

OFFER DOCUMENT ENTITLEMENT ISSUE

TYMLEZ Group Limited
ACN 622 817 421

For a renounceable pro-rata entitlement issue of 2 Shares for every 1 Share held by Shareholders registered at the Record Date at an issue price of A\$0.01 (1 cent) per Share to raise up to approximately A\$5,840,737 before costs.

Sequoia Corporate Finance Pty Ltd is acting as Lead Manager to the Offer. The Offer is not underwritten.

IMPORTANT INFORMATION

This Offer Document is provided for information purposes only and is not a prospectus, product disclosure statement or other form of disclosure document.

This Offer Document is dated 19 May 2021. This Offer Document does not contain all the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, Securities offered under this Offer Document.

This Offer Document should be read in its entirety before deciding whether to apply for the Shares offered under this document. If after reading this Offer Document, you have any questions about the Offer, this Offer Document, or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

This Offer Document is not for release or distribution in the United States of America or to US Persons.

The Securities offered by this Offer Document should be considered speculative.

Contents

1. Key details of Offer	2
2. Chairman's Letter	3
3. Important Information	4
4. Details of the Offer	8
5. Actions required from the Eligible Shareholders	16
6. Use of Funds Raised and Effect of the Offer on the Company	19
7. Rights and liabilities attaching to securities	23
8. Risk factors	27
9. Additional information	33
10. Definitions	37

1. Key details of Offer

1.1 Key terms of Offer

Detail	Terms
Issue Price	A\$0.01 (1 cent)
Entitlement of each Eligible Shareholder	2 New Shares for every 1 Share held at the Record Date
Minimum Subscription	Nil

1.2 Key indicative dates*

ACTION	Date*
Announcement of Offer	19 May 2021
Cleansing Notice and Lodgement of Offer Document and Appendix 3B with ASX	19 May 2021
Ex Date	27 May 2021
(Date from which Shares commence trading without Entitlement to participate in the Offer)	
Entitlement trading commences on a deferred settlement basis	27 May 2021
Record Date for determining Entitlements of Shareholders to participate in the Offer	28 May 2021 at 7pm (AEST)
Offer Document and Entitlement and Acceptance Form sent to Shareholders	2 June 2021
Opening Date of the Offer	2 June 2021
Last day of Entitlement trading	7 June 2021
New Shares quoted on a deferred settlement basis	8 June 2021
Last day to extend the Closing Date	9 June 2021
Closing Date (Last day for acceptance and payment of Entitlements in full or in part)	15 June 2021 at 5pm (AEST)
Announcement of results of the Offer and ASX notified of Shortfall	16 June 2021
Expected date of allotment of New Shares applied for under the Offer	18 June 2021
Quotation and trading of New Shares starts	21 June 2021
Expected date of despatch of Holding Statements (for New Shares)	21 June 2021

*The above timetable is indicative only and subject to change. Subject to the ASX Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice. The Directors may extend the period of the Offer or bring forward the Closing Date at their discretion. Any change to the Closing Date will have a consequential effect on other dates. If the Offer is withdrawn, Application Money will be returned without interest.

2. Chairman's Letter

Dear Shareholders,

On behalf of the Board of Tymlez Group Limited ("**Company**"), I am pleased to invite you to participate in this renounceable pro rata entitlement issue of 2 Shares for every 1 Share held by Shareholders in the Company at the Record Date, being 7pm (AEST) on 28 May 2021 ("**Eligible Shareholders**"), at an issue price of \$0.01 (1 cent) to raise up to \$5,840,737 (before costs and expenses of this entitlement issue) ("**Offer**").

During the period from 1 January to 31 December 2020, the Group realigned its efforts to focus on the strategy of selling its software solutions in its key markets, completing important product development stages and building new customer pipeline in the green energy industry ("**Refined Strategy**").

The Refined Strategy has gained early traction with customers, resulting in the execution of a consortium agreement with leading Dutch Enterprises and Institutions to develop an 'Internet of Energy' solution, and the execution of memorandums of understanding to explore potential opportunities to leverage the Tymlez Technology.

The Company's plan is to continue to drive its Refined Strategy including ongoing product research and development, expanding sales capability and pipeline development, commercialising and marketing the Tymlez Platform to deliver enterprise grade software solutions to our key markets.

