

**PEPPERMINT INNOVATION LIMITED**  
**ACN 125 931 964**

---

**CLEANSING PROSPECTUS**

---

For an offer of up to 1,000 Shares at an issue price of \$0.015 per Share to raise up to \$15 (before expenses) (**Offer**).

This Prospectus also contains a secondary offer, which is detailed further in Section 1.5 of this Prospectus.

**This Prospectus has been prepared primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date.**

**IMPORTANT NOTICE**

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

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

---

## IMPORTANT NOTICE

---

This Prospectus is dated 12 March 2024 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

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

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

Applications for Shares offered pursuant to this Prospectus can only be submitted on an original Application Form.

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

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

### No Investment Advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your financial or investment objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for Securities under this Prospectus to determine whether it meets your objectives, financial situation and needs.

### Forward-looking statements

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

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

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

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

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

These forward-looking statements are subject to various risk factors

that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 4.

### Applicants outside Australia

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue in this Prospectus.

### Continuous disclosure obligations

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

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

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

---

Please refer to Section 5.2 for further details.

### **Electronic Prospectus**

A copy of this Prospectus can be downloaded from the website of the Company at [www.pepltd.com.au](http://www.pepltd.com.au). If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 8 6255 5504 during office hours or by emailing the Company at [info@pepltd.com.au](mailto:info@pepltd.com.au).

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

### **Company Website**

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

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

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate

through CHES will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

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

### **Photographs and Diagrams**

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

### **Definitions and Time**

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

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

### **Privacy statement**

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

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

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

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

### **Enquiries**

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offer or how to accept the Offer please call the Company Secretary on +61 8 6255 5504.

---

## CORPORATE DIRECTORY

---

### **Directors**

Christopher Kain  
*Managing Director*

Anthony Kain  
*Executive Director*

Neal Cross  
*Non-Executive Director*

### **Company Secretary**

Anthony Kain

### **Registered Office**

Level 2 East, The Wentworth Building  
300 Murray Street  
Perth WA 6000

Telephone: + 61 8 6255 5504

Email: [info@pepltd.com.au](mailto:info@pepltd.com.au)

Website: [www.pepltd.com.au](http://www.pepltd.com.au)

### **Auditor\***

RSM Australia Partners  
Level 32, Exchange Tower  
2 The Esplanade  
Perth WA 6000

### **Share Registry\***

Computershare Investor Services Pty Ltd  
Level 11, 172 St Georges Terrace  
Perth WA 6000

Telephone: +61 8 9323 2000

Facsimile: +61 8 9323 2033

### **Legal Advisers**

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

\*These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus.

---

---

## TABLE OF CONTENTS

---

1.	DETAILS OF THE OFFER.....	1
2.	PURPOSE AND EFFECT OF THE OFFER.....	6
3.	RIGHTS AND LIABILITIES ATTACHING TO SHARES .....	8
4.	RISK FACTORS .....	10
5.	ADDITIONAL INFORMATION .....	26
6.	DIRECTORS' AUTHORISATION .....	32
7.	GLOSSARY .....	33

---

## 1. DETAILS OF THE OFFERS

### 1.1 Indicative Timetable

Action	Date
Lodgement of Prospectus with the ASIC and ASX	12 March 2024
Opening Date	12 March 2024
Closing Date*	5:00pm WST on 15 March 2024

\*The Directors reserve the right to bring forward or extend the Closing Date at any time after the Opening Date without notice. As such, the date the Shares are expected to commence trading on ASX may vary with any change in the Closing Date.

### 1.2 Offers

### 1.3 Background to the Offers

#### Cleansing Offer and Broker Offer

As announced on 5 March 2024, the Company received firm commitments from sophisticated and professional investors to raise a total of \$1.102 million (before costs) through the issue of a total of 73,500,000 Shares at an issue price of \$0.015 per Share (**Placement Shares**) (**Placement**). The Company intends to issue the Placement Shares during the Cleansing Offer period.

CPS Capital Group Pty Ltd (AFSL: 294848) (**CPS**) acted as lead manager and broker for the Placement. The Company agreed to:

- (a) pay CPS a fee of 6% of the gross proceeds raised under the Placement; and
- (b) issue CPS (and/or its nominee/s) 15,000,000 Options at an issue price of \$0.00001 per Option exercisable at \$0.0225 each on or before 1 March 2027 (**Broker Options**).

The Company has also engaged CPS to provide corporate advisory services for a period of six months at \$5,000 per month.

#### Plattiverse Shares

The Company has engaged Plattiverse Pty Ltd (ACN 663 163 353) (**Plattiverse**) as an independent contractor to promote the interests of the Company until 30 November 2024. The Company agreed to issue 20,000,000 Shares to Plattiverse Pty Ltd (**Plattiverse**) (and/or its nominee/s)), as consideration for services rendered and to be provided during the term of Plattiverse's engagement, comprising:

- (a) 5,000,000 Shares to be issued on completion of the Placement;
- (b) 5,000,000 Shares to be issued by 1 May 2024;
- (c) 5,000,000 Shares to be issued by 1 August 2024; and
- (d) 5,000,000 Shares to be issued by 1 November 2024,

The Company intends to issue 5,000,000 Shares to Plattiverse during the Offer period (**Plattiverse Shares**).

