

ENGAGE:BDR LIMITED
ACN 621 160 585
(“the Company” or “EN1”)

PROSPECTUS

For a bonus issue of options (**Loyalty Options**) (each with exercise price of \$0.003 (0.3 cents) and expiry date of 3 December 2021) to shareholders with registered addresses in Australia or New Zealand (**Eligible Shareholders**) on the basis of one (1) Loyalty Option for every five (5) Shares held on 11 October 2021 (**Record Date**).

The above being referred to herein as the **Offer**.

Upon exercise, each Loyalty Option entitle the holder to one fully paid ordinary share in the Company (**Share**) and one free-attaching additional option (**Additional Option**) (each with an exercise price of \$0.01 (1 cent) and expiry date of 5 December 2023).

Loyalty Options are being issued for no consideration and therefore no funds will be raised under the Offer. Eligible Shareholders do not need to do anything to be issued Loyalty Options.

THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY

If you do not understand its contents, you should consult your stockbroker, accountant or other professional adviser without delay.

The securities offered under this Prospectus are considered speculative.

CORPORATE DIRECTORY

ENGAGE:BDR LIMITED (ACN 621 160 585)

Directors

Mr Ted Dhanik (Executive Chairman)
Mr Kurtis Rintala (Executive Director)
Mr Tom Anderson (Non-Executive Director)
Mr Darian Pizem (Non-Executive Director)
Mr Robert Antulov (Non-Executive Director)

Company Secretary

Ms Melanie Leydin

Registered Office

Scottish House
Level 4, 90 William Street
Melbourne VIC 3000
Telephone: +61 3 9692 7222

ASX Code

EN1

Website

www.engagebdr.com

IMPORTANT NOTICES

This prospectus (**Prospectus**) is dated 5 October 2021. A copy of this Prospectus was lodged with the Australian Securities & Investments Commission (**ASIC**) on the same date. Neither ASIC nor ASX Limited (**ASX**) nor their respective officers, take any responsibility for the contents of this Prospectus.

Subject to the Corporations Act, the ASX Listing Rules and other applicable laws, the Company reserves the right to close the Offer early, to extend the Closing Date, or not to proceed with the Offer.

The Offer closes at 5:00pm (Melbourne time) on 18 October 2021, which date may change without notice.

This Prospectus is for an offer of convertible securities to acquire continuously quoted securities (the Loyalty Options). Accordingly this Prospectus is not required by the Corporations Act to contain all the information normally required to be set out in a document of this type. This Prospectus incorporates by reference information contained in documents lodged with ASIC. A document incorporated by reference in this Prospectus may be obtained free of charge from the Company during the application period.

No person is authorised to give any information or make any representation in connection with this Prospectus that 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 the Offer.

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 past and 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, its Directors and management. Although the Company believes that the expectations reflected in the forward looking statements included in this Prospectus are reasonable, none of the Company, its Directors or officers, or any person named in this Prospectus can give, or gives, any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur or that the assumptions on which those statements are based will prove to be correct or exhaustive beyond the date of its making. Investors are cautioned not to place undue reliance on these forward-looking statements.

Except to the extent required by law, 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.

The forward-looking statements contained in this Prospectus are subject to various risk factors that could cause actual results to differ materially from the results expressed or anticipated in these statements. The key risk factors of investing in the Company are set out in Section 5 of this Prospectus.

No account has been taken of particular objectives, financial situation or needs of recipients of this Prospectus. Recipients of this Prospectus should have regard to their own objectives, financial situation and needs. Recipients of this Prospectus should make their own independent investigation and assessment of the Company, its business, assets and liabilities, prospects and profits and losses, and risks associated with investing. In accordance with ASIC Corporations Instrument (Application Form Requirements) Instrument 2017/241, this Prospectus does not include an application form.

No action has been taken to register or qualify the Offer or the Loyalty Options, or otherwise to permit a public offering of the Loyalty Options, in any jurisdiction outside Australia and New Zealand. The Loyalty Options have not been, and will not be, registered under the United States Securities Act of 1933 and should not be offered or sold within the USA.

No account has been taken of particular objectives, financial situation or needs of recipients of this Prospectus. All monetary amounts in this Prospectus are in Australian dollars unless otherwise stated.

PROPOSED TIMETABLE

Lodgement of Prospectus	5 October 2021
Record date to identify Shareholders entitled to participate in the Offer ("the Record Date") (5:00pm Melbourne time)	11 October 2021
Issue of Loyalty Options and dispatch of holding statements	18 October 2021
Loyalty Options expire	3 December 2021

Subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws, the Company reserves the right to change the above dates, close the Offer before the date stated above, extend the Closing Date and subsequent dates or not proceed with the Offer. The Company reserves the right to extend the Closing Date by making an announcement of the extension to ASX.

No securities will be issued on the basis of this Prospectus after 4 November 2022, being the expiry date of this Prospectus.

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KEY INVESTMENT RISKS – SUMMARY

Section 5 of this Prospectus contains a summary of key risks associated with the Offer as set out below:

- Value of securities and share market conditions, including effects and potential effects of the current COVID-19 pandemic.
- There being no guarantee the share price of the Shares will be greater than the exercise price of Loyalty Options prior to the Expiry Date.
- The risk the shareholding in the Company of shareholders who are not eligible to receive Loyalty Options or who do not exercise any Loyalty Options will be diluted.
- The risk that the exercise of Loyalty Options may have taxation consequences for recipients.

Section 5 also includes specific business risks of the Company, a selection of which are set out below:

- The Company may not be able to successfully implement its strategic plan.
- As the technology based method of buying and selling media is relatively new, there is a risk that this new method will not be broadly adopted or reversion to the old method will occur.
- The ongoing need for capital to fund the business of the Company.
- There is a risk that the growth of the Company and its business may not meet expectations. In addition, the growth of the Company may exceed expectations and the Company may not have sufficient infrastructure to in place to manage such growth.
- The Company is subject to various regulatory requirements and potential sovereign risks.
- Dependence by the Company on its key staff.
- Risks associated with currency fluctuations.

In addition to the above, there are other risks of a more general nature, such as economic and market conditions.

ABOUT THE OFFER – SUMMARY

The following summary provides only a limited overview of the Offer being made by the Company. Further detail is set out in this Prospectus. Please read and consider this Prospectus in full before making any decision regarding investing in the Company.

Topic	Summary	For more information see:
What is the Offer?	An offer of Loyalty Options to Eligible Shareholders on the basis of one (1) Loyalty Option for every five (5) Shares held at the Record Date.	Section 1.1
What is the purpose of the Offer?	The Company is undertaking the Offer to reward Eligible Shareholders for long term support of the Company and a potential benefit of greater exposure to the potential future success of the Company.	Section 2
Are the Loyalty Options free?	Yes, the Loyalty Options are issued for no consideration.	Section 1.1
What are the terms of the Loyalty Options?	<p>Each Loyalty Option has an exercise price of \$0.003 (0.3 cents) and an expiry date of 3 December 2021. The full terms of Loyalty Options are set out in Section 8.1.</p> <p>Upon exercise, each Loyalty Option converts into one fully paid ordinary share in the capital of the Company (Share) and one free-attaching additional option (Additional Option). Each Additional Option will have an exercise price of \$0.01 (1 cent) and an expiry date of 5 December 2023.</p>	Section 1.1
How much will be raised by the Offer?	<p>Loyalty Options are to be issued for no consideration and therefore no funds will be raised under the Offer.</p> <p>If the maximum number of Loyalty Options are issued and subsequently exercised the Company will receive approximately \$1.8 million before costs. Funds raised upon exercise of any Loyalty Options are intended to be applied to meeting the costs of the Offer, integration of the recent ColorTV acquisition and meeting the working capital requirements of the Company activities at the time of exercise of Loyalty Options.</p>	Sections 2 and 3
Is there a minimum subscription?	As the Offer is a bonus issue, no application for the Loyalty Options is required by shareholders and no payment is required to be issued with a Loyalty Option. Accordingly, there is no minimum subscription.	Section 1.1
Am I eligible to receive Loyalty Options?	You will only be eligible to receive Loyalty Options if you are an Eligible Shareholder at the Record Date. Shareholders with registered addresses in Australia or New Zealand on the Record Date will be eligible to receive Loyalty Options.	Section 1.3
Can I sell my entitlement?	No. The offer of bonus Loyalty Options is non-renounceable, meaning entitlements to receive Loyalty Options cannot be transferred.	Section 1.4
Are there risks associated with investment in the Company?	<p>There are risks associated with investment in the Company. These include risks relating to the Company, risks relating to the Offer and risks associated with financial investment generally.</p> <p>Please carefully consider the risks and other information contained in this Prospectus in conjunction with any specific matters which have or may be referred to in the Company's ASX announcements before making any decision regarding an investment in the Company.</p>	Section 5