The Company will also seek to explore strategic acquisitions and/or partnerships and other commercial opportunities in line with its business strategy.

The Entitlement Offer

The Offer is being made principally for the purpose of raising additional funds required to enable the Company to drive its Refined Strategy including ongoing product research and development, sales expansion and pipeline development, and commercialising and marketing the Company's technology, intellectual property assets and service offerings.

Under the Offer, Eligible Shareholders may subscribe for 2 Shares for every 1 existing Share held as at the Record Date, being 7pm (AEST) on 28 May 2021, at an issue price of A\$0.01 (1 cent) per New Share.

The issue price for the Shares offered under this Offer Document is a 61.5% discount to A\$0.026, being the last closing price of the Company's Shares on the ASX on 14th May 2021.

The Offer is scheduled to close at 5pm (AEST) on 15 June 2021. To participate in the Offer, you must have applied for New Shares so that your completed Entitlement and Acceptance Form and Application Monies, or BPAY® payment is received by this time.

Reflecting their commitment to the Company, I am pleased to confirm that the Directors and their associated entities, who hold Shares on the Record Date, intend to take up part or all of their Entitlement.

Further information

Shareholders should be aware that subscribing for Securities involves a number of risks. The key risk factors of which investors should be aware are set out in **section 8** of this Offer Document. Shareholders should carefully consider the risk factors that affect the Company specifically.

Further information about the Offer and your entitlement to participate in the Offer is set out in this Offer Document, which you should read in its entirety before deciding whether to participate in the Offer.

On behalf of the Board, I would like to thank you for your continued support and encourage you to carefully consider this investment opportunity.

Yours Sincerely,

Wayne Clay
Non-Executive Chairman
Tymlez Group Limited

3. Important Information

This Offer Document is dated 19 May 2021 and a copy of this Offer Document was given to ASX on that date. This Offer Document is not a prospectus, product disclosure statement or other form of disclosure document under the Corporations Act and has not been lodged with ASIC. The Offer contained in this Offer Document is made without disclosure in accordance with section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84). Neither ASIC nor ASX takes any responsibility as to the contents of this Offer Document.

The Offer Document is for information purposes only. The information in this Offer Document is not intended to be comprehensive and should be read in conjunction with the more detailed information released by the Company under its continuous disclosure obligations.

3.1 Additional information available under the Company's continuous disclosure obligations

The Company is subject to continuous disclosure obligations under the ASX Listing Rules. You can find market releases by the Company at www.asx.com.au under the code "TYM".

The Company may, during the period of the Offer, make additional releases to the ASX. To the maximum extent permitted by law, no release by the Company to the ASX will permit an Applicant to withdraw any previously submitted application without the Company's prior consent.

3.2 Investment decisions

The information contained in this Offer Document is not financial product advice and is not intended to be relied on as advice. The Offer contained in this Offer Document does not take into account the investment objectives, financial situation and particular needs of any investor. Before deciding to invest in the Company, potential investors should read the entire Offer Document, and in particular, the key risk factors set out in Section 8 of this Offer Document. These risk factors, together with other general risks applicable to all investments in listed and unlisted Securities which are not specifically referred to, may affect the future operations and activities of the Company or the value of the Securities. If you do not fully understand this Offer Document or are in any doubt as to how to deal with it, you should consult your professional advisers. An investment in the New Shares that are offered under this Offer Document should be considered speculative.

3.3 Disclaimer

This Offer Document has been prepared by the Company. No party other than the Company has authorised or caused the issue of this Offer Document or takes responsibility for, or makes any statements, representations or undertakings in, this Offer Document.

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

No person named in this Offer Document guarantees the Company's performance or any return on investment made pursuant to this Offer Document. Any references to information on the Company's website are provided for convenience only. No document or other information included on the Company's website is incorporated by reference into this Offer Document.

