

SelfWealth Share Purchase Plan

Melbourne, Australia – 23 July 2021: SelfWealth Ltd (ASX:SWF) ("**SelfWealth**" or "**Company**") confirms that the Share Purchase Plan ("**SPP**") offer announced on the 15 July 2021 is now open. The offer booklet ("**SPP Booklet**") attached to this announcement will be dispatched to Eligible registered Shareholders today together with their personalised SPP Application Form.

SelfWealth is offering existing Eligible Shareholders the opportunity to participate in the SPP to raise up \$2.0 million by the issue of new fully paid ordinary shares, which amount may be varied to issue a higher amount or subject to scale back at the Company's absolute discretion.

The SPP forms part of the Placement announced by SelfWealth on 15 July 2021 and funds raised will be used to accelerate investment in SelfWealth's growth strategy of delivering diversified revenue streams and increasing market share.

The SPP Shares will be issued at the lower of the Issue Price of \$0.39 per Share or a 2.5% discount (rounded down to the nearest cent) to the volume-weighted average price of SWF traded on ASX during the five trading days up to and including the SPP closing date (Friday, 6 August 2021) ("**SPP Offer Price**").

Eligible Shareholders have the opportunity to acquire up to \$30,000 in New Shares (minimum subscription of \$2,500 and in multiples of \$2,500 thereafter) via the SPP at the SPP Offer Price. An Eligible Shareholder is any shareholder in Australia or New Zealand recorded on SelfWealth's share register at 7.00pm AEST on Wednesday, 14 July 2021 ("**Record Date**").

The New Shares issued under the SPP will rank equally with existing ordinary shares from the date of issue per the indicative timetable below. No brokerage or commissions are payable in respect of subscribing for shares under the SPP.

The SPP Booklet and the accompanying Application Form contains instructions on how to apply. Shareholders should consider the SPP Booklet in full, including the Plan Terms and Conditions, before deciding whether to participate in the SPP. Shareholder approval is not required for the issue of New Shares under the SPP.

Further information in relation to the SPP can be obtained by contacting the SelfWealth SPP Offer Shareholder Information Line on 1300 365 969 between 8.30am to 5.30pm (Melbourne time) Monday to Friday.

Timetable

Event	Date
Record date for SPP	7.00pm (AEST) Wednesday, 14 July 2021
SPP offer opens and SPP offer booklet dispatched	Friday, 23 July 2021
SPP offer closes	5.00pm (AEST) Friday, 6 August 2021

Announcement of results of SPP

Monday, 9 August 2021

Allotment, quotation and trading of New Shares issued under SPP

Thursday, 12 August 2021

Dispatch of confirmation statements for new securities issued under the SPP

Friday, 13 August 2021

The timetable remains subject to change at the Company's discretion, subject to compliance with applicable laws and the ASX Listing Rules.

Additional Information

Additional information regarding the Placement is contained with the investor presentation released to the ASX on 16 July 2021.

Investor Inquiries

Cath Whitaker, CEO

Shareholders@selfwealth.com.au

Media Inquiries

Jarrold Purchase, General Manager of Marketing

Jarrold.purchase@selfwealth.com.au

This ASX announcement was authorised for release by the Board of Directors.

Selfwealth Limited

ACN 154 324 428

Share Purchase Plan

Including the Terms and Conditions

Opening date: 23 July 2021

This is an important document and should be read in its entirety. The Share Purchase Plan does not take into account the individual investment objectives, financial situation or particular needs of any Eligible Shareholder. If you are in any doubt about the action you should take or the contents of this document, please seek independent financial advice from your broker, accountant or other professional adviser without delay. The contents of this document have not been reviewed by any regulatory authority. You are advised to exercise caution in relation to the Share Purchase Plan.

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

Dear Shareholder

Opportunity to participate in the Company's Share Purchase Plan

On behalf of the board of directors (**Board**) of Selfwealth Limited ACN 154 324 428 (ASX: SWF) (**Company**), I am pleased to offer Eligible Shareholders (defined below) the opportunity to participate in the Company's share purchase plan (**SPP** or **Share Purchase Plan**).