#### PEGG Offer

The Company engaged Private Equity Gateway Group Pty Ltd (**PEGG**) on 30 May 2017 to provide corporate consultancy services that would assist the Company in raising capital and developing and structuring expansion strategies. The engagement is ongoing and PEGG provided services to the Company in relation to the introduction of and assistance with the acquisition of Xpon Digital Limited (renamed Peppermint Intelligence Limited) and its associated company, Holoscribe Australia Pty Ltd (renamed Peppermint Intelligence Pty Ltd) which was completed and announced to the ASX on 27 December 2023 (the **Acquisition**). In consideration for services provided in connection with the Acquisition, the Company has agreed to issue 50,000,000 Options to PEGG (and/or its nominee/s), comprising:

- (a) 15,000,000 Options exercisable at \$0.01 on or before 1 March 2027;
- (b) 20,000,000 Options exercisable at \$0.015 on or before 1 March 2027; and
- (c) 15,000,000 Options exercisable at \$0.02 on or before 1 March 2027,

(together the **PEGG Options**).

#### **1.4 Cleansing Offer**

Pursuant to this Prospectus, the Company invites investors identified by the Directors to apply for up to 1,000 Shares at an issue price of \$0.015 per Share, to raise up to \$15 (before expenses) (the **Cleansing Offer**).

The Cleansing Offer will only be extended and Application Forms will only be provided to specific parties on invitation from the Directors.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 3.1 for further information regarding the rights and liabilities attaching to the Shares.

#### **1.5 Broker Offer**

The Broker Offer is an offer for up to 15,000,000 Broker Options to CPS (and/or its nominee/s) at an issue price of \$0.00001 to raise \$150 (**Broker Offer**).

The Broker Options are being issued as part consideration for services provided by CPS.

The Broker Options offered under the Broker Offer pursuant to this Prospectus will be exercisable at \$0.0225 each on or before 1 March 2027 and otherwise on the terms set out in Section 3.2.

All Shares issued upon exercise of the Broker Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 3.1 for further information regarding the rights and liabilities attaching to the Shares.

#### **1.6 PEGG Offer**

The PEGG Offer is an offer of up to 50,000,000 PEGG Options to PEGG (and/or its nominee/s) (**PEGG Offer**).

No funds will be raised from the PEGG Offer as the PEGG Options are being issued for nil cash consideration, as consideration for services provided by PEGG.

The PEGG Options offered under the PEGG Offer pursuant to this Prospectus will be exercisable on the terms set out in Section 3.3.

All Shares issued upon exercise of the PEGG Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 3.1 for further information regarding the rights and liabilities attaching to the Shares.

## **1.7 Objective**

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act prior to the Closing Date (including prior to the date of this Prospectus), including the Placement Shares and the Plattiverse Shares. Accordingly, the Company is seeking to raise only a nominal amount of \$165 under this Prospectus as the purpose of this Prospectus is not to raise capital.

The purpose of the Broker Offer and the PEGG Offer is to satisfy the Company's obligations under the arrangements summarised in Section 1.3.

In addition to the above purposes, the Broker Offer and the PEGG Offer are being made under this Prospectus to remove any trading restrictions attaching to the Broker Options, PEGG Options and any Shares issued on exercise of the Broker Options and PEGG Options. The Company confirms that:

- (a) The Broker Options and PEGG Options offered under this Prospectus are being issued with disclosure under this Prospectus (which is a disclosure document under Part 6D.2 of the Corporations Act); and
- (b) The Broker Offer and PEGG Offer are being made such that the relief provided under ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80 with respect to the on-sale provisions of section 707 of the Corporations Act is available.

Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
  - (i) a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
  - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

## **1.8 Application for Shares**



## Cleansing Offer

Applications for Shares must be made by investors at the direction of the Company and must be made using the Application Form accompanying this Prospectus.

Payment for the Shares must be made in full at the issue price of \$0.015 per Share.

Completed Application Forms and accompanying cheques, made payable to "**Peppermint Innovation Limited - Share Offer Account**" and crossed "**Not Negotiable**", must be mailed or delivered to the Company at the address set out in the Application Form by no later than the Closing Date.

## Broker Offer

The Broker Offer under this Prospectus is only made available to CPS (and/or its nominee/s) and a personalised Application Form will be sent to CPS.

## PEGG Offer

The PEGG Offer under this Prospectus is only made available to PEGG (and/or its nominee/s) and a personalised Application Form will be sent to PEGG.

### **1.9 Minimum subscription**

There is no minimum subscription.

### **1.10 Oversubscriptions**

No oversubscriptions will be accepted by the Company.

### **1.11 Underwriting**

The Offer is not underwritten.

### **1.12 Issue of Securities**

As noted in Section 1.5, the primary purpose of the Cleansing Offer is to remove any trading restrictions that may have attached to Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act prior to the Closing Date (including prior to the date of this Prospectus).

If the Directors decide to issue Shares under this Prospectus, the issue of Shares under the Cleansing Offer will be issued in accordance with the ASX Listing Rules and will take place as soon as practicable after the Closing Date.