3.4 Trading Entitlements and New Shares

The Company, the Lead Manager and each of their respective related bodies corporate and affiliates, and each of their respective directors, officers, partners, employees, representatives, agents, consultants and advisers will have no responsibility and disclaim all liability (to the maximum extent permitted by law) to persons:

- (a) who trade Entitlements before they receive their Entitlement and Acceptance Form (whether on the basis of confirmation of the allocation provided by the Company or the Share Registry, as result of a failure to maintain their updated details on the Share Registry or otherwise); or

- (b) who otherwise trade or purport to trade Entitlements in error or which they do not hold or are not entitled to; or
- (c) who trade New Shares which they believe, will be issued to them before they receive their Holding Statements (whether on the basis of confirmation of the allocation provided by the Company or the Share Registry, as a result of a failure to maintain their updated details on the Share Registry or otherwise); or
- (d) who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

If you are in any doubt as to these matters, you should first consult with your stockbroker, solicitor, accountant, financial adviser or other professional adviser.

Refer to **section 4.13** of this Offer Document for further details on Entitlements trading.

3.5 Overseas shareholders

This Offer does not, and is not intended to, constitute an offer, invitation or issue in any place in which, or to any person to whom, it would not be lawful to make such an offer. In particular, this Offer Document has not been, nor will it be, lodged, filed or registered with any regulatory authority under the securities laws of any other country.

This Offer Document may not be distributed to any person and the New Shares and the Entitlements may not be offered or sold, in any country outside Australia, except to the extent permitted by below.

It is noted that the distribution of this Offer Document in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Offer Document should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

The return of an Entitlement and Acceptance Form to the Company shall be taken by the Company to constitute a representation and warranty by you that there has been no breach of any such laws. The Company disclaims all liabilities arising from your failure to comply with these restrictions.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New Shares is subject to all requisite authorities and clearances being obtained for the Company to lawfully receive your Application Monies.

Shareholders in New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders with registered addresses in New Zealand in reliance on the transitional provisions of the *Financial Markets Conduct Act 2013 (New Zealand)* and the *Financial Markets Conduct (Incidental Offers) Exemptions Notice 2016 (New Zealand)*. Pursuant to this Act, the only members of the public to whom the Shares are offered in New Zealand under the Offer are those who, at the time of the Offer, are holders of Shares in the Company.

This Offer document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013 (New Zealand)*.

This Offer Document is not a product disclosure statement or prospectus under the New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement or prospectus under New Zealand law is required to contain.

As the ASX does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the securities and trading may differ from securities markets that operate in New Zealand.

Shareholders in Singapore

This Offer Document is not a prospectus and has not been registered with the Monetary Authority of Singapore. This Offer Document and any other materials in connection with the offer or sale, solicitation or invitation for subscription, or purchase of New Shares may not be circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore, except pursuant to and in accordance with the exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (**SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA (**Exemptions**).

If you reside in Singapore at the time of the Offer, this Offer Document has been given to you on the basis that you are an existing Shareholder to whom the Exemptions apply. In the event that you are not such a Shareholder, please return this document to us immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer under this Offer Document is not made to you with a view to the New Shares and/or the Entitlements being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares and Entitlements. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Shareholders in the European Union - Netherlands and Germany

The information in this Offer Document has been prepared on the basis that all offers of New Shares to Shareholders resident in Netherlands and Germany will be made pursuant to an exemption under the Regulation (EU) 2017/1129 of the European Parliament and of the Council of the European Union ("**EU Regulation**"), as amended and implemented in member states of the European Economic Area ("**Member States**"), from the requirement to produce a prospectus for offers of Securities.

This Offer Document has not been, and will not be, registered with or approved by any securities regulator in the European Union, including without limitation, Netherlands and Germany. Accordingly, this Offer Document may not be made available, nor may the New Shares be offered for issue or sale, in the European Union except to Shareholders resident in Netherlands and Germany in circumstances that do not require a prospectus under Article 1(4) of the EU Regulation.

In accordance with Article 1(4)(a) of the EU Regulation, an offer of New Shares in Netherlands and Germany is limited to persons who are "qualified investors" (as defined in Article 2(e) of the EU Regulation).

If you reside in Netherlands or Germany at the time of the Offer, this Offer Document has been given to you on the basis that you are a Shareholder who is a "qualified investor" (as defined in Article 2(e) of the EU Regulation). In the event that you are not such a Shareholder, please do not act on this Offer Document. You may not forward or circulate this Offer Document to any other person.