As announced on 15 July 2021, the Company has received firm commitments from unrelated professional and sophisticated investors to subscribe for up to 25.6 million new fully paid ordinary shares in the capital of the Company at an issue price of \$0.39 per share to raise up to approximately \$10 million before costs (**Placement**). The Company also wishes to offer our shareholders the opportunity under the SPP to participate at the same offer price (or lower) as under the Placement.

The Share Purchase Plan gives Eligible Shareholders the opportunity to subscribe for up to \$30,000 worth of new fully paid ordinary shares in the Company (**New Shares**), with a minimum subscription of \$2,500 and in increments of \$2,500 thereafter, subject to the Company's allocation policy, without incurring any brokerage or transaction costs. The SPP currently aims to raise gross proceeds of up to \$2 million.

The Company is proposing to use the funds raised under the Placement and SPP, to accelerate investment in its growth strategy to deliver diversified revenue streams and increase market share. This includes broadening the product offering which will require investment in IT resources for development of new product lines, investing in the user experience and high-demand features (including instant payments), pursuing a more aggressive marketing strategy, implementing a robust data and analytics strategy and additional headcount to support mobilisation.

Issue Price

Eligible Shareholders may subscribe for up to \$30,000 worth of New Shares under the SPP at an issue price per New Share equal to the lower of the Issue Price (being \$0.39 per Share) or a 2.5% discount (rounded down to the nearest cent) to the volume-weighted average price of SWF traded on ASX during the five trading days up to and including the SPP closing date (expected to be Friday, 6 August 2021) (**Issue Price**).

The Issue Price of \$0.39 represents a:

- 9.3% discount to the last traded closing price of the Company's existing shares (**Shares**) on ASX on 14 July 2021, being the last closing price of Shares prior to the date the SPP was announced (i.e. of \$0.43); and
- 5.4% discount to the volume weighted average price (**VWAP**) of Shares calculated over the last 5 days in which trades in Shares were recorded on ASX preceding the date the SPP was announced (i.e. of \$0.41).

The Issue Price for New Shares under the SPP is also the same price per Share (or lower) that investors will pay for their Shares under the Placement.

Participation

Participation in the SPP is optional and open to Eligible Shareholders, including Eligible Shareholders who are custodians on behalf of "**participating beneficiaries**" (refer to section 13 below) on the terms and subject to the conditions of the SPP.

Other key terms and conditions

The Company reserves the right to increase the size of the SPP or scale back or refuse applications under the SPP at its absolute discretion. Any such determination will be final.

If the Company scales back applications, you may be allocated less New Shares than you applied for. However, the excess application money which was not applied by the Company to purchase New

Shares will be refunded to you (without interest). As detailed in the Terms and Conditions, the Company may take into account a number of factors in determining an applicant's final allocation of New Shares.

If the total subscriptions under the SPP exceed an aggregate amount of \$2 million, the Company reserves the right to accept oversubscriptions (subject to compliance with the ASX Listing Rules).

All New Shares issued under the SPP will rank equally with the Company's existing Shares from the SPP Issue Date (defined below).

The right to participate in the SPP is not transferable.

How to apply

The SPP opens on Friday 23 July 2021 and, unless closed earlier or withdrawn by the Company, is expected to close at 5pm (AEST time) on Friday 6 August 2021.

New Shares are expected to be issued on 12 August 2021 and commence trading on ASX on a normal settlement basis on the same day.

Eligible Shareholders may apply to purchase a parcel of at least \$2,500, with parcels sizes increasing in multiples of \$2,500 from the minimum of \$2,500 up to a maximum of \$30,000 worth of New Shares.

To apply for New Shares, you must either:

- complete your personalised "**SPP Application Form**" and send it to the Share Registry (details below) along with your payment for New Shares by cheque, bank draft or money order; or
- simply make your payment for New Shares via BPAY® in accordance with the instructions on your personalised SPP Application Form or the instructions found online at <https://events.miracle.com/SWF-offer> (in which case you do not need to submit your personalised SPP Application Form).

In deciding whether to participate in the SPP, please take time to read the enclosed Terms and Conditions and seek your own investment or taxation advice if applicable to you.

If you have any questions regarding the SPP, please contact the SelfWealth SPP Offer Shareholder Information Line on 1300 365 969 between 8.30am to 5.30pm (Melbourne time) Monday to Friday.

On behalf of the Board, I thank you for your continued support of the Company and invite you to consider participating in the SPP.