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

The Directors will determine the recipients of all the Shares. The Directors reserve the right to reject any Application Form or to allocate any Applicant fewer Shares than the number applied for. Where the number of Shares issued is less than the number applied for, the surplus monies will be returned by cheque as soon as practicable after the Closing Date. Where no issue of Shares is made,

the amount tendered on Application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on monies refunded.

The Company's decision on the number of Shares to be allocated to an Applicant will be final.

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

It is intended that the Placement Shares, Broker Options, Plattiverse Shares and PEGG Options will be issued during the Offer period.

### **1.13 ASX listing**

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of three months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all Application monies for the Shares within the time prescribed under the Corporations Act, without interest.

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 the Shares now offered for subscription.

The Company will not apply for Official Quotation of the Broker Options or PEGG Options offered pursuant to this Prospectus.

### **1.14 Applicants outside Australia**

The distribution of this Prospectus outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws.

The Offers do 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.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an Application to take up Securities on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

---

## 2. PURPOSE AND EFFECT OF THE OFFERS

### 2.1 Purpose of the Offers

The purpose of the Cleansing Offer is to remove any trading restrictions that may have attached to Shares issued by the Company prior to the Closing Date (including prior to the date of this Prospectus), including the Placement Shares and Plattiverse Shares.

The purpose of the Broker Offer and the PEGG Offer is to satisfy the Company's obligations to CPS and PEGG under the arrangements summarised in Section 1.3.

In addition to the above purpose, the Broker Offer and the PEGG Offer are being made under this Prospectus to remove any trading restrictions attaching to the Broker Options, PEGG Options and any Shares issued on exercise of the Broker Options and PEGG Options. The Company confirms that:

- (a) The Broker Options and PEGG Options offered under this Prospectus are being issued with disclosure under this Prospectus (which is a disclosure document under Part 6D.2 of the Corporations Act); and
- (b) The Broker Offer and PEGG Offer are being made such that the relief provided under ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80 with respect to the on-sale provisions of section 707 of the Corporations Act is available.

Under the Offers, an amount of approximately \$165 (before expenses) may be raised. The funds raised from the Offers will be applied towards the expenses of the Offers. Refer to Section 5.8 of this Prospectus for further details relating to the estimated expenses of the Offers.

### 2.2 Effect on capital structure

The effect of the Offers on the capital structure of the Company is set out below.

#### Shares<sup>1</sup>

	Number
Shares currently on issue	2,037,858,336
Shares to be issued under the Placement <sup>2</sup>	73,500,000
Shares to be issued to Plattiverse during the Offer period	5,000,000
Shares offered under this Prospectus	1,000
<b>Total Shares on issue after completion of the Offers</b>	<b>2,116,359,336</b>

#### Notes:

1. The rights and liabilities attaching to the Shares are summarised in Section 3 of this Prospectus.
2. Further details in respect of the Placement are set out in the ASX announcement released by the Company on 5 March 2024.

## Options

	Number
Options currently on issue	
Unquoted Options exercisable at \$0.020 on or before 30 June 2024	2,500,000
Unquoted Options exercisable at \$0.025 on or before 20 June 2024	2,500,000
Unquoted Options exercisable at \$0.030 on or before 30 June 2024	2,500,000
Unquoted Options exercisable at \$0.040 on or before 30 June 2024	2,500,000
Unquoted Options exercisable at \$0.015 on or before 30 March 2025	20,000,000
Broker Options offered under the Broker Offer <sup>1</sup>	15,000,000
PEGG Options offered under the PEGG Offer <sup>2</sup>	50,000,000
<b>Total Options on issue after completion of the Offers</b>	<b>95,000,000</b>

### Notes:

1. The terms and conditions of the Broker Options are summarised in Section 3.2 of this Prospectus.
2. The terms and conditions of the PEGG Options are summarised in Section 3.3 of this Prospectus.

## Performance Rights

	Number
Performance Rights currently on issue	70,100,000
Performance Rights offered under this Prospectus	Nil
<b>Total Performance Rights on issue after completion of the Offer</b>	<b>70,100,000</b>

### 2.3 Financial effect of the Offer

After expenses of the Offers of approximately \$8,206, there will be no proceeds from the Offers. The expenses of the Offers (exceeding \$165) will be met from the Company's existing cash reserves.

As such, the Offers will have an effect on the Company's financial position, being receipt of funds of \$165 less costs of making the Offers of approximately \$8,206.

---

### **3. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES**

#### **3.1 Rights and liabilities attaching to Shares**

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

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

##### **(a) General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. The Company's constitution permits the use of technology at general meetings of shareholders (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.

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

##### **(b) Voting rights**

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

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

##### **(c) Dividend rights**

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

paid and payable (excluding amounts credited) in respect of such Shares.

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

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

(d) **Winding-up**

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

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

(e) **Shareholder liability**

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

(f) **Transfer of shares**

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

(g) **Future increase in capital**

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

(h) **Variation of rights**

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

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

(i) **Alteration of Constitution**

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

### 3.2 **Terms of Broker Options to be issued under Broker Offer**

The material terms and conditions of the Broker Options are detailed below:

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.0225 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 1 March 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by delivering a duly completed notice of exercise (**Exercise Notice**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

Options shall be deemed to have been exercised on the later of the date of receipt of the Exercise Notice and the date of receipt of payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

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

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

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

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

(h) **Shares issued on exercise**

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

(i) **No Quotation of Bonus Options**

The Company will not apply to ASX for quotation of the Options.