Topic	Summary	For more information see:
What will be the effect of the Offer on the control of the Company?	<p>The Offer will not affect the voting power of the Company.</p> <p>A shareholder who does not receive Loyalty Options or does not exercise Loyalty Options will be diluted if other shareholders exercise Loyalty Options.</p>	Section 4.2
What are the taxation implications of the Offer?	Taxation implications of the Loyalty Options will vary depending upon the specific circumstances of the recipient of Loyalty Options. You should obtain professional advice as to the taxation treatment applicable to you.	Section 10
How and when will I know if I have received Loyalty Options?	Holding statements confirming any issue of Loyalty Options are anticipated to be dispatched on, or about, 18 October 2021.	Timetable on page 4
Where can I find more information about the Company?	For more information on the Company please see the Company's website (www.engagebdr.com) or refer to the Company's ASX announcements (available on the ASX's website www2.asx.com.au using the ASX code "EN1").	Sections 7 and 14
What if I have questions about the Offer?	<p>You should consult your stockbroker, accountant, solicitor or other professional adviser in relation to the Loyalty Options.</p> <p>Questions concerning the Offer can also be directed to the Company Secretary by email at mleydin@leydinfreyer.com.au.</p>	Section 14

1. Detail of the Offer

1.1 The Offer

Engage:BDR Limited (the **Company** or **EN1**) offers shareholders with registered addresses in Australia or New Zealand as recorded in the share registry records on the Record Date (**Eligible Shareholders**), one (1) option (**Loyalty Option**) for every five (5) existing shares held at the Record Date for nil consideration.

Each Loyalty Option will have an exercise price of \$0.003 (0.3 cents) and an expiry date of 3 December 2021. Upon exercise, each Loyalty Option converts into one fully paid ordinary share in the capital of the Company (**Share**) and one free-attaching additional option (**Additional Option**). Each Additional Option will have an exercise price of \$0.01 (1 cent) and an expiry date of 5 December 2023.

Fractional entitlements to Loyalty Options will be rounded down.

Based on the capital structure of the Company as at 1 October 2021, approximately 512,383,067 Loyalty Options will be issued pursuant to the Offer. The approximate number of Loyalty Options does takes into account that Loyalty Options will not be issued to ineligible overseas shareholders. The number of Shares held by ineligible overseas shareholders may change before the Record Date, in which case the number of Loyalty Options to be issued would change. The Company will announce the actual number when the Loyalty Options are issued. Further details in respect of ineligible overseas shareholders are set out in section 1.3.

As the Offer is a bonus issue, no application or payment is required. Accordingly, there is no minimum subscription and no subscription sum required and no funds will be raised under the Offer. Details in respect of the Company's proposed use of funds following exercise of Loyalty Options (if any) are set out in Section 3.

1.2 ASX Listing

Loyalty Options

Loyalty Options offered under this Prospectus will not be quoted (listed). Official quotation of Loyalty Options offered under this Prospectus is not being applied for and is not a condition of the Offer. It is expressly not stated or implied that permission will be sought for the official quotation of Loyalty Options, or that official quotation of the Loyalty Options will be granted within three months or any other period after the date of this Prospectus.

Shares

The Company will apply to ASX for admission of the shares issued upon exercise of Loyalty Options to official quotation within 7 days of the issue of such shares. The fact that ASX may grant official quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or its securities.

Additional Options

Subject to meeting the quotation conditions of ASX, the Company proposes seeking quotation of Additional Options. The Company will assess the likelihood of the Additional Options meeting the quotation conditions of ASX and, if the Company forms the view that the Additional Options are likely to meet such conditions, the Company will lodge a further prospectus and seek quotation of the Additional Options on or about 4 December 2021, being the day after the expiry date of the Loyalty Options. It is expressly not stated or implied that permission will be sought for the official quotation of Additional Options, or that official quotation of the Additional Options will be granted within three months or any other period after the date of this Prospectus.

The fact that ASX may grant official quotation to the Additional Options is not to be taken in any way as an indication of the merits of the Company or its securities.

1.3 Overseas Shareholders

The 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.

The Company is of the view that it is unreasonable to make the Offer to shareholders outside of Australia and New Zealand having regard to:

- (a) the number of shareholders registered outside of Australia and New Zealand;
- (b) the number and value of Loyalty Options that would be offered to shareholders registered outside of Australia and New Zealand; and
- (c) the costs of complying with the legal requirements and requirements of regulatory authorities in overseas jurisdictions.

Accordingly, the Offer is not being extended and no Loyalty Options will be issued in relation to shares held by shareholders with a registered address which is outside Australia or New Zealand.

As at 1 October 2021, the Company has 53 shareholders with a registered address outside Australia or New Zealand who hold a total of 486,082,521 Shares (which, if these overseas shareholders had been eligible, would have represented entitlements to 97,216,504 Loyalty Options). These figures may change prior to the Record Date.

The Offer is being made in New Zealand pursuant to the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016. This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain. The offer of securities to the Eligible Shareholders in New Zealand is made in compliance with the relevant Australian laws.

1.4 Non-Renounceable

Entitlements to receive Loyalty Options are non-renounceable. Accordingly, there will be no trading of rights on ASX and you will be unable to transfer your entitlement to receive Loyalty Options to another party.

1.5 Placement

As announced on 27 September 2021, the Company received firm commitments from professional and sophisticated investors for the issue of 495,045,342 fully paid ordinary shares (**Placement Shares**) at an issue price of \$0.003 per Placement Share to raise approximately \$1.485 million before costs (**Placement**).

The Placement Shares were issued on 30 September 2021 and an Appendix 2A was released to ASX on that date.

Viriathus Capital Pty Ltd (**Viriathus**) acted as Lead Manager of the Placement and was paid a fee of 6% of the gross proceeds under the Placement. Funds raised from the placement will be used for the integration of new acquisition ColorTV and for working capital.

1.6 Prohibition on Exceeding 20% Voting Threshold

Recipients of Loyalty Options must have regard to, and comply with, the takeovers prohibition (the 20% voting power threshold) and substantial holder disclosure requirements of the Corporations Act 2001 (Cth) (**Corporations Act**) when exercising Loyalty Options.

The Company expressly disclaims any responsibility for ensuring that recipients do not breach the takeovers prohibition and/or the substantial holder disclosure requirements under the Corporations Act in any circumstance, including as a result of exercise of Loyalty Options.

The Company may refuse to act upon the exercise of Loyalty Options where such exercise would constitute a breach of the 20% voting power threshold under the Corporations Act.

Recipients of Loyalty Options should seek their own professional advice regarding if they may be at risk of breaching the takeovers prohibition or be required to comply with the substantial holder disclosure requirements under the Corporations Act as a result of the issue of Shares upon exercise of Loyalty Options.

2. Purpose of the Offer

The purpose of the Offer is to reward shareholders for continued loyalty to the Company. There will be no funds raised by the Offer as the Loyalty Options are being issued to Eligible Shareholders for no consideration.

3. Financial effect of the Offer

No funds will be raised by the Offer as Loyalty Options are to be issued to Eligible Shareholders for no consideration. The anticipated costs of the Offer are set out in the table below:

Particulars	Amount (\$) (plus GST)
Legal and ASIC fees	\$13,200
Administrative fees	\$8,000
TOTAL	\$21,200

In addition to the above, upon expiry of the Loyalty Options, the Company will pay Viriathus Capital Pty Ltd (the lead manager of the recent Placement) ("Viriathus") a fee of 3% (plus GST) of any funds raised because of exercise of Loyalty Options. It is not possible to determine in advance how many Loyalty Options may be exercised, however if all the Loyalty Options (based on the number of Shares held by eligible shareholders as at 1 October 2021) were to be exercised, and subject to rounding, the Company would pay Viriathus \$45,500 (plus GST).