Yours sincerely,

Robert Edgley
Non-Executive Chairman
Selfwealth Limited

SPP Terms and Conditions

This SPP offer booklet (**SPP Offer Booklet**) and the accompanying SPP Application Form set out the terms and conditions of the SPP (**Terms and Conditions**).

By accepting the offer to subscribe for New Shares under the SPP you agree to be bound by these Terms and Conditions and to the Company's constitution.

Key dates for the SPP:

Record Date	7pm (AEST time), 14 July 2021
Announcement Date	15 July 2021
Expected Placement Issue Date	22 July 2021
Dispatch of SPP Offer Booklet Opening Date	23 July 2021
Closing Date	5pm (AEST time), 6 August 2021
Announcement of Results of SPP	9 August 2021
SPP Shares Issue Date	12 August 2021
New Shares quoted on ASX	12 August 2021

Note: The above timetable is indicative only and subject to change. The commencement of trading and quotation of New Shares is subject to confirmation from ASX. Subject to the requirements of the Corporations Act 2001 (Cth) (**Corporations Act**), the ASX Listing Rules and other applicable rules, the Company reserves the right to amend this timetable at any time, including extending the period for the SPP or accepting late applications, either generally or in particular cases, without notice.

1. What is the SPP?

The SPP gives Eligible Shareholders the opportunity to subscribe for up to \$30,000 worth of New Shares at the Issue Price without incurring brokerage or other transaction costs.

New Shares issued under the SPP will rank equally with all other fully paid ordinary shares on issue in the capital of the Company from the SPP Issue Date.

The offer under the SPP will be made on the same terms and conditions to each Eligible Shareholder. To avoid doubt, all Eligible Shareholders will receive the same offer, irrespective of the number of Shares which they hold on the Record Date.

2. How much will be raised under the SPP and how will the funds be used?

The Company is seeking to raise up to approximately \$2 million (before costs) under the SPP. The Company is proposing to use the funds raised under the SPP, together with funds raised under the Placement, to accelerate investment in its growth strategy to deliver diversified revenue streams and increase market share. This includes broadening the product offering which will require investment in IT resources for development of new product lines, investing in the user experience and high-demand features (including instant payments), pursuing a more aggressive marketing strategy, implementing a robust data and analytics strategy and additional headcount to support mobilisation.

The Company will not apply funds from this capital raising to the establishment of a cryptocurrency trading service until all Board and appropriate regulatory approvals are obtained. The Board is still evaluating this initiative and regulatory approvals have not yet been sought. Given these potential approval requirements, any commencement of the cryptocurrency trading service is not expected earlier than Q3 FY22.

3. Am I eligible to participate in the SPP?

You will be considered an “**Eligible Shareholder**” (and therefore you will be eligible to participate in the SPP) if you were a registered holder of Shares at 7pm (AEST time) on 14 July 2021 (**Record Date**) with a registered address either in Australia or New Zealand (provided that any such Shareholder is not acting for the account or benefit of a person in the United States). The Board has determined that it is not practical for holders of Shares with registered addresses outside of Australia or New Zealand to participate in the SPP.

Shareholders who hold Shares on behalf of persons who reside outside of Australia or New Zealand or who are “**US persons**” as defined in Regulation S under the United States Securities Act of 1933 (as amended) (**Securities Act**) or who act for the account or benefit of a US Person are not entitled to participate in the SPP. The New Shares to be issued under the SPP have not been and will not be registered under the Securities Act (or any other act). Accordingly, shareholders who are located in the United States or who are acting for the account or benefit of, US Persons are not Eligible Shareholders and are therefore not entitled to participate in the SPP.

4. Do I have to participate?

No. Participation in the SPP is entirely voluntary. If you do not wish to participate in the SPP, do nothing.

5. How much can I invest and how many New Shares will be issued to me?

Under the SPP, you may apply for a parcel of New Shares from a minimum of \$2,500 up to a maximum of \$30,000 in multiples of \$2,500 rises. The \$30,000 limit applies irrespective of the number of Shares you hold on the Record Date.

The number of New Shares to be issued to each applicant will be calculated by dividing the dollar value provided by the applicant by the Issue Price (subject to any scale back implemented at the discretion of the Company).