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**



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

(l) **Change in exercise price**

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

(m) **Transferability**

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

### 3.3 Terms of PEGG Options to be issued under PEGG Offer

The material terms and conditions of the PEGG Options are detailed below:

- (a) **“Option Holder” to be a member:** The Option Holder irrevocably and unconditionally consents to be a member of the Company and agrees to be bound by the constitution of the Company, the Corporations Act and the Listing Rules.
- (b) **Acknowledgement:** The Option Holder acknowledges and agrees that the Options will not be granted or exercisable if it would result in the Option Holder having a relevant interest (as that term is defined in the Corporations Act) in the Company that is equal to or greater than 20% of the issued capital of the Company.
- (c) **Exercise Price:**
- (i) 15,000,000 Options exercisable at \$0.01;
  - (ii) 20,000,000 Options exercisable at \$0.015; and
  - (iii) 15,000,000 Options exercisable at \$0.02.
- (d) **Exercise Period:** The Option Holder may exercise the Options at any time before 1 March 2027 (**Expiry Date**). The Options will lapse, and no longer be capable of being exercised after 28 February 2027.
- (e) **Exercise Notice:** The Option Holder may exercise an Option by delivering to the Company notice in writing (**Exercise Notice**) duly executed by the Option Holder stating that it wishes to exercise the Option and receive a fully paid ordinary share in the Company (**Option Share**).
- (f) **Exercise Completion Date:** The date for completion of the issue of the Option Shares by the Company to the Option Holder will be determined by the Company in its absolute discretion provided that completion must not occur any later than 15 Business Days after the Exercise Date (**Exercise Completion Date**).

- (g) **Exercise Notice is irrevocable:** An Exercise Notice is irrevocable and only effective and deemed to have been received on the occurrence of both of the following:
- (i) the Company receives the Exercise Notice; and
  - (ii) the Company receives payment of the Exercise Price for each Option being exercised in cleared funds.
- (h) **Completion:** The Option Holder must pay the Exercise Price to the Company on or around the same time as providing the Exercise Notice to the Company by way of bank cheque payable to the Company or electronic funds transfer of immediately available funds to an account nominated by the Company in full satisfaction of the exercise price for the Option.
- The Option Holder must, prior to the Exercise Completion Date, deliver to the Company an executed application for the Option Shares in the Company if requested by the Company.
- The Company must on the Exercise Completion Date:
- (i) issue to the Option Holder the Option Shares in respect of the Options exercised by the Option Holder; and
  - (ii) issue, or procure the issue of, a holding statement in respect of the Option Shares issued to the Option Holder.
- (i) **Ranking:** The Option Shares allotted following exercise of an Option must rank *pari passu* and form one class with the other ordinary shares of the Company on issue on the Exercise Completion Date.
- (j) **Application for quotation:** The Company must apply for official quotation of the Option Shares allotted pursuant to the exercise of Options as soon as possible after the allotment of those Option Shares.
- (k) **Cleansing Notice:** The Company must take all reasonable steps within its power to ensure that the Option Shares are freely tradeable and transferable on ASX (including, to the extent permitted by law, by promptly issuing a Cleansing Notice (if required) or if not able to do so, a Cleansing Prospectus, as soon as possible after the Exercise Completion Date.
- (l) **Rights attaching to Shares:** Shares issued pursuant to the exercise of an Option rank *pari passu* in all respect with all other issued Shares of the Company.
- (m) **Interest in Shares:** The Option Holder has no interest in the Shares the subject of the Option Holder's Options until those Options are exercised in accordance with these terms and the Shares are allotted to the Option Holder pursuant to the exercise.
- (n) **Reorganisations:** The following rules apply in relation to the way each Option is treated if the Company reorganises its capital prior to the Option Expiry Date, provided that the rights of the Option Holder will be changed to the extent necessary to comply with the Corporations Act and Listing Rules applying to a reorganisation of capital at the time of the reorganisation:

- (i) in a consolidation of capital, the number of Options will be consolidated in the same ratio as the ordinary capital and the applicable exercise price will be amended in inverse proportion to that ratio;
  - (ii) in a sub-division of capital, the number of Options will be sub-divided in the same ratio as the ordinary capital and the applicable exercise price will be amended in inverse proportion to that ratio;
  - (iii) in a return of capital the number of Options will remain the same, and the applicable exercise price of each Option will be reduced by the same amount as the amount returned in relation to each Option Share;
  - (iv) in a reduction of capital by cancellation of paid up capital that is lost or not represented by available assets where no ordinary shares of the Company are cancelled the number of Options and the applicable exercise price will remain unaltered;
  - (v) in a pro rata cancellation of capital, the number of Options must be reduced in the same ratio as the ordinary capital and the applicable exercise price of each Option will be amended in inverse proportion to that ratio; and
  - (vi) in any other case, the number of Options or the applicable exercise price (or both) will be reorganised so that the Option Holder will not have received a benefit that holders of ordinary shares of the Company do not receive. This does not prevent a rounding up of the number of Option Shares to be received on the exercise if the rounding up is approved at the shareholders meeting which approves the reorganisation.
- (o) **Rights of the Option Holder:** The Option Holder is not legally or beneficially entitled to any rights to any dividend or other income distribution that would attach or arise in relation to the Option Shares until the Option Shares are issued on the Exercise Completion Date.