An offer to the public of New Shares has not been made, and may not be made, in any Member States except to Shareholders resident in Netherlands and Germany in circumstances that do not require a prospectus under Article 1(4) of the EU Regulation, except pursuant to an exemption.

US Shareholders

Neither the Offer nor this Offer Document constitutes an offer for sale of New Shares or any right to a Security in the United States or to "U.S. Persons" as that term is defined for the purposes of the Securities Act 1933 of the United States ("**US Securities Act**").

The New Shares and the rights of Shareholders under this Offer have not been, and will not be, registered under the US Securities Act. Accordingly, no Securities of the Company may be offered or sold within the United States, or to, or for the account or benefit of, U.S. Persons unless they are registered under the US Securities Act or an exemption under the US Securities Act is available.

3.6 Notice to Nominees and Custodian

Shareholders resident in Australia holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up any Entitlement under the Offer does not breach regulations in the relevant overseas jurisdictions. The return of a duly completed Entitlement and Acceptance form or the payment of the Application Monies will be taken by the Company to constitute a representation that there has been no breach of those regulations.

3.7 Past performance

Investors should note that past performance, including past Share price performance, cannot be relied on as an indicator of, and provides no guidance as to, future Company performance, including future Share performance.

3.8 Forward-looking statements

This Offer Document contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'plan', 'propose', 'anticipate', '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 Offer Document, are expected to take place.

Such forward-looking statements are not a guarantee 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 management of the Company.

We cannot, and do not, give any assurance that the results, performance, or achievements expressed or implied by the forward-looking statements contained in this Offer Document will actually occur and investors are cautioned not to place any reliance on these forward-looking statements.

3.9 Risk factors

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in **section 8** of this Offer Document. Potential Investors should carefully consider all the risk factors that affect the Company specifically.

3.10 Privacy Act

If you complete an Entitlement and Acceptance form, you will be providing personal information to the Company (directly or to the Company's Share Registry). The Company collects, holds, and uses that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

3.11 Defined terms and abbreviations

Terms and abbreviations used in this Offer Document are defined in **section 10** of this Offer Document. All financial amounts shown in this Offer Document are expressed in Australian dollars unless otherwise stated.

3.12 Enquiries

Any questions concerning the Offer should be directed to Justyn Stedwell, Company Secretary on (+ 61 3) 8395 5446.

4. Details of the Offer

4.1 The Offer

The Company is making a renounceable pro-rata entitlement issue offering of 2 Shares for every 1 Share held by Shareholders registered at the Record Date, being 7pm (AEST) on 28 May 2021, at an issue price of A\$0.01 (1 cent) per Share (**New Share**). Fractional entitlements will be rounded up to the nearest whole number.

The Company currently has on issue the following Securities:

- (a) 292,036,871 Shares;
- (b) 34,026,575 Listed Options exercisable at \$0.065 and expiring on 31 December 2023 (ASX code: TYMO); and
- (c) 2,000,000 unlisted Options exercisable at \$0.35 and expiring on 11 December 2022; and
- (d) 1,560,000 unlisted Options exercisable at \$0.055 and expiring on 25 August 2023.

Based on the capital structure of the Company as at the date of this Offer Document and no Shares being issued after the date of this Offer Document (whether by way of new issue, the exercising of any Existing Options, or conversion of any convertible Securities), a maximum of 584,073,742 New Shares will be issued pursuant to this Offer to raise up to approximately A\$5,840,737 (before costs of the Offer).

All New Shares issued under this Offer Document will have the rights attaching to those Securities as set out in **sections 4.13 and 7** of this Offer Document. The Existing Listed Options and the Existing Unlisted Options referred to above have the rights attaching to those Securities in **section 7** of this Offer Document.

The intended use of funds raised is set out in **section 6.1** of this Offer Document.

4.2 Minimum subscription

There is no minimum subscription in respect of the Offer.

4.3 Issue price

The issue price is A\$0.01 (1 cent) for each New Share subscribed, payable in full in Australian currency on the acceptance of the Offer by cheque, money order or via BPAY® on the individual Entitlement and Acceptance Form.

Your completed Entitlement and Acceptance Form must reach the Share Registry and your payment must be received by the Company by no later than 5pm (AEST) on the Closing Date.

