to acquire all of the fully paid ordinary shares in Complii by way of an off-market takeover (**Takeover Offer**).

The Takeover Offer will be subject to the satisfaction of certain bid conditions including re-compliance with Chapters 1 and 2 of the ASX Listing Rules and completion of a public offer. If the conditions to the Takeover Offer are not satisfied or waived before the end of the offer period under the Takeover, the proposed acquisition of 100% of the issued capital of Complii will not proceed.

Please refer to the announcement lodged on 5 October 2020 for further details.

There were no other substantive business activities during the quarter.

Payments to related parties of the entity and their associates

As part of the cost control measures implemented by the Company, directors were not paid any director fees during the quarter and there were no other payments made to related parties of the entity or their associates. These costs are accrued by the Company. This fact is reflected in item 6 of the attached Appendix 4C cash flow report for the quarter.

This report and the attached Appendix 4C have been authorised for release by the Board of Intiger Group Limited.

C/- Wolfstar Group
Level 1, 247 Oxford Street, West Leederville WA 6007
ABN 71 098 238 585

PO Box 52, West Perth WA 6872
P + 61 8 6141 3500 - **F** + 61 8 6141 3599
www.intigergrouplimited.com.au

- ENDS -

For personal use only

For further information, please contact:

INVESTORS

Patrick Canion

CHAIRMAN

e info@wolfstargroup.com.au
t +61 (0)8 6141 3500

Appendix 4C

Quarterly cash flow report for entities subject to Listing Rule 4.7B

For personal use only

Name of entity

INTIGER GROUP LIMITED (ASX:IAM)

ABN	Quarter ended (**Current quarter**)
71 098 238 585	**30 September 2020**

Consolidated statement of cash flows		**Current quarter $A'000**	**Year to date (3 Months) $A'000**
1.	**Cash flows from operating activities**		
1.1	Receipts from customers	32	32
1.2	Payments for:		
	(a) research and development	-	-
	(b) product manufacturing and operating costs	(32)	(32)
	(c) advertising and marketing	(1)	(1)
	(d) leased assets	-	-
	(e) staff costs	(8)	(8)
	(f) administration and corporate costs	(66)	(66)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	-	-
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes (paid) / refunded	-	-
1.7	Government grants and tax incentives	1	1
1.8	Other: (provide details if material)	-	-
1.9	**Net cash from / (used in) operating activities**	(74)	(74)
2.	**Cash flows from investing activities**		
2.1	Payments to acquire:		
	(a) entities	-	-
	(b) businesses	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) intellectual property	-	-
	(f) other non-current assets	-	-
2.2	Proceeds from disposal of:		
	(a) entities	-	-
	(b) businesses	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) intellectual property	-	-
	(f) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	**Net cash from / (used in) investing activities**	-	-

Consolidated statement of cash flows		Current quarter $A'000	Year to date (3 Months) $A'000
3.	**Cash flows from financing activities**		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	-
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	-
3.5	Proceeds from borrowings	10	10
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	**Net cash from / (used in) financing activities**	10	10
4.	**Net increase / (decrease) in cash and cash equivalents for the period**		
4.1	Cash and cash equivalents at beginning of period	82	82
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(74)	(74)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	-	-
4.4	Net cash from / (used in) financing activities (item 3.10 above)	10	10
4.5	Effect of movement in exchange rates on cash held	(6)	(6)
4.6	**Cash and cash equivalents at end of period**	12	12

5.	**Reconciliation of cash and cash equivalents** at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	**Current quarter $A'000**	**Previous quarter $A'000**
5.1	Bank balances	7	77
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details): Term deposit for credit card facility	5	5
5.5	**Cash and cash equivalents at end of quarter** (should equal item 4.6 above)	12	82

6.	**Payments to related parties of the entity and their associates**	**Current quarter $A'000**
6.1	Aggregate amount of payments to related parties and their associates included in item 1	-
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-

Note: if any amounts are shown in items 6.1 and 6.2 your quarterly activity report must include a description of, and an explanation for, such payments

For personal use only

7. Financing facilities Note: the term "facility' includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.	**Total facility amount at quarter end $A'000**	**Amount drawn at quarter end $A'000**
7.1 Loan facilities	-	-
7.2 Credit standby arrangements	-	-
7.3 Other (please specify)	-	-
7.4 **Total financing facilities**	-	-

7.5 **Unused financing facilities available at quarter end**	-

7.6 Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.

8. Estimated cash available for future operating activities	**$A'000**
8.1 **Net cash from / (used in) operating activities** (Item 1.9)	(74)
8.2 Cash and cash equivalents at quarter end (Item 4.6)	12
8.3 Unused finance facilities available at quarter end (Item 7.5)	-
8.4 Total available funding (Item 8.2 + Item 8.3)	12
8.5 **Estimated quarters of funding available** (Item 8.4 divided by Item 8.1)	0.2

Note: if the entity has reported positive net operating cash flows in item 1.9, answer item 8.5 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.5.

8.6 If Item 8.5 is less than 2 quarters, please provide answers to the following questions:

1. *Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not*?