The issue of Loyalty Options pursuant to this Prospectus will result in a decrease in cash reserves of the Company of approximately \$21,200, being the estimated expenses of the Offer as set out in the table above.

If all Loyalty Options are exercised the Company will receive approximately \$1.537 million before costs. Any funds received by the Company on exercise of any Loyalty Options will be applied to meeting the costs of the Offer, integration of the recent ColorTV acquisition and meeting the working capital requirements of the Company activities at the time of exercise of Loyalty Options.

If all of the Loyalty Options were to be exercised, the cash reserves of the Company would increase by approximately \$1.470 million, being approximately \$1.537 million less the anticipated costs of the Offer and the 3% fee payable to Viriathus as referred to above, based on the number of Shares held by eligible shareholders as at 1 October 2021. The actual increase in cash reserves as a result of the exercise of the Loyalty Options may be higher or lower if there is any change in the number of Shares held by eligible shareholders as at the Record Date as Loyalty Options will not be issued to ineligible overseas shareholders in respect of the Shares they hold. There is no certainty that any or all of the Loyalty Options will be exercised, and the above is provided as an indication of the potential maximum increase, depending on the number of Shares held by eligible shareholders on the Record Date and hence the number of Loyalty Options issued.

As at the date of this Prospectus, the Company has cash on hand of approximately \$2,123,661, which includes funds raised under the Placement. The Company has existing creditors of \$3,819,023. Payments due to creditors are within trading terms and are expected to be settled in the ordinary course of business.

Other than the increase of the cash reserves of the Company as set out above and increasing the equity of the Company by a commensurate amount, the Offer and the Placement in combination are not anticipated to have an impact upon the financial position of the Company other than as set out in this section 3.

4. Effect of the Offer on the capital structure of EN1

4.1 Capital Structure

The table below sets out the existing issued shares and options of the Company, and the effect on the Company's capital structure of issuing the Loyalty Options offered under this Prospectus:

SHARES			
Existing ordinary shares (includes Placement Shares)	3,047,997,815		
OPTIONS			
Class	Number of options	Expiry date	Exercise price
Existing options (unlisted)	8,676,093	26 January 2022	\$0.052
Existing options (unlisted)	13,750,000	30 September 2022	\$0.026
Existing options (unlisted)	5,700,000	1 April 2023	\$0.0201
Existing options (unlisted)	5,700,000	1 April 2023	\$0.0217
Existing options (unlisted)	5,700,000	1 April 2023	\$0.0233
Loyalty Options under the Offer (see below)	512,383,067	3 December 2021	\$0.003

Notes to table:

- *Total number of Loyalty Options offered is subject to rounding, with fractional entitlements rounded down.*
- *The number of Loyalty Options above is based on the number of Shares held by eligible shareholders as at 1 October 2021 and may change depending on any change to holdings of eligible or ineligible shareholders as at the Record Date as Loyalty Options will not be issued to ineligible overseas shareholders in respect of the Shares they hold.*
- *The number of Loyalty Options assumes no existing options are exercised prior to the Record Date.*

In addition to the above Shares and options, the Company also has 25,500,000 performance rights on issue that convert to Shares upon and subject to a 50% increase in the market capitalisation (number of Shares on issue multiplied by the 20 day volume weighted average price (**VWAP**) up to and including the twentieth (20th) day on which Shares traded on ASX after release of the release of the audited consolidated annual financial report of the Company and its controlled entity for a period up to and including the 2021 financial year (**Future Report**), over the market capitalisation (calculated using the 20 day VWAP for days on which Shares trading on ASX) on any prior day. Performance Rights automatically lapse if the milestone is not achieved on the twentieth trading day on which Shares trade on ASX after release of the Future Report as an announcement to ASX.

4.2 Effect on Control of the Company

The Offer and issue of Loyalty Options will not affect the control of the Company however the exercise of Loyalty Options may dilute Eligible Shareholders who do not exercise their Loyalty Options and Shareholders who are not eligible to receive Loyalty Options. The maximum dilution that may be experienced by a shareholder who fails to exercise its Loyalty Options (or who was ineligible to receive Loyalty Options), will be dependent on the number of shares held by that shareholder and the extent to which other shareholders exercise Loyalty Options.

For illustrative purposes, the below table shows the change in percentage ownership of all shares on issue if a shareholder with the number of shares in the left column does not exercise its Loyalty Options but all other

shareholders do exercise their Loyalty Options, based on the number of Shares held by eligible shareholders as at 1 October 2021:

Number of Shares Held by example shareholder	Existing %	Number of Loyalty Options to which example shareholder is entitled to	% if all Loyalty Options (other than those held by the shareholder) are exercised
10,000,000	0.328%	2,000,000	<u>0.281%</u>
20,000,000	0.656%	4,000,000	<u>0.562%</u>
40,000,000	1.312%	8,000,000	<u>1.126%</u>
70,000,000	2.296%	14,000,000	<u>1.974%</u>
100,000,000	3.280%	20,000,000	<u>2.825%</u>

The above table assumes no further shares are issued other than upon exercise of Loyalty Options and the example shareholder in each row does not dispose of any shares or exercise any Loyalty Options.

It should be noted Loyalty Options must not be exercised if the effect would be to give the exercising party (or an associates) an interest in more than 20% of the Company in breach of section 606 of the Corporations Act. Further details of this prohibition are contained in section 1.6.

5. **Risk Factors**

5.1 **Introduction**

The Loyalty Options offered under this Prospectus are considered highly speculative. An investment in the Company carries risk. The Directors strongly recommend potential investors consider the risk factors described below, together with information contained elsewhere in the Prospectus.

The Company's business activities are subject to a range of risks that may in the future affect the performance of the Company and the value of its securities.

The summary below represents some of the major risk factors to be aware of in evaluating the Company's business and the risks of an investment in the Company before making any decision regarding the Options or other securities of the Company. The summary set out below is not exhaustive.

The Company will make announcements regarding its activities and proposals in accordance with its obligations as a continuously disclosing entity. Shareholders should therefore also refer to and consider announcements made by the Company to ASX after the date of this Prospectus.

The following risk factors are not intended to be an exhaustive list of the risk factors to which the Company is, or will be, exposed. In addition, this Section has been prepared without taking into account individual financial objective, financial situation and particular needs. You should seek professional advice if you have any queries in relation to making an investment in the Company.

5.2 **Risks Associated with the Offer and the Loyalty Options**

(A) *Value of securities and share market conditions*

The market price of the Company's securities is subject to varied and unpredictable influences on the market for equities in general and with respect to resources stocks in particular. Market conditions and lack of liquidity may affect the value of the Company's securities regardless of the performance of the Company.

In particular, the extent of the effects of the COVID-19 pandemic is at this stage is uncertain and evolving. The COVID-19 pandemic is having, and is expected to continue to have, an influence on the volatility of equity markets generally and may continue to impact and influence the market price of the Company's securities.

(B) Exercise price of Loyalty Options

No guarantee can be given that the share price will be greater than the exercise price of the Loyalty Options during the period up to expiry of the Loyalty Options on 4 December 2018. Accordingly, there is a risk that the Loyalty Options will be out of the money during the exercise period, which would affect the value of the Loyalty Options.

(C) Value of securities and share market conditions

The market price of the Company's securities may be subject to varied and unpredictable influences on the market for equities in general and resources stocks in particular. Market conditions may affect the value of the Company's securities regardless of the Company's performance. Lack of liquidity may also affect the value of the Company's securities.

The trading price of both the Loyalty Options (if admitted to official quotation on ASX) and the underlying Shares, may fall as well as rise.

There can be no guarantee an active market in Loyalty Options will develop or that the price of Loyalty Options will increase or have any recognised value. There may be relatively few potential buyers and/or sellers or Loyalty Options at any time, which may increase the volatility of the market price of Loyalty Options.