No fractions of New Shares will be issued by the Company. Any fraction of a New Share will be rounded up to the nearest whole number of New Shares.

Applications may be refused or scaled back by the Company as described in section 14 and 16.

6. Can I transfer my right to purchase New Shares?

No. The offer under the SPP is non-renounceable. This means that you cannot transfer your right to acquire New Shares under the SPP to anyone else.

7. Will New Shares issued under the SPP rank equally with my existing Shares?

Yes. New Shares issued under the SPP will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the SPP Issue Date.

8. What is the Issue Price of the Shares?

Eligible Shareholders may subscribe for New Shares under the SPP at an issue price per New Share equal to the lower of the Issue Price (being \$0.39 per Share) or a 2.5% discount (rounded down to the nearest cent) to the volume-weighted average price of SWF traded on ASX during the five trading days up to and including the SPP closing date (expected to be Friday, 6 August 2021). The Issue Price of \$0.39 represents a:

- 9.3% discount to the last traded closing price of the Company's existing shares (**Shares**) on ASX on 14 July 2021, being the last closing price of Shares prior to the date the SPP was announced (i.e. of \$0.43); and
- 5.4% discount to the volume weighted average price (**VWAP**) of Shares calculated over the last 5 days in which trades in Shares were recorded on ASX preceding the date the SPP was announced (i.e. of \$0.41).

An investment in Shares is a highly speculative investment, and the market price of Shares might rise or fall between the date of this SPP offer and the date the New Shares are issued to you (i.e. on the SPP Issue Date). This means that the price you pay for a New Share may be greater or less than the value or market price of Shares at the time those New Shares are issued.

The current Share price can be obtained from ASX at www.asx.com.au.

Your application for New Shares, once made, is irrevocable and may not be withdrawn even if the market price of Shares falls below the Issue Price.

The offer to acquire New Shares under the SPP is not a recommendation. Before you decide whether to participate in the SPP, the Company recommends that you seek independent financial advice from your broker, accountant or other professional adviser without delay.

9. How do I apply for New Shares under the SPP?

To apply for New Shares under the SPP, Eligible Shareholders must:

- complete their personalised SPP Application Form and send it to SelfWealth Limited, C/- Link Market Services (**Share Registry**) at GPO Box 3560, Sydney, NSW 2001 along with payment for the total number of New Shares that they wish to subscribe for by cheque, bank draft or money order, made payable to Selfwealth Limited, crossed "not negotiable" and drawn in Australian dollars, in each case such that their application and payment is received by no later than 5pm (AEST time) on 6 August 2021 (**Closing Date**); or
- make a BPAY® payment by using the reference number shown on their personalised SPP Application Form or the instructions found online at <https://events.miracle.com/SWF-offer>, which is required to identify your holding. Payment must be received in cleared funds by 5pm (AEST time) on the Closing Date. If an Eligible Shareholder chooses to pay for New Shares by BPAY®, they do not also need to submit their personalised SPP Application Form.

Applications received after 5pm (AEST time) on the Closing Date will not be accepted.

If the amount of your payment is insufficient to pay in full for the number of New Shares you have applied for on your personalised SPP Application Form, you will be taken to have applied for such lower number of New Shares as your cleared funds will pay for (and taken to have specified that number of New Shares on your personalised SPP Application Form). Alternatively, the Company may decide that your application will not be accepted.

Applications and any payments received under the SPP may not be withdrawn once they have been received. Application money will not bear interest in any circumstances.

By applying for New Shares under the SPP (and regardless of whether you apply for New Shares by making your payment by BPAY® or by completing your personalised SPP Application Form and providing it to the Share Registry along with your application money), you:

- (a) acknowledge that you are, and each person on whose account you are acting is, an Eligible Shareholder;
- (b) are deemed to have accepted the offer under the SPP and irrevocably and unconditionally agree to the Terms and Conditions and the terms and conditions set out in the SPP Application Form;

- (c) warrant that all details and statements in your completed SPP Application Form are true and complete and not misleading;
- (d) acknowledge that no interest will be paid on any application money held pending the issue of New Shares or subsequently refunded to you for any reason;
- (e) confirm that you are lawfully permitted to apply for New Shares and that you are not applying for New Shares on behalf of any person not so permitted;
- (f) if you are applying on your own behalf (and not as a custodian), you certify that, even if you have received more than one offer under the SPP or received offers in more than one capacity, the aggregate application monies paid by you in any capacity (except as custodian) for:
 - (i) the New Shares that you are applying for; and
 - (ii) any other Shares that may be, or have been, issued to you or to a custodian on your behalf and at your instruction, under the SPP or any similar arrangement operated by the Company in the 12 months before the date the Company received your SPP Application Form,

are in aggregate not more than \$30,000. The Company will take no responsibility for your applications resulting in aggregate subscriptions in excess of \$30,000.