   Answer:

On 30 September 2020, the Company signed a Bid Implementation Agreement (**BIA**) to acquire Complii FinTech Solutions Limited (**Complii**) (the **Proposed Acquisition**).

The Proposed Acquisition will be completed by way of scrip for scrip off market takeover offer by the Company to acquire all issued capital in Complii. As set out in the BIA, Intiger will offer to acquire all the Issued capital in Complii for a total consideration of $6,200,000 comprising 124,000,000 shares in Intiger at an issue price of $0.05 per share (**post-consolidation**). Intiger will undertake a consolidation of its share capital on an 80:1 basis (**Consolidation**). The BIA is subject to the satisfaction of certain bid conditions which must be including re-compliance with Chapters 1 and 2 of the ASX Listing Rules (**Re-Compliance**) and completion of a proposed capital raising to raised (**Public Offer**).

Under the terms of the BIA:

- The Company will make the takeover bid for 100% of the issued capital of Complii. The consideration offered by Intiger under the Takeover Bid will be:
  - 1.24357915 Intiger Shares (on a post-consolidation basis);
  - 0.31089478 Intiger Tranche 1 Options (on a post-consolidation basis); and
  - 0.41452637 Intiger Tranche 2 Options (on a post-consolidation basis),

  for every Complii share held as at the register date.

Total consideration for all Complii issued capital is 124,000,000 Intiger shares (post-consolidation), 41,333,333 unlisted options each with an exercise price of $0.05 and expiration date of 31 December 2022 and 31,000,000 unlisted options each with an exercise price of $0.10 and expiration date of 31 December 2023.

Completion of the Proposed Acquisition will be subject to the satisfaction of certain bid conditions which must be satisfied or waived by Intiger, including:

- Intiger having a relevant interest in at least 90% Complii shares at the end of the offer period;
- Intiger obtaining all necessary regulatory and shareholder approvals required to complete the Proposed Acquisition and the Public Offer, including, without limitation, shareholder approval to:
  - Change in the nature and/or scale of Intiger's activities in accordance with ASX Listing Rule 11.1.2, as required by ASX;

For personal use only

- Undertake the Consolidation;
- Intiger receiving in-principle approval from ASX for the re-admission of its securities to the official list of ASX on conditions acceptable to Intiger;
- Successful completion of the Public Offer at $0.05 per share (on a post-consolidation basis) (detailed below);
- the issue of the 5,000,000 Intiger shares (post-consolidation) for introduction and facilitation services provided to Intiger, comprising 4,000,000 Intiger Shares which will be issued to Euroz (or its nominees) and 1,000,000 Intiger Shares which will be issued to Mr Michael Carter (or his nominees);
- the appointment of Ms Alison Sarich and Mr Craig Mason as directors of Intiger on and from completion of the Takeover Offer;
- the issue of the 25,250,000 performance rights (post-consolidation) to Ms Alison Sarich and Mr Craig Mason;
- the adoption of an incentive performance rights plan; and
- the issue of the 5,213,698 shares and 10,000,000 options in respect to the convertible notes and related interest.

To assist the Company to re-comply with Chapters 1 and 2 of the ASX Listing Rules the Company plans, subject to Shareholder approval, to conduct a capital raising through the issue of a minimum of 100,000,000 Shares (on a post-consolidation basis) at an issue price of $0.05 per Share to raise a minimum of $5,000,000 before costs (Minimum Subscription) and a maximum of 140,000,000 Shares (on a post-consolidation basis) at an issue price of $0.05 per Share to raise a maximum of $7,000,000 before costs (**Maximum Subscription**). The Public Offer will be conducted under a full form prospectus.

On 7 September 2020, the Company secured $40,000 in short-term unsecured funding from a director, Gregory Gaunt, and an independent third-party, in connection with above. The terms of this funding are:

- **Term** The loan, which is interest-free, shall be repaid by the Borrower to the Lender on the earlier to occur of (a) 31 December 2020; and (b) the date that is three months after the date of termination of the BIA, or such other date agreed by the Company and lenders (**Repayment Date**)
- **Repayment** Unless otherwise agreed, the Company must repay the lender the $40,000 in cash on or before the Repayment Date.
- **Default** While the loan remains outstanding, where the Company is or becomes insolvent, has a receiver or administrator appointed to it, enters into any arrangement with its creditors or is wound up or has proceedings commenced against it for its winding up, the loan shall immediately become due and payable to the lenders at their option.

2. *Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?*

   Answer:

Refer 8.6.1 above.

3. *Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?*

   Answer:

Refer 8.6.1 above.

Note: where item 8.5 is less than 2 quarters, all of questions 8.6.1, 8.6.2 and 8.6.3 above must be answered.

Compliance statement

1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.

2 This statement gives a true and fair view of the matters disclosed.

Date: Wednesday, 28 October 2020

Authorised by: By the board

(Name of body or officer authorising release – see note 4)

For personal use only

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.

2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, AASB 107: Statement of Cash Flows apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standard applies to this report.

3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.

4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – e.g. Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".

5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

For personal use only