(D) Dilution

If you do not exercise the Loyalty Options, because either you sell those Loyalty Options on market (if admitted to quotation) or you allow those Loyalty Options to expire without being exercised, and other investors exercise the Loyalty Options, your shareholding will be diluted. The example potential dilutive effect of the issue of Shares upon exercise of Loyalty Options is set out in section 4.2.

(E) Taxation consequences

The exercise of a Loyalty Option may have taxation consequences, depending on your particular circumstances. You should seek your own taxation advice before exercising a Loyalty Option.

5.3 Company Specific Risks

(A) Implementation of the business plan

The successful delivery of the business plan developed by the Company is an important element in the operations and growth of the business. If the Board, executives and senior management are unable, for whatever reason, to undertake, and continue to undertake, the implementation of the business plan, or if events undermine the implementation of the business plan, there is a risk that the Company will not be able deliver the expected results. If this were to occur, there could be a negative impact on the business and the performance of the Company, which in turn may materially affect the financial performance of the Company and the value of its securities.

The Company has a limited trading history which makes it difficult to evaluate potential future performance based off past performance. The operations of the Company are also subject to various factors outside of the control of the Company which could limit the effectiveness of the business plan or the capacity of the Company to adhere to its business plan and budget as adopted from time to time.

(B) New business process risk

The Company has transitioned its business from a “non-programmatic”, manual sales business, using traditional salespeople to sell advertising on publisher’s websites, to a programmatic business utilising its proprietary programmatic technology. As the technology based programmatic method of buying and selling media is relatively new, there is a potential risk that advertisers and publishers do not ultimately embrace this new means of buying and selling digital media and decide to revert to old methods of physical salespeople buying and selling digital media, which could negatively impact the business of the Company.

The Company operates in a market that experiences rapidly changing technologies and industry and legal standards. The introduction of any new digital video or display advertising solutions by competitors, or the emergence of new digital video or display advertising industry standards could make the Company’s existing platform obsolete or less useful in the future. The Company’s ability to compete successfully and increase revenues depends on its ability to continually improve its platform and to introduce or acquire new technologies and features and functionality. The success of the implementation of any new developments depends on a number of factors, including satisfactory completion and market acceptance. Any new product or feature that the Company develops or acquires may not be introduced in a timely or cost-effective manner or may not achieve market acceptance. If the Company is unable to successfully develop or acquire new products or services to meet evolving client requirements, its operations may be adversely affected.

(C) Product risk

The Company collects, stores and transmits information on behalf of advertisers. The Company’s systems and networks are subject to ongoing threats and security measures may be breached as a result of cyber-attacks or other intentional misconduct by computer hackers, employee error, or otherwise. This may result in third parties obtaining unauthorised access to customers’ data or Company data, including intellectual property and other confidential business information. If a breach of the Company’s security occurs, the effectiveness of the Company’s security measures could be questioned, which could lead to lost sales and a loss of reputation, both of which may be detrimental to the operations of the Company.

The Company’s technology is complex and may contain defects, which may cause disruptions in availability, or other performance problems. Any defects, disruptions in service or other performance problems with the platform may negatively impact on the success of clients advertising campaigns and thereby damage the Company’s reputation. Such, defects or other performance problems with the platform, may reduce client’s usage of the platform or cause clients to delay or withhold payment. Such problems could also result in customers making claims against the Company. Any material defects in the platform may have an adverse impact on the Company’s operations.

Various jurisdictions may seek to impose sales or other tax collection obligations on the Company in the future, or jurisdictions in which the Company already pays tax may increase the amount of taxes the Company is required to pay. A requirement in any jurisdiction in which the Company operates that it should collect sales or other taxes on the revenue of the platform could, create significant administrative burdens, result in substantial tax liabilities for past sales, discourage clients from using the platform or otherwise harm the business and results from operations.

(D) Transition from old to new media

The digital advertising market is relatively new and while the growth of the industry is expected to be significant over the next few years there is a risk that the migration from traditional media, including television, radio, print and outdoor to digital media on mobile devices, desktop computers and Smart TV’s may be slower than anticipated and this could affect the rate of adoption of programmatic technology for the buying and selling of media and thereby the Company’s overall operations and rate of growth.

The market for digital video and display advertising is relatively new and advertisers currently still only allocate a proportion of their advertising budgets to digital video advertising relative to their spend on traditional advertising including television, newspapers, radio, cinema and billboards. The Company’s clients may find digital

video and display advertising to be less effective than other advertising methods, and they may not increase their spending on digital video advertising as quickly as a result.

Historically digital advertising has been display advertising including banner ads on websites and was focused on desktops. New distribution avenues including mobile devices and social media are relatively unproven and may not prove to be as attractive to advertisers as anticipated. The growth of the Company's business may be constrained by a slower level of acceptance and growth of digital video advertising as a format than anticipated.

(E) Ongoing capital requirements

While the Company seeks to grow its revenue and reduce its expenses to improve its financial position, there is a risk that the Company may require further financing beyond its revenue stream in the future.

There can be no guarantee that further financing will be available on commercially acceptable terms, or at all. Any additional financing through equity issues would be dependent upon the Company to raise funds in the securities market, which in turn is dependent on there being sufficient identifiable appetite from investors for equity in the Company. Such equity issues, if successfully conducted, would also be dilutive to current equity holdings in the Company. Furthermore, debt financing may not be available to support the scope and extent of proposed activities and may result in repayment obligations accruing against the Company that are unable to be satisfied by cash reserves at that time.

While the Company may seek further funding as and when required, ultimately access to such funding or lack thereof may require the Company to scale back operations.

(F) Inconsistent growth

The Company has grown significantly since inception however that growth has not always been consistent. This volatility in the growth and revenues and costs of its business could continue in the years ahead as various parts of the digital advertising market move to programmatic based operations at different speeds.

While the Company seeks to grow its revenue and reduce its expenses, there can be no guarantee that the Company will be sustainably profitable in the near-future, if at all. The revenues and earnings of the Company are dependent on numerous factors including the ability of the Company to attract new customers and retain its existing customers, limit expenditure (including unforeseen expenditure) and the demand from consumers for the products of the Company.

In addition, the financial position of the Company and its operations are subject to numerous factors outside of its control, including potential economic downturn, increased regulatory costs and compliance requirements and the internal budgetary constraints of third parties, including potential and existing customers.

There is a risk that the growth of the Company will not meet expectations, in which case the Company may need to scale back its operations. In addition, the growth of the Company may exceed expectations which, if the Company does not have the requisite infrastructure to support such growth, could result in the Company being unable to manage such growth effectively.

(G) The Company may not be able to compete successfully against competitors

The Company operates in a rapidly evolving and highly competitive market, which is subject to rapidly changing technology and client demands. The Company competes primarily with companies developing solutions to automate the purchase and sale of digital video and display advertising impressions across multiple sources of inventory. The Company also competes with other companies that address certain parts of the digital video and display advertising market.

As new technologies, features and functionality are developed, the Company may become subject to additional competition. Some of the Company's competitors in the digital advertising market have greater resources and

longer operating histories in the digital advertising sector than the Company. These companies may in the future offer new products and services that compete with the Company that could adversely affect the Company.

Increased competition may result in a reduced price being received for the Company's products and services, or a reduction in the Company's market share, which may have a negative effect on the Company's revenue and earnings. A number of competitive factors could cause the Company to lose potential sales or be required to sell its products and services at lower prices or at reduced margins, including the fact that competitors may introduce products or services that are similar to, or better than those provided by the Company' competitors could reduce the prices they charge advertisers and agencies and new companies may enter the market by expanding their platforms.

In addition, some of the Company's competitors, may have greater financial, marketing and technical resources than the Company, allowing them to adopt more aggressive pricing policies and devote greater resources to the development, promotion and sale of their products and services. If any of the competitors' products or services become more widely accepted the Company's competitive position may be adversely affected.

(H) Third party risks

The Company relies on its ability to maintain successfully strategic relationships with third parties. The Company relies on various third parties to provide audience data and demographic reporting. and maintaining these strategic relationships is critical. Many of these relationships with third parties are non-exclusive and do not prevent the third party from working with the Company's competitors. If the Company is not able to maintain good working relationships with these third parties, its ability to compete in the market would be adversely affected and this would affect its revenues and earnings.