The Option Holder has no rights to change the Exercise Price or the number of Option Shares.

The Option Holder acknowledges and agrees that the terms of the Option may be changed to the extent necessary to comply with the Listing Rules.

If at any time during the Exercise Period the Company makes an offer to holders of ordinary shares in the Company:

- (i) to subscribe for ordinary shares in the Company or other securities in the Company (whether by way of renounceable or non-renounceable rights or otherwise); or
- (ii) a like offer to purchase or subscribe for securities of any other corporation,
- (iii) the Option Holder will only be entitled to such offer if Exercise Completion has occurred prior to the record date for such offer. The Company shall give the Option Holder notice of the

proposed offer a minimum of 7 Business Days before the record date for such offer.

---

## 4. RISK FACTORS

### 4.1 Introduction

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

The Directors strongly recommend that prospective investors to consider the risk factors set out in this Section 0, together with information contained in this Prospectus.

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

The risks factors set out in this Section 0, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Shares. This Section 0 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

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

### 4.2 Company specific

Risk Category	Risk
<b>Additional requirements for capital</b>	The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing to develop its business in addition to amounts raised under the Placement. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its planned operations as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.
<b>Going Concern</b>	<p>The Company's financial report for the half year ended 31 December 2023 (<b>Financial Report</b>) includes a note on the financial condition of the Company and the existence of a material uncertainty about the Company's ability to continue as a going concern.</p> <p>The financial statements were still prepared on a going concern basis which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.</p> <p>The Directors believe that it is reasonably foreseeable that the Group will continue as a going concern and that it is</p>

Risk Category	Risk
	<p>appropriate for it to adopt the going concern basis in the preparation of the financial report after consideration of following factors:</p> <p>(a) Directors have prepared a cash flow forecast for the Group for the next 12 months which demonstrates an ability for the Group to meet its debts as and when they fall due and payable. Incorporated into the cash flow forecast are:</p> <ul style="list-style-type: none"> <li>(i) increased revenue from existing contracts; and</li> <li>(ii) certain targeted cost reductions across business units; and</li> </ul> <p>(b) Directors anticipate the availability of further funding, as needed, to be available through equity or debt raisings.</p> <p>Accordingly, the Directors believe that the Group will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report.</p> <p>Please refer to the Financial Report (announced on 4 March 2024) for further details.</p>
<p><b>Climate Risk</b></p>	<p>There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:</p> <p>(a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and</p> <p>(b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.</p>

Risk Category	Risk
<b>Acquisitions and Partnerships</b>	<p>The Company plans to investigate and consider potential acquisitions and opportunities to enter into new partnerships that are consistent with its stated growth strategy. The successful implementation of acquisitions will depend on a range of factors including funding arrangements and technical integration. The Company may also enter into partnerships in the future.</p> <p>Subject to the relevant partnerships, the Company cannot control the actions of joint venture partners and therefore cannot guarantee that partnerships will be operated or managed in accordance with the Company's preferred direction, strategy or risk management parameters. To the extent that acquisitions or partnership arrangements are not successfully integrated with the Company's existing business lines, the growth and financial performance of the Company could be affected and, despite the terms of the relevant agreements, it may be impractical to enforce all of the Company's rights (particularly if the partnerships operate overseas).</p>
<b>Contracts</b>	<p>The Company may enter agreements with counterparties. In such cases, there is the risk that counterparties default on their obligations, which may in turn necessitate legal action. This could result in significant financial loss for the Company. In some cases, the contracts that the Company has entered into may be governed in jurisdictions outside Australia. It may be more difficult to resolve disputes in such jurisdictions than it would be under Australian law. As such, the Company cannot ensure that an appropriate legal resolution will be achieved.</p>
<b>Intellectual Property Rights</b>	<p>The Company owns the intellectual property now being used by agents and commercial banks in the Philippines. While the Company has systems and procedures in place to protect its content and information, unauthorised use of its intellectual property could have a negative impact on its operations and brand. The Company also operates in a market where claims of infringement of intellectual property are common. There is a risk of third parties making claims of infringement of intellectual property against the Company. This could result in significant legal costs and negatively impact operations.</p>
<b>Operations and Management of Potential Growth</b>	<p>The Company believes that it has attracted a highly skilled and experienced management team. However, the Company is a complex and dynamic business. The Company is working in a fast moving environment, engaged in business with multiple partners and operating in numerous geographies around the world. Navigating these issues while effectively dealing with prioritisation, timing, execution, cost control, and other business decisions is likely to provide real challenges for its small management team. There can be no guarantee that successful execution of the Company's strategy will make</p>