- (g) if you are a custodian and are applying for New Shares with a total application monies exceeding \$30,000, you must provide a Custodian Certificate containing details of the participating beneficiaries, including their name, address, the number of participating beneficiaries, the number of Shares you hold on their behalf, and the amount of New Shares you have been instructed to apply for on their behalf. In the Custodian Certificate you provide, you must also certify that:
 - (i) you are a “custodian” as that term is defined in the *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC SPP Instrument)*;
 - (ii) you held Shares on behalf of the participating beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the SPP and that the participating beneficiary has been given a copy of this SPP Offer Booklet;
 - (iii) you are not applying for New Shares on behalf of any single participating beneficiary with an application price of more than \$30,000 under the SPP (or any similar arrangement offered by the Company in the preceding 12 months); and
 - (iv) the information in the Custodian Certificate submitted with your application complies with, and contains all the information required pursuant to, the ASIC SPP Instrument and is true, correct and not misleading;
- (h) acknowledge and agree that:
 - (i) you are not in the United States and are not acting for the account or benefit of any US Person;
 - (ii) the New Shares have not been, and will not be, registered under the Securities Act or any other Act;
 - (iii) you have not, and will not, send this SPP Offer Booklet or any materials relating to the SPP to any person who is not a resident of Australia or New Zealand;
 - (iv) if in the future you decide to sell New Shares issued to you, you will only do so in the regular way for transactions on ASX where neither you nor the person acting

on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a US Person; and

- (v) if you are acting as a trustee, nominee or custodian, each beneficial holder on whose behalf you are participating for New Shares is a resident in Australia or New Zealand, and you have not sent this SPP Offer Booklet or any materials relating to the SPP to any person outside of Australia or New Zealand;
- (i) agree to be bound by the Company's constitution (as in force from time to time);
- (j) acknowledge that the Company may, in its sole and absolute discretion, refuse or scale back any applications and/or participation in the SPP to the extent and in the manner set out in sections 14 and 16. If there is a scale back, you may receive less than the number of New Shares for which you have applied;
- (k) acknowledge that none of the Company, its officers, employees, advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (l) acknowledge that this SPP Offer Booklet does not purport to contain all of the information that an investor may require to make an investment decision;
- (m) acknowledge that the Company and its officers and agents, are not liable for any consequences of the exercise or non-exercise of any discretions by any person referred to in the Terms and Conditions;
- (n) authorise the Company and its officers and agents to do anything on your behalf necessary or desirable for New Shares to be issued to you in accordance with the Terms and Conditions;
- (o) without limiting section 9(n), authorise the Company and its officers and agents to correct minor or easily rectified errors in, or omissions from, your SPP Application Form and to complete the SPP Application Form by the insertion of any missing minor detail; and
- (p) acknowledge that the Company may at any time determine that your application for New Shares is valid, in accordance with the Terms and Conditions, even if your SPP Application Form is incomplete, contains errors or is otherwise defective.

10. What are the participation costs of the SPP?

No brokerage or other transaction costs are payable by participants in the SPP. These costs will be paid by the Company.

11. When will I receive the New Shares?

The Company intends to issue the New Shares as soon as reasonably practicable after the Closing Date and will apply for quotation of these shares on ASX.

It is expected that New Shares will be issued on 12 August 2021 and expect to be quoted on ASX on the same day.

You should receive your updated holding statement shortly after the Issue Date.

12. I have several holdings. Can I purchase a separate parcel of New Shares for each holding?

If you receive more than one offer to participate in the SPP (for example, because you hold more than one shareholding under separate share accounts), the maximum you may invest under the

SPP in all capacities is an aggregate of \$30,000 across all offers. If you are a custodian however, see section 13 below.

If two or more persons are registered on the Company's register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder.