There is the possibility that third party technical services providers may suffer damage or service interruption which could in turn negatively impact upon the operations of the Company. Interruptions to the platform of the Company may negatively impact the reputation and financial position of the Company and could potentially subject the Company to liability or result in reduced usage of the platform.

The Company has entered into arrangements with advertising agencies, many of which provide that, if the advertiser does not pay the agency, then the agency is not liability to the Company and the Company must then pursue payment from the advertising directly. This could negatively impact upon the credit risk arising with respect to the arrangements between the Company and these advertising agencies.

In addition, the Company's platform depends on continued access to advertising inventory controlled by publishers and various other third party providers. In particular, it relies on continued access to premium advertising inventory in high-quality environments, viewable to consumers across multiple screens. The Company does not own the inventory of advertising upon which its business depends, and therefore it might not always have access to inventory of sufficient quality or volume to meet the needs of its clients. As a consequence, the Company's future access to inventory, especially premium advertising inventory and inventory in international markets, may be restricted.

(I) Change in strategy

The Company seeks to identify desirable opportunities from time to time. Accordingly, the plans and strategies of the Company may evolve such that the existing operations of the Company may change. Such change may include, amongst other matters, acceleration of the development of a product or products of the Company or the acquisition of a desirable opportunities.

As a result, the current strategies, approaches and plans may not reflect the strategies, approaches and plans of the Company at a later date. Any such changes could potentially expose the Company to heightened or additional risks.

(J) Failure to protect the company's intellectual property rights

The Company's ability to operate depends, in part, upon the protection of its intellectual property. The Company relies on intellectual property laws in the markets in which it operates, including trade secret, copyright, trademark and patent laws in the United States, Australia and elsewhere, and confidentiality and non-disclosure agreements, employee disclosure and invention assignment agreements and other contractual rights to protect its intellectual property. If the Company is not able to protect its intellectual property rights or to secure intellectual property protection it may suffer loss and damage.

If the Company was unable to protect its intellectual property, competitors could use its intellectual property to market products and services similar to those of the Company and its ability to compete effectively could be impaired. Litigation to protect and enforce the Company's intellectual property rights may be expensive, time-consuming and a distraction to the Company and could result in the impairment or loss of some of the Company's intellectual property and there is no guarantee of success in the case of any litigation.

Effective protection of the Company's intellectual property rights may not be available in every country in which the Company's platform is available. The laws of some foreign countries may not be as protective of intellectual property rights as those in the United States or Australia, and the means of enforcement may be inadequate.

(K) The Company may incur costs for infringing another party's intellectual property rights

Companies in the technology industry are increasingly bringing legal actions alleging infringement of proprietary rights, and competitors may have patents, which could affect the Company's business. In addition, in some cases the Company, has indemnified its clients against claims that the Company's platform infringes the intellectual property rights of third parties. The results of any intellectual property litigation to which we might become a party, or for which we are required to provide indemnification, may require the Company to cease using technologies that incorporate the challenged intellectual property, obtain a license, which may not be available on reasonable terms, to sell or use the relevant technology or redesign the technology. If the Company was required to make undertake any of these actions such payments or costs could have an adverse effect upon the Company's revenues and earnings.

(L) Expanding internationally exposes the company to new risks

The Company currently has offices in the United States, India and Australia. As the Company expands outside the United States, its business is increasingly susceptible to risks associated with international operations. The Company has a limited operating history outside the United States and its ability to manage its business and successfully conduct its operations internationally is subject to particular challenges of managing a business in an unfamiliar foreign environment. The risks and challenges associated with international expansion include localising the platform, the need to support and integrate local advertisers, agencies and publishers, competition with service providers that have greater experience in the local markets and who have pre-existing relationships with clients in those markets, compliance with multiple, laws and regulations, including employment, tax, privacy and data protection laws and regulations, difficulties in invoicing and collecting receipts and taking enforcement action in foreign countries, difficulties in staffing and managing foreign operations and the increased travel, infrastructure and legal compliance costs associated with international operations, different protection of intellectual property rights, compliance with applicable tax laws, the complexity of such tax laws, restrictions on repatriation of earnings and regional economic and political conditions. As a result of these risks, any future international expansion undertaken by the Company may not be successful.

(M) Ability to attract and retain management, technical and sales staff

The Company is reliant upon the expertise and experience of its Directors, senior executives and key technical employees, as well as its ability to continue to attract and retain additional highly qualified management and operating personnel. The Company does not hold key man insurances on any of its Directors or employees. The Company has Executive Services Agreements with some of its key Directors and senior executives however any of its key employees, executive officers, key technical personnel and other employees could terminate their employment with the Company. The Company requires skilled engineering, product and sales personnel, who are in extremely high demand and are difficult to recruit and retain. Competition to attract qualified employees

is intense in the industry. The loss of key members of the Company's senior management team or other key employees, or an inability to attract, retain and motivate additional highly skilled employees required for the expansion the Company could delay or prevent the achievement of the Company's business objectives and could materially harm the Company.

The Company's ability to achieve growth in the future will depend, in part, on its success in recruiting, training and retaining sufficient numbers of sales personnel. These new employees require significant training and experience before they achieve full productivity. As a result, the cost of hiring and maintaining new sales personnel may not be covered by the revenue they generate for a significant period of time. The Company may not be able to hire or retain sufficient numbers of qualified individuals.

(N) Exchange rates and currency fluctuations

The Company's operations are predominantly based in the USA and accordingly are subject to potential risks arising from fluctuations in the USD-AUD exchange rate.

It is not the current policy of the Company to hedge the foreign exchange exposure of having a majority of the Company's business and investments denominated in USD. Any significant change in the exchange rate between the USD and the AUD would therefore be expected to have a direct effect on the Company and its share price. In particular, a strengthening of the AUD against the USD may adversely affect the value expressed in AUD of the Company's business and investments.

The Company purchases advertising inventory in local currencies and incurs a portion of its operating expenses in the currencies of the countries in which it operates. The Company has exposure to adverse movements in currency exchange rates, which may cause its revenue and operating results to differ from expectations. A fluctuation in the USD relative to foreign currencies would increase or decrease its non-U.S. revenue when translated into USD. As exchange rates vary, revenue, cost of revenue, operating expenses and other operating results, when translated, may differ materially from expectations. In addition, the Company's operating results are subject to fluctuation if the composition of U.S. and foreign currency denominated transactions or expenses changes in the future because the Company does not currently hedge its foreign currency exposure.

The Company's financial reports will be denominated in AUD. Because of timing differences between occurrences of events and reporting, where there is an intervening appreciation of the USD against the AUD, the reported value of receipts wholly within the USA or the value of assets in the USA may be reduced despite the receipt or asset remaining in the USA and the value in the USA remaining the same. Assets recorded in the Company's statement of financial position and revenue reported in its statement of profit or loss and other comprehensive income may not reflect the performance of the Company in the USA.

The value of the business and its investments as an asset of the Company may be affected by fluctuations in the exchange rate for AUD and USD. This may be the case even where there has not been a change in the value or performance of the underlying assets.

Transfers of funds between Australia and the USA may also be affected by exchange rates. Appreciation of the USD against the AUD would decrease the amount (in AUD) received upon repatriation of funds from the USA to Australia if that were to occur.

(O) Regulatory risk

Changes in government regulations and policies in the USA and/or Australia and other countries in which the Company operates, may adversely affect the ability of the Company to carry on its proposed activities, restrict the Company in achieving its objectives or may result in increased compliance costs or complexity in managing the Company and accordingly may adversely affect the financial performance of the Company.

The USA and/or Australia may change its foreign investment, exchange, regulatory and/or tax regimes in a manner which is adverse to USA, Australian or other foreign investors and which may prevent the transfer of Australia in an economic and timely manner or at all.

The Australian digital advertising and media industry is not as developed as in the USA and there may be some lack of understanding of the sector or industry trends in Australia that may affect demand for the Company's shares and therefore the liquidity of the Company's shares.

Whilst many of the institutional, regulatory and economic institutions and concepts in the USA are comparable or similar to those with which Australians are familiar, they are not identical and foreigners including the management of the Company and its advisers may not be aware of differences which may affect investments. Foreign investors may not appreciate the influence or effect of events within or affecting Australia.