Risk Category	Risk
	it profitable or commercially viable. Current product development and marketing strategies may not have the intended effect of increasing customers. Similarly, strategies to create value from customers of the application may not yield the expected revenue.
<b>Product Development</b>	The Company believes that it provides a meaningful and engaging offering. Moreover, in addition to its current products and services, the Company is planning to develop new products to suit the mobile banking, payments and remittance business it is building. There is also the risk that delays in product development, cost overruns, or difficulties in delivering new features will negatively impact the Company and its business.
<b>Consistency of Supply</b>	Product shortages and prolonged delays in delivery may jeopardise the Company's ability to supply tangible products and therefore fulfil contractual obligations to customers and distributors. The Company will continually adapt its inventory control processes as necessary to mitigate the effect of any supply shortages that may be encountered.
<b>Maintenance of Reputation and Brand</b>	Usage and engagement with the Company products and services have the potential to be significantly affected by popular consumer sentiment. As such, the Company's exposure to public relations issues and threats to its reputation and brand name may be greater than for other businesses.
<b>Dependence on other technological providers</b>	<p>As a mobile banking and payment application business, the Company will maintain and rely extensively on information technology systems and network infrastructures for the effective operation of its business. As with any product that is dependent on technological systems if the integrity of Peppermint's products fails to meet its clients' expectations (whether or not through any fault of the Company), the Company's reputation could suffer.</p> <p>The Company is heavily reliant on the operations of telecommunications networks for the provision of the Company's services to the marketplace concerned. Should any of these relationships or agreements terminate or become strained for any reason that would have a negative impact on our operations and business development plans.</p>
<b>Insurance</b>	While the Company has sought to be insured in a way that is in keeping with industry practices, there is the risk of an event occurring that is not fully covered by insurance. This may cause significant financial and material loss to the Company. Furthermore, there is the risk that the Company's insurer fails to respect a legitimate claim made by the Company.



Risk Category	Risk
<p><b>Reliance on Core Information Technology, Other Systems and Security</b></p>	<p>As a mobile banking and payment application business, the Company will maintain and rely extensively on information technology systems and network infrastructures for the effective operation of its business. It is also dependent on reliable telecommunication and information technology provision by third parties. As with any product that is dependent on technological systems if the integrity of the Company's products fails to meet its clients' expectations (whether or not through any fault of the Company), the Company's reputation could suffer.</p> <p>Techniques used to gain unauthorised access to private networks are constantly evolving and the Company may be unable to anticipate or prevent unauthorised access to data pertaining to its customers, which could include credit card and debit card information, bank account details or other personally identifiable information. The Company's service is vulnerable to computer viruses, phishing attacks or other attacks and similar disruptions from unauthorized use of its systems, any of which could lead to system interruptions, delays or shutdowns, causing loss of critical data or the unauthorized access to personally identifiable information. If an actual or perceived breach of security occurs of the Company's systems, it may face civil liability and public perception of our security measures could be diminished, either of which would negatively affect the Company's ability to attract or maintain customers. The Company also would be required to expend significant resources to mitigate any such breach of security and to address related matters.</p>
<p><b>International Expansion</b></p>	<p>The Company's products and services are used in the Philippines, the United Kingdom and Australia but in the future intends to expand into other countries. It may therefore likely be subject to multiple overseas jurisdictions. In each different jurisdiction there may be increased compliance and operating costs. If and when it becomes necessary to have a local presence in overseas markets there will be increased overheads as well as development and marketing costs. There is no guarantee such expansions will be successful and increased costs may adversely impact the profitability and working capital of the Company</p>
<p><b>Ability to attract and retain skilled personnel</b></p>	<p>The Company's success depends, to a large extent, on its ability to attract and retain appropriately skilled personnel. The Company is currently operated and managed by a small group of select team members. The departure, either temporary or permanent, of those key staff, or any delay in their replacement, could adversely affect The Company's performance. Similarly, as a company seeking to grow and expand, the Company's success in securing new talent will be critical going forward and may be constrained for a number of reasons. The attraction and retention of key staff is</p>

Risk Category	Risk
	<p>determined by a broad range of internal and external factors, some more or less within the Company's control, including, but not limited to, issues concerning: personal or health issues, company performance, public relations and branding, logistics and timing, the availability of IT staff in the market and macro-economic factors.</p> <p>Additionally, the Company relies on offshore team members. In the event that offshore employees cease to continue working with the Company, this could cause significant disruption to the operations of the business and would require the Company to find alternative employees. Finding alternative employees would take time in recruiting and training them on the product and getting them to a professional level where they could assist in running the operations of the Company business and help to execute the Company business plan. This would have a significant impact on the costs of running the Company business and would likely delay the Company from achieving its objectives and business plan.</p>
<p><b>Legal Environment and Sovereign Risk</b></p>	<p>The Company currently conducts its operations in the Philippines with intentions to develop its business through Asia, Europe and through other parts of the world in future.</p> <p>While Australia is a stable and developed legal environment, there are still a range of sovereign risks that may adversely affect the performance of the Company. These include, but are not limited to changes to privacy, taxation, accounting, employment, licensing, exchange control or other legislation.</p> <p>Particularly, over recent years, there has been an increased regulatory and public focus on the use of private information, especially how private information is collected and used for commercial purposes. Any further changes to laws and regulations governing the use of this information could result in an adverse impact on the markets in which the Company operates and, in its business, including its forecast revenues, profit margins, and compliance costs.</p> <p>The Company's products and services are also used in numerous other countries and will be subject to the local laws and regulations where they apply. Some of the countries in which the Company's products and services are used represent emerging markets and/or less stable legal environments. This may involve risks related to the regularity, speed, transparency and expectations surrounding Government action, ease of gaining fair representation in court and clarity and consistency of the legal framework.</p> <p>Working in changing, complex and multiple regulatory environments involves a set of risks. These include the risk that the Company may fail to comply with laws or</p>