13. What do I do if I am a custodian?

If you are a custodian holding Shares as at the Record Date on behalf of one or more persons who reside in Australia or New Zealand (each, a **participating beneficiary**), you may apply for up to a maximum of \$30,000 worth of New Shares for each participating beneficiary.

You must submit a Custodian Certificate that contains further certifications and details as required by the ASIC SPP Instrument before your SPP Application Form will be accepted. Applications by custodians that are not accompanied by a Custodian Certificate will be rejected.

By applying as a custodian on behalf of participating beneficiaries to purchase New Shares, you certify (amongst other things) that each participating beneficiary has not exceeded the \$30,000 limit as required by the ASIC SPP Instrument.

To request a Custodian Certificate or to obtain further information about the custodian application process, please contact the Share Registry during business hours on business days on 1300 365 969 between the hours 8:30am and 5:30pm (Sydney time).

Custodians must not participate in the SPP on behalf of, and must not distribute this SPP Offer Booklet or any documents relating to the SPP to, any US Person.

A custodian will be ineligible to participate in the SPP if their participation would be in breach of the ASIC SPP Instrument.

For the purposes of the SPP, a custodian is a "**custodian**" as that term is defined in the ASIC SPP Instrument.

Custodians should request a "Custodian Certificate" from the Share Registry when making an application on behalf of a participating beneficiary.

If you hold Shares as a trustee or nominee for another person, but are not a custodian, you cannot participate for beneficiaries in the manner described in this section 13.

14. Allocation policy

The Company aims to raise gross proceeds of up to approximately \$2 million under the SPP. The Company reserves the right to increase the size of the SPP or scale back or refuse applications under the SPP, at its absolute discretion. Any determination will be final.

The maximum aggregate number of Shares that will be issued under the SPP will not exceed 30% of the Company's issued fully paid ordinary shares.

If the Company decides to scale back applications, you may be allocated less New Shares than you applied for. However, the excess application money which is not applied by the Company to purchase New Shares will be refunded to you either by direct credit (if the Company has your bank account details) or by cheque as soon as practicable and without interest. When determining any scale back or rejection of applications, the Company may take into account a number of factors, including the size of the applicant's shareholding, the extent to which Eligible Shareholders have sold or purchased additional Shares after the Record Date, whether the applicant has multiple registered holdings and the date on which an application was made. As such, Eligible Shareholders are encouraged to submit their applications early.

If the total subscriptions under the SPP exceed an aggregate amount of \$2 million the Company reserves the right to accept oversubscriptions (subject to compliance with the ASX Listing Rules).

15. Changes and Termination

The Company may, in its discretion, change, suspend or terminate the SPP or the Terms and Conditions at any time, whether because of a change of law, ASIC requirements, ASX requirements or policy or any other circumstance relevant to the SPP or the Company. If the Company terminates the SPP, it will notify ASX and refund any application moneys received (without interest).

Without limiting any other provision of these Terms and Conditions, the Board may vary the timetable for the SPP, including the Closing Date.

16. Refusal of applications and refunds

The Company reserves the right to reject any application for New Shares or issue a fewer number of New Shares subscribed for under the SPP by any applicant at the Company's complete and unfettered discretion, including if:

- the Company believes that the Terms and Conditions have not been complied with;
- the applicant is not an Eligible Shareholder; or
- the application might otherwise breach applicable law or the ASX Listing Rules.

If the amount of a BPAY® payment is not equal to the amount of an application, the Company may at its absolute discretion either refund in full the application money and not issue any New Shares to the applicant, or issue to the applicant the number of New Shares which may be issued based on the payment made, and refund the excess to the applicant (without interest).

17. Discretion and Disputes

The Company reserves the right to waive strict compliance with the Terms and Conditions including incorrect completion of a SPP Application Form. Any powers or discretions of the Company may be exercised by the directors of the Company or any delegate of them. The Company may determine, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application. A determination made by the Company will be conclusive and binding on all participants and other persons to whom the determination relates.

18. Privacy

By applying for New Shares under the SPP, you acknowledge that you will be providing personal information to the Company and the Share Registry. The Company and the Share Registry may collect personal information to process your application for New Shares, implement the SPP and administer your shareholding. The personal information held by the Share Registry is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.