Additionally, the Company is subject to a range of regulatory controls imposed by government (federal and state) and regulatory authorities (for example ASX and ASIC). The relevant regulatory regimes are complex and are subject to change over time.

The Company is exposed to the risk of changes to laws and/or interpretation of laws relevant to its operations in the USA, Australia and other countries in which the Company operates, which may have a negative impact on the Company, its investments and/or returns to Shareholders. Non-compliance with laws may also expose the Company to penalties.

(P) Sovereign risk, trans-border dealings and timely communication

The USA and Australia are involved in various international conflicts and disputes with other countries and have in the past suffered from terrorism and political violence. The USA and Australia have strict international investment policy, which may limit the ability of the Company to invest or operate in some countries.

In the event of a loss in the USA, the costs of seeking a remedy or compensation for that loss would be likely to be greater because of the need to bring an action in Courts or Tribunals in the USA. Also, the dispute resolution or court processes of the USA may not be as readily accessible to the Company as their Australian equivalents.

Management of the Company will be dependent upon international communications, including those between the Company and the Directors and executives on behalf of the Company in the USA and Australia. A temporary interruption to communications may result in opportunities being missed, which may include making advantageous investments or avoiding losses, information not being available which may result in actions not being able to be taken until the information has been updated. Similarly, there may be delays in the preparation, dispatch or receipt of reports. Temporary interruptions may arise from problems in communication systems (for example, loss of long distance communications due to physical or technical interruptions) or the loss of individual communications (for example, emails or other communications not being received).

5.4 General Risks

(A) COVID-19

The outbreak of COVID-19 is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of the Company remains uncertain. The Company's share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the operations of the Company and are likely to be beyond the control of the Company.

The Directors are monitoring the situation closely and have considered the impact of COVID-19 on the Company's business and financial performance. However, the situation is continuing to evolve and the consequences are uncertain. In compliance with its continuous disclosure obligations, the Company will update the market as and when COVID-19 has a material impact on the Company and its business and finances.

(B) Economic Risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may adversely affect the Company's activities, as well as its ability to fund those activities. Further, share market conditions may affect the value of the Company's securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- interest rates and inflation rates;
- currency fluctuations;
- changes in investor sentiment toward particular market sectors;
- international trade disputes and sanctions
- political instability and civil unrest
- restricted access to trade routes
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

(B) Regulatory Risks

The Company's activities could be adversely affected by changes to laws such as the impact of taxes and charges, increasing requirements relating to regulatory and environmental matters and changes to mining or exploration rights granted under legislation. The Company could also be adversely affected by changes to laws regarding native title and heritage matters, employee relations, health and worker safety, protection of endangered and protected species and other matters. Failure to comply with applicable laws or permit conditions could result in fines, penalties or other sanctions including suspension or forfeiture of rights.

The responses of governmental and regulatory entities to the COVID-19 pandemic are constantly evolving as further information becomes available. These responses may impact the Company in a detrimental way.

(C) Litigation Risks

The Company is exposed to possible litigation risks including contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position.

(D) Insurance

The Company has obtained insurance where it is considered appropriate for its needs. However, the Company would not expect to be insured against all risks, either if appropriate cover is not available or because the Directors consider the required premiums to be excessive having regard to the benefits that would accrue.

Accordingly, the Company may not be fully insured against all losses and liabilities that could unintentionally arise from its operations. If the Company incurs losses or liabilities for which it is uninsured, the value of the Company's assets may be at risk.

(E) *Unforeseen risks*

There may be other risks which the Directors or management of the Company are unaware of at the time of issuing this Prospectus which may impact on the Company, its operations and/or the valuation and performance of its Shares.

(F) *Combination of risks*

The Company may be subject to a combination of risks, including any of the risks outlined in sections 5.3 and 5.4, which could affect the operations, financial performance and prospects of the Company.

5.5 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above risk factors, and other not specifically referred to above, may materially affect the future financial performance of the Company and the value of the securities offered under this Prospectus.

Therefore, the shares received upon exercise of the Loyalty Options issued pursuant to the Offer carry no guarantee with respect to the payment of dividends, returns of capital or market value. The Company does not expect to declare any dividends for the foreseeable future.

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

6. Continuous Disclosure Obligations

This Prospectus is issued by the Company in accordance with the provisions of the Corporations Act applicable to a prospectus for convertible securities over continuously quoted securities (being the Loyalty Options).

Section 713 of the Corporations Act enables a company to issue a special prospectus where the securities under that prospectus are continuously quoted securities, or option over continuously quoted securities, within the meaning of the Corporations Act. This generally means that the relevant securities are in a class of securities, or options over a class of securities, that were quoted enhanced disclosure securities at all times during the 3 months before the date of this Prospectus and other requirements relating to the Company not being subject to various exemptions and orders under the Corporations Act within the last 12 months are met.

In summary, special prospectuses are required to contain information in relation to the effect of the offer of securities on the company and the rights and liabilities 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.

Accordingly, this Prospectus does not contain the same level of disclosure as a prospectus of an unlisted company or an initial public offering prospectus.

Having taken such precautions and having made such enquiries 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 12 months before the date 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.

For the purpose of satisfying section 713(5) of the Corporations Act a prospectus must incorporate information that:

- (a) has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
- (b) is information that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
 - the assets and liabilities, financial position and performance, profit and losses and prospects of the Company; and

- the rights and liabilities attaching to the securities being offered.

The prospectus must contain this information only to the extent to which it is reasonable for investors and their professional advisors to expect to find such information in the prospectus. The Company is not aware of any matters that need to be disclosed under this section of the Corporations Act that have not been previously disclosed or which have not been set out in this Prospectus.

The Company operates an ongoing business and reports regularly on its activities.

As a disclosing entity under the Corporations Act, the Company is subject to regular reporting and disclosure obligations. Copies of documents lodged with ASX and ASIC in relation to the Company may be obtained from or inspected by accessing the respective web sites.

with ASIC in relation to EN1 may be obtained from, or inspected at, an office of ASIC.

Any person may request, and the Company will provide free of charge, a copy of each of the following documents until the issue date of the Loyalty Options under this Prospectus:

- the Annual Financial Report of the Company for the financial year ended 31 December 2020 (released to ASX on 26 February 2021), being the most recent annual financial report of the Company before the lodgement of this Prospectus with ASIC;
- the Interim Financial Report of the Company for the half-year ended 30 June 2021 (released to ASX on 31 August 2021); and
- any continuous disclosure notices given by the Company since the lodgement of the Annual Financial Report referred to in (a) above before lodgement of this Prospectus. Continuous disclosure notices given by the Company since admission to the Official List of ASX to the date of this Prospectus are listed in Section 7 of this Prospectus.

7. ASX Announcements

The following announcements (continuous disclosure notices) have been made by the Company to ASX since lodging its annual financial report for the year ended 31 December 2020 with ASIC:

Date	Headline
04/10/2021	EN1 Welcomes New Customer Integration PubWise
30/09/2021	Application for quotation of securities - EN1
30/09/2021	Section 708A Notice
27/09/2021	Proposed issue of securities – EN1
27/09/2021	Placement and Bonus Option Issue
23/09/2021	Trading Halt
31/08/2021	H1 2021 Financials Commentary
31/08/2021	Appendix 4D and Half-year Financial Report
23/08/2021	Application for quotation of securities – EN1
23/08/2021	Application for quotation of securities – EN1