Risk Category	Risk
	regulations or that laws or regulations may have unintended consequences or are open to interpretations that increase the risk of non-compliance. In addition, there is a risk that the Company may fail to implement procedures within the statutory timeframes to ensure that it can provide services which comply with the introduction of these new laws and regulations. Any substantial failure by the Company to comply with applicable laws and regulations could result in cessation of part or all of its operations, restriction on its ability to carry out operations, fines, penalties or other liabilities to customers, suppliers or third parties. Compliance failure could also damage the Company's reputation and reduce the attractiveness of its products and services.
<b>Foreign Exchange Rate Risks</b>	The Company expects to derive a majority of its revenue and incur a major part of its expenses from its operations in the Philippines, in Philippine Pesos. Accordingly, changes in the exchange rate between the Philippine Peso and the Australian dollar would be expected to have a direct effect on the performance of the Company.

#### 4.3 Industry specific

Risk Category	Risk
<b>Competition risk</b>	The industry in which the Company is involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.
<b>Market Acceptance</b>	The global marketplace for most products is ever changing due to new technologies, new products, changes in preferences, changes in regulation and other factors influencing market acceptance or market rejection. This market volatility and risk exists despite the best endeavours of market research, promotion and sales and licensing campaigns. Accordingly, there is a risk that the Company may not be able to commercialise its products, which could adversely impact the Company's operations

#### 4.4 General risks

Risk Category	Risk
<b>Loss of key clients</b>	The business currently operates with a few key client relationships. The Company is expected to maintain current and establish new relationships through the

Risk Category	Risk
	continued enhancement of its products and solutions. In the event that these established relationships diminish or fail (including through a termination event arising under an agreement) the resulting effect may negatively impact the operating results of the Company
<b>Shareholder Dilution</b>	In the future, the Company may elect to issue Shares or engage in fundraisings and also to fund, or raise proceeds, for acquisitions. While the Company will be subject to the constraints of the ASX Listing Rules regarding the percentage of capital that it is able to issue within a 12 month period (other than where exceptions apply), Shareholders may be diluted as a result of such Shares and fundraisings.
<b>Economic</b>	General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.
<b>Market conditions</b>	<p>Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:</p> <ul style="list-style-type: none"> <li>(a) general economic outlook;</li> <li>(a) introduction of tax reform or other new legislation;</li> <li>(b) interest rates and inflation rates;</li> <li>(c) changes in investor sentiment toward particular market sectors;</li> <li>(d) the demand for, and supply of, capital; and</li> <li>(e) terrorism or other hostilities.</li> </ul> <p>The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the equities market. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.</p>
<b>Litigation risks</b>	The Company is exposed to possible litigation risks including intellectual property claims, 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. The Company is not currently engaged in any litigation.
<b>Dividends</b>	Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of

<b>Risk Category</b>	<b>Risk</b>
	dividends or franking credits attaching to dividends can be given by the Company.
<b>Taxation</b>	<p>The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.</p> <p>To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.</p>
<b>Reliance on key personnel</b>	The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.
<b>Changes to Government Policies and Legislative Changes</b>	Government policy and legislative changes which are outside the control of the Company may have a negative impact on the financial performance of the Company. This risk factor applies to government policy and legislative changes in the Philippine and in Australia.
<b>Economic conditions and other global or national issues</b>	<p>General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities.</p> <p>General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.</p>

#### **4.5 Speculative investment**

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

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

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

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

---

## 5. ADDITIONAL INFORMATION

### 5.1 Litigation

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

### 5.2 Continuous disclosure obligations

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

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

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

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

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

Date	Description of Announcement
12 March 2024	Peppermint's AI and CX business secures key new contracts
11 March 2024	Proposed issue of securities – PIL

11 March 2024	Proposed issue of securities – PIL
8 March 2024	Notification of cessation of securities – PIL
5 March 2024	Reinstatement to Quotation
5 March 2024	Proposed issue of securities - PIL
5 March 2024	Proposed issue of securities - PIL
5 March 2024	Peppermint raises \$1.1M for AI CX & bizmoLoan growth
4 March 2024	Half Yearly Report and Accounts
1 March 2024	Suspension from Quotation
29 February 2024	Trading Halt
31 January 2024	Quarterly Activities/Appendix 4C Cash Flow Report
27 December 2023	Peppermint acquires exciting AI Business
21 December 2023	Trading Halt
21 December 2023	Pause in Trading
1 December 2023	Results of Meeting
29 November 2023	Company Investor Presentation November 2023
31 October 2023	Quarterly Activities/Appendix 4C Cash Flow Report
30 October 2023	Notice of Annual General Meeting/Proxy Form
12 October 2023	Response to ASX Price Query

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

The announcements are also available through the Company's website, [www.pepltd.com.au](http://www.pepltd.com.au).