Chapter 2C of the Corporations Act requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the Company's public register (which is maintained by the Share Registry). This information must continue to be included in the public register even if you cease to be a securityholder.

Your personal information may be disclosed to joint investors, the Share Registry, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of the Company and its agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and

other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

A copy of the Company's privacy policy is available on the Company's website at link <https://www.selfwealth.com.au/library/pdf/SelfWealth-Privacy-Policy.pdf>.

19. Currency

Any reference to "\$" is a reference to the lawful currency of Australia.

20. Risks

An investment in New Shares is subject to investment and other known and unknown risks, some of which are beyond the control of the Company, including possible loss of income and capital invested. The Company does not guarantee any particular rate of return or the performance of the Company and nor does it guarantee the repayment of capital from the Company or any particular tax treatment. This SPP Offer Booklet should also be read in conjunction with the Company's continuous and periodic disclosures given to ASX which are available on ASX's website at www.asx.com.au. Past performance should not be relied upon as (and is not) an indication of future performance. A more detailed discussion of possible risks is attached as an Annexure to this Offer Booklet.

21. Not a prospectus or disclosure document

This SPP Offer Booklet is not a prospectus or disclosure document under the Corporations Act and has not (and will not) be lodged with ASIC or any other regulatory authority.

A cooling-off regime does not apply in relation to the acquisition of New Shares. This means that you cannot withdraw your application once it has been submitted.

22. New Zealand

The New Shares are not being offered or sold to the public in New Zealand other than to registered holders of Shares as at 5pm (AEST time) on the Record Date. The SPP is being made in reliance on and pursuant to the *Financial Markets Conduct Act 2013 (NZ)* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (NZ)*. This SPP Offer Booklet 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 does not, contain all the information that a product disclosure statement is required to contain under New Zealand law.

23. Governing Law

The SPP is governed by the laws in force in Victoria, Australia. By participating in the SPP, you submit to the non-exclusive jurisdiction of the courts of that jurisdiction.

24. Where can I obtain further information in relation to the SPP?

If you have any questions about the Terms and Conditions, how to make an application or the SPP generally, please contact the SelfWealth SPP Offer Shareholder Information Line on 1300 365 969 between the hours 8:30am and 5:30pm (Sydney time) Monday to Friday or via Microsite on <https://events.miracle.com/SWF-offer>.

None of the Company, the Share Registry nor any of their respective officers, employees, agents or professional advisers are or are to be taken to be, giving any securities recommendation or investment advice in relation to the SPP and nor do any of them have any obligation to do so.

Before you decide whether to participate in the SPP, the Company recommends that you seek independent financial advice from your broker, accountant or other professional adviser and that you do so without delay.