23/08/2021	Section 708A Notice
18/08/2021	Proposed issue of securities – EN1
17/08/2021	Response to ASX Query Letter
03/08/2021	EN1 Welcomes 8 New Customer Integrations
30/07/2021	June 2021 Quarterly Activities Report & Appendix 4C
30/07/2021	Proposed issue of securities – EN1
30/07/2021	Proposed Issue of Shares
17/06/2021	Investor Conference Call Recording
08/06/2021	Investor Conference Call Notification
01/06/2021	Response to ASX Query 31 May 2021
27/05/2021	EN1 Welcomes Industry Leading Ad Serving Platform, Smart
25/05/2021	Results of Annual General Meeting
25/05/2021	Response to further ASX Query
25/05/2021	AGM Investor Presentation.
25/05/2021	Chairman's Address to Shareholders
14/05/2021	Response to ASX Query
10/05/2021	Change of Director's Interest Notice
10/05/2021	EN1 Welcomes World's 3rd Largest Publisher Marketplace
30/04/2021	Q1 2021 Quarterly Report, Return to Pre Covid Revenue
19/04/2021	EN1 Adds New Key Hires
16/04/2021	Notice of Annual General Meeting/Proxy Form
15/04/2021	EN1 Signs Fastest Growing Children's CTV Service Kidoodle
07/04/2021	Investor Conference Call Recording
29/03/2021	Investor Conference Call Notification – Link Correction
29/03/2021	Investor Conference Call Notification
29/03/2021	Termination of Convertible Securities Purchase Agreement
15/03/2021	EN1 Welcomes CTV/OTT Titan, Newsy
12/03/2021	EN1 Signs Deal to Advertise to Users of Largest Ad Blocker
09/03/2021	Ceasing to be a substantial holder

09/03/2021	EN1 Signs Deal with Jamie Kennedy to Launch CTV Platform
04/03/2021	Section 708A Cleansing Notice and Appendix 2A
04/03/2021	Results of Meeting
26/02/2021	EN1 2020 Financials Commentary
26/02/2021	Appendix 4G and Corporate Governance Statement
26/02/2021	Appendix 4E and 2020 Annual Report

Any person may request, and the Company will provide free of charge, a copy of any of the above announcements until the issue date of the Loyalty Options under this Prospectus.

As noted in section 6, the Company undertakes various activities at any given time in pursuit of its business objective and therefore may make further announcements to ASX from time to time. Copies of announcements are released by ASX on its website, www2.asx.com.au, and will also be made available on the Company's web site, www.engagebdr.com.au. Copies of announcements can also be obtained from the Company upon request. Shareholders are advised to refer to ASX's website or the Company's website for updated releases about events or matters affecting EN1.

8. Terms of Securities

Terms defined in this Section 8 are defined in this Section 8 only and may not apply throughout the Prospectus.

8.1 **Loyalty Options**

The terms of the issue of the Loyalty Options are:

- (a) Each option (a **Loyalty Option**) entitles the holder to one fully paid ordinary share in the capital of engage:BDR Limited [ACN 621 160 585] (**the Company**) (a **Share**) together with one additional option to acquire a further Share having an exercise price of \$0.01 (1 cent) each and an expiry date of 5 December 2023 (each an **Additional Option**).
- (b) The Loyalty Options may be exercised at any time prior to 5.00pm Melbourne time on 3 December 2021 (**Expiry Date**).
- (c) The exercise price of the Loyalty Options is \$0.003 (0.3 cents) each (**Exercise Price**).
- (d) The Loyalty Options will not be quoted (listed). The Additional Options will only be quoted if the Company is able to satisfy the requirements of ASX for listing the Additional Options as a secondary class. The Company may defer applying for quotation of the Additional Options until such time as it determines. Until and unless a successful application for quotation of the Additional Options is made the Additional Options will not be quoted.
- (e) The Loyalty Options are not transferable, and are subject at all times to the requirements of the Australian Corporations Act 2001 and any other applicable law or regulation.
- (f) The Loyalty Options may be exercised at any time prior to or on the Expiry Date wholly or in part (and if less than all or the balance of the Loyalty Options then outstanding are being exercised, in multiples with an aggregate exercise price of at least \$2,000). Loyalty Options may be exercised in a manner, and payment for the Exercise Price per Loyalty Option exercised is to be made to the Company or its designated registry, as directed or provided for by the Company from time to time, which may include by use of electronic or online forms and by cheque, electronic funds transfer or other payment methods.

- (g) All Shares issued upon the exercise of the Loyalty Options and the Additional Options will rank equally in all respects with the Company's then issued Shares. The Company will apply to ASX for all Shares issued pursuant to the exercise of the Loyalty Options and the Additional Options to be admitted to quotation.
- (h) In the event of a pro rata entitlements issue to the Company's shareholders, the Exercise Price of the Loyalty Options shall be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
- (i) In the event of a bonus issue the number of Shares and Additional Options over which the Loyalty Option is exercisable shall be increased by the number of Shares and Additional Options which the Loyalty Option holder would have received if the Loyalty Option had been exercised before the record date for the bonus issue.
- (j) In the event of any reorganisation of the capital of the Company (including consolidation, subdivisions, reduction or return) prior to the Expiry Date the rights of a Loyalty Option holder will be changed to extent necessary to comply with the Listing Rules of the ASX applying to a reorganisation of the capital at the time of the reorganisation.
- (k) There are no participating rights or entitlements inherent in the Loyalty Options or Additional Options and a Loyalty Option holder will not be entitled to participate in new issues of capital offered to the Company's shareholders during the term of the Loyalty Options. However, the Company will if required by the listing rules of ASX send a notice to the Loyalty Option holder at least 3 business days (or such longer period as the Listing Rules of ASX require) before the record date of any new issues of capital offered to the Company's shareholders in order to give the Loyalty Option holder the opportunity to exercise their Loyalty Options prior to the date for determining entitlements to participate in any such issue. Notice may be sent to the last email address advised by the Loyalty Option holder.
- (l) The Loyalty Options will not give any right to participate in dividends until Shares are issued pursuant to the exercise of the Loyalty Options.
- (m) The Company may amend these terms (but not so as to vary the number of Shares to be issued upon exercise or the Exercise Price other than in accordance with items (h), (i) or (j), above or to extend Expiry Date) if required to give effect to a requirement of ASX, a regulatory authority or a law or regulation (including the Corporations Act 2001 (Cth) and/or the listing rules of ASX).
- (n) The Loyalty Options may not be exercised by or on behalf of a person in the United States unless the Loyalty Options and the underlying Shares, the Additional Options and the Shares underlying the Additional Options have been registered under the US Securities Act of 1933, as amended, and applicable state securities laws, or exemptions from such registration requirements are available.

8.2 Shares

Shares issued upon the exercise of Loyalty Options will be fully paid ordinary shares in the capital of the Company, which will rank equally with, and will have the same voting and other rights as the existing shares of the Company. The rights attaching to the Company's shares are set out in the Company's constitution, the Listing Rules of ASX and the Corporations Act. The Company's constitution has been lodged with ASIC. The constitution contains provisions common for public companies in Australia and is taken to be included in this Prospectus by operation of section 712 of the Corporations Act. Any person may request a copy of the Constitution from the date of lodgement of the Prospectus to the issue date of Loyalty Options, which the Company will provide free of charge.

8.3 Additional Options

The terms of the Additional Options are:

- (a) Each Additional Option entitles the holder to one fully paid ordinary share in the capital of engage:BDR Limited [ACN 621 160 585] (**the Company**) (each a **Share**).