### **5.3 Market price of Shares**

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

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



	Price	Date
Highest	\$0.022	10 January 2024
Lowest	\$0.014	28 February 2024
Last	\$0.015	11 March 2024

#### 5.4 Details of substantial Shareholders

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

Shareholder	Shares	%
Ohka Pty Ltd	106,500,214	5.23%

#### Notes

- The relevant interest above will change following the issue of the Placement Shares.

#### 5.5 Directors' interests

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

- the formation or promotion of the Company;
- any property acquired or proposed to be acquired by the Company in connection with:
  - its formation or promotion; or
  - the Offer; or
- the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- as an inducement to become, or to qualify as, a Director; or
- for services provided in connection with:
  - the formation or promotion of the Company; or
  - the Offer.

#### Security holdings

The relevant interest of each of the Directors in the Securities of the Company as at the date of this Prospectus is set out in the table below.

Director	Shares	Options	Performance Rights
Christopher Kain	110,325,321 <sup>1</sup>	Nil	10,000,000

Director	Shares	Options	Performance Rights
Anthony Kain	83,991,416 <sup>2</sup>	Nil	10,000,000
Neal Cross	Nil	Nil	11,000,000

#### Notes

1. Comprising 106,500,214 Shares held by Ohka Pty Ltd of which Mr C Kain is a sole director and shareholder, 3,000,000 Shares held by Fich Pty Ltd (as trustee for The Kain Super Fund) of which Mr C Kain is a sole director and controller, and 825,107 Shares held directly by Mr C Kain personally.
2. Comprising of 67,518,513 Shares held by Cicak Pty Ltd (as trustee for the Creative Technology Trust) of which Mr A Kain is a sole director and shareholder, 13,897,796 shares held by Rancher Investments Pty Ltd (as trustee for the Box 4 Super Fund) of which Mr A Kain is a sole director and shareholder and 2,575,107 Shares held directly by Mr A Kain.

No Director or any of their associates intend to participate in the Offers.

#### Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$300,000 per annum.

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

The following table shows the total annual remuneration paid to both executive and non-executive Directors as disclosed in the Company's Annual Report for the financial years ended 30 June 2022 and 20 June 2023 and proposed annual remuneration for the financial year ending 30 June 2024.

Director	FY ended 30 June 2022 <sup>1</sup>	FY ended 30 June 2023 <sup>1</sup>	FY ending 30 June 2024
Christopher Kain	\$547,907	\$319,217	\$325,230 <sup>2</sup>
Anthony Kain	\$421,875	\$233,082	\$239,096 <sup>3</sup>
Neal Cross	\$34,931	\$133,533	\$123,960 <sup>4</sup>

#### Notes:

1. Detailed remuneration breakdown is set out in the 2022 and 2023 audited remuneration report. The Directors' remuneration comprises base salary/fees, superannuation, non-cash benefits such as directors and officers' insurance and equity-based benefits.
2. Comprising \$293,000 in salary and fees and \$32,230 in superannuation.
3. Comprising \$215,402 in salary and fees and \$23,694 in superannuation.
4. Comprising \$36,000 in non-executive director fees, \$3,960 in superannuation, and \$84,000 in consultancy fees with Cross Innovation Pty Ltd.

## **5.6 Interests of experts and advisers**

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

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

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

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

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

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

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$5,000 (excluding GST and disbursements) for these services.

## **5.7 Consents**

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

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section; and
- (c) has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

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

## **5.8 Expenses of the Offer**

The total expenses of the Offer are estimated to be approximately \$8,206 (excluding GST) and are expected to comprise legal fees and other administrative expenses, including ASIC fees. The estimated expenses will be paid out of the Company's existing working capital.

---

**6. DIRECTORS' AUTHORISATION**

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

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

---

## 7. GLOSSARY

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

**Applicant** means an investor who applies for Shares pursuant to the Offer.

**Application** means an application for Shares made on an Application Form.

**Application Form** means an application form either attached to or accompanying this Prospectus.

**ASIC** means the Australian Securities and Investments Commission.

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

**ASX Listing Rules** means the listing rules of the ASX.

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

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

**Closing Date** means the date specified in the timetable set out in Section 1.1 of this Prospectus (unless varied).

**Company** means Peppermint Innovation Limited (ACN 125 931 964).

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

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

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

**Offer** means the offer of Shares referred to in Section 1.2 of this Prospectus.

**Official Quotation** means official quotation on ASX.

**Opening Date** means the date specified in the timetable set out in Section 1.1 of this Prospectus (unless varied).

**Option** means an option to acquire a Share.

**Placement** means the issue of a total of 73,500,000 Shares to raise a total of \$1.102 million, as announced by the Company on 5 March 2024.

**Performance Right** means a right to acquire a Share, subject to satisfaction of any vesting conditions, and the corresponding obligation of the Company to provide the Share.

**Prospectus** means this prospectus.

**Section** means a section of this Prospectus.

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

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

**Shareholder** means a holder of a Share.

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