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Annexure: Risk Factors

- The Company's success depends on its ability to continue to retain its current customer base, organically grow the service requirements of those existing customers and attract new customers. Failure to retain existing customers or attract new customers would materially impact the Company's ability to generate revenue which will have an adverse effect on the Company's operating and financial performance.
- Being a relatively new entrant in the financial services industry, it faces the risks common to any new company, such as building depth and infrastructure, obtaining market penetration and securing strategic partners, increasing brand recognition and obtaining acceptance by the end consumers.
- The Company's reputation, brand and ability to build trust with existing and new customers may be adversely affected by complaints and negative publicity, changes to the platform and customers that utilize the platform or competitors' platforms.
- The Company operates with a small management team and the loss of key management personnel could cause a material disruption and adversely affect the Company including the achievement of its product and service development.
- The Company, its services and products are subject to various laws and regulations including but not limited to financial services law compliance, accounting standards and tax laws. Changes in these laws and regulations (including interpretation and enforcement) could adversely affect the Company's financial performance.
- The Company is required to hold an appropriate Australian Financial Services Licence (AFSL) to operate its business. If the Company loses, or has restrictions imposed on its AFSL, so as to prevent it from continuing its business operations, the Company will need to identify an alternate way to continue operating its business (e.g. become an authorised representative of an AFSL holder). A number of the Company's key third party providers are also required to hold an AFSL with appropriate authorisations to provide services to the Company. If any other relevant third-party service provider loses, or has restrictions imposed on its AFSL, the Company will need to engage a suitably authorised alternate AFSL holder to carry out the required services. Any loss, impairment or restriction on the Company's or a third-party provider's AFSL is likely to have an adverse material effect on revenue margins, profitability and the Company's ability to undertake its business operations.
- The Company relies and uses information technology in conducting its business including (but not limited to) using the internet to process, transmit and store electronic and financial information, for digital marketing purposes, to manage a variety of business processes and activities such as inventory control, financial management and reporting database management. If the Company is unable to protect against service interruptions, data corruption, cyber security breaches or network security breaches, the Company's business operations could be negatively affected. The Company's information technology systems (some of which may be managed by a third party), may be vulnerable to disruptions, damage or shutdowns as a result of failures during the process of upgrading or replacing software, computer viruses, power outages, hardware failures, computer hacking, user errors or other similar events. If the Company's information technology systems suffer severe damage, disruption or shutdown and the Company does not efficiently resolve such issues and recover data lost, the sale of the Company's reputation and products may be materially and adversely affected. While the Company will use all reasonable endeavours to prevent such security breaches, if the Company fails to do so, it may suffer financial and reputational damage and potentially penalties because of the unauthorised use and disclosure of confidential information belonging to the Company or to its strategic partners, customers or suppliers.
- The Company's business model heavily depends on its ability to maintain functionality of its software and adapt it to changing needs and preferences, industry standards and any changes in regulatory requirements. Failure to maintain or continue to develop software effectively and in a timely manner may result in a loss of clients or inability to attract new clients which may have a material adverse effect on the Company's sales revenue and reputation. There is a significant risk of development and introduction of new competitive software by third parties which may result in the Company losing clients or not being able to attract new ones.
- The Company is constantly involved in product development, both in improving existing products and developing potential new products. One area of potential development is a cryptocurrency product. Whilst the nature, features and timing of any potential cryptocurrency

product have not yet been decided by the Company, should it decide to develop any cryptocurrency products there are a number of significant risk factors (including material risks related to data fraud and data 'hacking', loss of customer assets, technical issues with network upgrades and volatile cryptocurrency pricing) and regulatory requirements (which may include requiring shareholder and regulatory approval and licensing) that needed to be considered before any particular cryptocurrency product can be launched.

- As a party to several contracts, the Company will have various contractual rights in the event of noncompliance. However, no assurance can be given that all contracts will be fully performed by all contracting parties and that the Company will be successful in securing compliance with the terms of each contract by the counterparties to its contracts. The early termination of any material contract may mean that the Company will not realise the full value of the contract, which is likely to adversely impact the growth prospects, operating results and financial performance of the Company
- The Company's products and services may have errors or defects which could have a material adverse effect on the Company's business. Additionally, such errors or defects could expose the Company to liability claims or litigation, resulting in the removal of regulatory approval for certain products and services and/or monetary damages being awarded against the Company.
- The Company relies on its trade secrets, which include information relating to intellectual property. The protective measures that the Company employs may not provide adequate protection for its trade secrets. The Company cannot be certain that others will not independently develop the same or similar technologies on their own or gain access to trade secrets and disclose such technology. This could erode the Company's competitive advantage and materially harm its business.
- If a third party accuses the Company of infringing its IP rights and/or commences litigation against the Company for infringement, the Company may incur significant costs in defending such action, including costs of management and technical personnel time and attention. In addition, parties making claims against the Company may be able to obtain injunctive or other equitable relief that could restrict or prevent the Company from further developing discoveries or commercialising its products and services.
- The Company has grown rapidly over the last few years – particularly in 2020 as a result of the COVID-19 spike in retail trading volumes. It is unknown whether these trends and behavioural shifts will continue. The long-term impact of the COVID-19 pandemic on the Company's business, financial condition and results of operations is also unknown. The Company's recent revenue growth rate and financial performance should not be considered indicative of its future performance. Financial performance is likely to fluctuate from quarter to quarter, given operations are heavily reliant on the level of trading activity on the platform and net deposits.
- The Company's business and reputation may be harmed by changes in business, economic or political conditions that impact global financial markets, or by a systemic market event.
- The Company operates in highly competitive markets, and many of its competitors may have products and services that may be more appealing to its current or potential customers. Current and potential future competition may come from incumbent discount brokerages, established financial technology companies, venture-backed financial technology firms, banks, asset management firms and technology platforms.