- (b) The Additional Options may be exercised at any time prior to 5.00pm Melbourne time on 5 December 2023 (**Expiry Date**).
- (c) The exercise price of the Additional Options is A\$0.01 (1 cent) each (**Exercise Price**).
- (d) The Additional Options will only be quoted (listed) if the Company is able to satisfy the requirements of ASX for listing the Additional Options as a secondary class. The Company may defer applying for quotation until such time as it determines. Until and unless a successful application for quotation of the Additional Options is made the Additional Options will not be quoted.
- (e) The Additional Options are transferable, subject at all times to the requirements of the Australian Corporations Act 2001 and any other applicable law or regulation.
- (f) The Additional Options may be exercised at any time prior to or on the Expiry Date wholly or in part (and if less than all or the balance of the Additional Options then outstanding are being exercised, in multiples with an aggregate exercise price of at least \$2,000). Additional Options may be exercised in a manner, and payment for the Exercise Price per Additional Option exercised is to be made to the Company or its designated registry, as directed or provided for by the Company from time to time, which may include by use of electronic or online forms and by cheque, electronic funds transfer or other payment methods.
- (g) All Shares issued upon the exercise of the Additional Options will rank equally in all respects with the Company's then issued Shares. The Company will apply to ASX for all Shares issued pursuant to the exercise of the Additional Options to be admitted to quotation.
- (h) In the event of a pro rata entitlements issue to the Company's shareholders, the Exercise Price shall be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
- (i) In the event of a bonus issue the number of Shares over which the Additional Option is exercisable shall be increased by the number of Shares which the Additional Option holder would have received if the Additional Option had been exercised before the record date for the bonus issue.
- (j) In the event of any reorganisation of the capital of the Company (including consolidation, subdivisions, reduction or return) prior to the Expiry Date the rights of an Additional Option holder will be changed to extent necessary to comply with the Listing Rules of the ASX applying to a reorganisation of the capital at the time of the reorganisation.
- (k) There are no participating rights or entitlements inherent in the Additional Options and an Additional Option holder will not be entitled to participate in new issues of capital offered to the Company's shareholders during the term of the Additional Options. However, the Company will if required by the Listing Rules of ASX send a notice to the Additional Option holder at least 3 business days (or such longer period as the Listing Rules of ASX require) before the record date of any new issues of capital offered to the Company's shareholders in order to give the Additional Option holder the opportunity to exercise their Additional Options prior to the date for determining entitlements to participate in any such issue. Notice may be sent to the last email address advised by the Additional Option holder.
- (l) The Additional Options will not give any right to participate in dividends until Shares are issued pursuant to the exercise of the relevant Additional Options.
- (m) The Company may amend these terms (but not so as to vary the number of shares to be issued upon exercise or the Exercise Price other than in accordance with items (h), (i) or (j), above or to extend Expiry Date) if by or required to give effect to a requirement of ASX, a regulatory authority or a law or regulation (including the Corporations Act 2001 (Cth) and/or the listing rules of ASX).
- (n) The Additional Options may not be exercised by or on behalf of a person in the United States unless the Options and the underlying Shares have been registered under the US Securities Act of 1933, as

amended, and applicable state securities laws, or exemptions from such registration requirements are available.

8.4 General

The Offer and the issue of Loyalty Options, Shares and Additional Options shall be governed by and construed in accordance with the laws in the state of Victoria, Australia.

9. Directors' Interests

9.1 Directors' Interests in securities of the Company

Existing Interests

At the date of this Prospectus, the Directors' direct and indirect interests in securities of the Company are as follows:

Director/ Shareholder (and/ or associate(s))	Existing Shares		Existing Options	Rights
	Number	%		
Ted Dhanik	97,681,498	3.83%	Nil	10,000,000
Kurtis Rintala	47,717,391	1.87%	Nil	4,000,000
Tom Anderson	1,500,000	0.06%	5,700,000	Nil
Darian Pizem	Nil	Nil	5,700,000	Nil
Robert Antulov	2,500,000	0.10%	5,700,000	Nil
TOTAL:	149,398,889	5.85%	17,100,000	14,000,000

Participation by Directors in the Offer

The Directors will receive Loyalty Options in accordance with their direct and indirect interests in issued shares of EN1 if the holders are who are eligible. If eligible, the Directors' respective direct and indirect interests would increase upon issue of the Loyalty Options (subject to rounding) as described in the table below:

Director/ Shareholder (and/ or associate(s))	Loyalty Options
Ted Dhanik	19,536,299
Kurtis Rintala	9,543,478
Tom Anderson	300,000
Darian Pizem	Nil
Robert Antulov	500,000
TOTAL:	29,879,779

Note to table: The number of Loyalty Options to be received by each of the above is subject to rounding, with fractional entitlements rounded up. The above assumes, for the purposes of illustrating the maximum potential effect on Directors' interests, that all Directors or their respective associates would be Eligible Shareholders.

Except as disclosed in the Prospectus, no Director has, or has had within two years of lodgement of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer.

9.2 Directors' fees and other remuneration

Directors are entitled to receive directors' fees and other remuneration (which may include consulting fees) from the Company in relation to services provided to the Company.

Details of the cash remuneration or agreed to be paid to Directors in the two years prior to the lodgement of this Prospectus (excluding GST if applicable) are as follows:

Director	October 2019 – September 2020	October 2020 – September 2021
Ted Dhanik	AU\$429,023	AU\$411,862
Kurtis Rintala	AU\$323,122	AU\$339,784
Tom Anderson	AU\$87,684	AU\$114,551
Darian Pizem	AU\$19,025	AU\$59,792
Robert Antulov	AU\$24,411	AU\$58,667

Note: The remuneration set out above includes base salaries in connection with director engagements.

Details of securities issued or agreed to be issued to Directors as remuneration in the two years prior to the lodgement of this Prospectus (excluding GST if applicable) are as follows:

Security:	Existing unlisted options			Performance rights	Shares issued on conversion of performance rights ^
Expiry:	01/04/23	01/04/23	01/04/23	01/04/23	n/a
Exercise price:	\$0.0201	\$0.0217	\$0.0233	n/a	n/a
Director (direct and indirect holdings):					
Ted Dhanik	n/a	n/a	n/a	50,000,000	40,000,000
Kurtis Rintala	n/a	n/a	n/a	15,000,000	11,000,000
Darian Pizem	1,900,000	1,900,000	1,900,000	n/a	n/a
Rob Antulov	1,900,000	1,900,000	1,900,000	n/a	n/a
Tom Anderson	1,900,000	1,900,000	1,900,000	n/a	n/a

^ Shares issued on conversion of performance rights in the past 2 years. The performance rights converted were issued more than 2 years ago and are not included in the performance rights issued in the past 2 years set out in the 5th column of the above table.

Other

Except as disclosed in this Prospectus:

- (a) no person has paid or agreed to pay any amount to any Director or has given or agreed to give any benefit to any Director, to induce the Director to become, or to qualify as, a Director or otherwise for services rendered by the Director in connection with the formation or promotion of the Company or the Offer.
- (b) no Director or proposed Director has, or has had within two years of lodgement of this Prospectus, any interest in:
 - (i) the formation or promotion of the Company; or
 - (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offer; or
 - (iii) the Offer.

10. Taxation

Recipients of the Offer should seek and obtain their own taxation advice regarding the Loyalty Options so they may satisfy themselves of any taxation implications associated with the Loyalty Options.

11. Overseas shareholders

11.1 New Zealand

The Offer to New Zealand shareholders of the Company is being made pursuant to the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand). This Prospectus has not been registered, filed with our approved by a New Zealand regulatory authority. This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain. The offer of Loyalty Options is made to New Zealand shareholders of the Company in compliance with Australian Laws.

11.2 Other countries

The Offer is not made to shareholders resident outside Australia and New Zealand. Details of the number of Shares and the entitlement to Loyalty Options of holders in these countries is set out in Section 1.3.

This Prospectus does not, and is not intended to, constitute an offer of Loyalty Options 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. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. The Offer and the Loyalty Options have not, and will not be, registered under the United States Securities Act 1933.

12. Privacy

Personal information is collected on application forms by the Company and the Share Registrar for processing applications, maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Acceptances might not be processed efficiently, or at all, if the information requested is not provided. Personal information about recipients may be disclosed to external service providers such as print or mail service providers as required or permitted by law. A recipient who would like details of their personal information held by the Company or its Share Registrar, or who would like to correct information that is incorrect or out of date, should contact the Company by email, by telephone or at the address shown in the

Corporate Directory. In accordance with the Corporations Act, recipients may be sent material (including marketing material) in addition to general corporate communications. Recipients may elect not to receive marketing material by contacting the Share Registrar's Privacy Officer. Recipients can also request access to, or corrections of, personal information held by the Company by writing to the Company.

13. Electronic Prospectus

This Prospectus is available in electronic format at www.engagebdr.com. The Offer constituted by this Prospectus in electronic form (if any) are only available to eligible persons receiving this Prospectus in electronic form within Australia. Persons having received this Prospectus in electronic form may, during the offer period, obtain a paper copy of this Prospectus (free of charge) by telephoning the Company on +61 3 9692 7222.

14. Enquiries

If you have any questions regarding the content of this Prospectus, please contact the Company on +61 3 9692 7222. Alternatively, you should contact your stockbroker, accountant or independent professional financial adviser to advise on the Offer.

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 such information not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

Directors' Responsibility Statement

The Directors of the Company have authorised the lodgement of this Prospectus with ASIC.



Ted Dhanik
Executive Chairman