4.4 Record Date and Entitlement

Details of how to apply for the New Shares under the Offer are set out in **Section 5** of this Offer Document.

The Entitlement of Eligible Shareholders to participate in the Offer is to be determined by reference to the number of Shares held by them in the Company as recorded in the Company's share register as at the Record Date, being 7pm (AEST) on 28 May 2021.

Each Eligible Shareholder's Entitlement is shown on the personalised Entitlement and Acceptance Form accompanying this Offer Document.

4.5 Eligibility to Participate in the Offers

4.5.1 Eligible Shareholders

The Offer is made to, and can be participated by, all Eligible Shareholders.

An 'Eligible Shareholder' is any person or entity who is registered, in the Register of Members, as a holder of any Shares in the Company as at the Record Date, being 7pm (AEST) on 28 May 2021, subject to the following:

- (a) this Offer does not, and is not intended to, constitute an offer, invitation or issue in any place in which, or to any person to whom, it would not be lawful to make such an offer. In particular, this Offer Document has not been, nor will it be, lodged, filed, or registered with any regulatory authority under the securities laws of any country;
- (b) the New Shares and the Entitlements may not be offered or sold in any country outside Australia, except to the extent permitted by below; and
- (c) it is noted that the distribution of this Offer Document in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Offer Document should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

Applications for New Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement of Eligible Shareholders will be shown on the Entitlement and Acceptance Form accompanying this Offer Document.

The return of an Entitlement and Acceptance Form to the Company by you shall be taken by the Company to constitute a representation and warranty by you that there has been no breach of the securities laws of any country.

Shareholders in New Zealand

The Offer is being made to Eligible Shareholders with registered addresses in New Zealand to whom the offer of New Shares being made in reliance on *Financial Markets Conduct Act 2013 (New Zealand)* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand)*.

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

Shareholders in Singapore

This Offer Document is not a prospectus and has not been, and will not be, lodged or registered with the Monetary Authority of Singapore. Accordingly, this Offer Document and any other materials in connection with the offer or sale, or solicitation or invitation for subscription or purchase of, New Shares may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore, except pursuant to and in accordance with the exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA ("Exemptions").

If you reside in Singapore at the time of the Offer:

- (a) this Offer Document has been given to you on the basis that you are an existing Shareholder to whom the Exemptions apply. In the event that you are not such a Shareholder, please return this document to us immediately. You may not forward or circulate this document to any other person; and

- (b) the Offer is not being made to you with a view to the New Shares and/or the Entitlements being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to you. As such, you are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply with these restrictions accordingly.

Shareholders in the European Union – Netherlands and Germany

The information in this Offer Document has been prepared on the basis that all offers of New Shares to Eligible Shareholders resident in Netherlands and Germany will be made pursuant to an exemption under the Regulation (EU) 2017/1129 of the European Parliament and of the Council of the European Union (“**EU Regulation**”), as amended and implemented in member states of the European Economic Area (“**Member States**”), from the requirement to produce a prospectus for offers of Securities.

This Offer Document has not been, and will not be, registered with or approved by any securities regulator in the European Union, including without limitation, Netherlands and Germany. Accordingly, this Offer Document may not be made available, nor may the New Shares be offered for issue or sale, in the European Union except to Shareholders resident in Netherlands or Germany in circumstances that do not require a prospectus under Article 1(4) of the EU Regulation.

In accordance with Article 1(4)(a) of the EU Regulation, an offer of New Shares in Netherlands and Germany is limited to persons who are “qualified investors” (as defined in Article 2(e) of the EU Regulation).

If you reside in Netherlands or Germany at the time of the Offer, this Offer Document has been given to you on the basis that you are a Shareholder who is a “qualified investor” (as defined in Article 2(e) of the EU Regulation). In the event that you are not such a Shareholder, please do not act on this Offer Document. You may not forward or circulate this Offer Document to any other person.

An offer to the public of New Shares has not been made, and will not be made, in any Member States except to Eligible Shareholders resident in Netherlands or Germany in circumstances that do not require a prospectus under Article 1(4) of the EU Regulation.

Shareholders in the US

The New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be taken up by persons in the United States or by persons (including nominees or custodian) who are acting for the account or benefit of a person in the United States, and the New Shares may not be offered, sold or resold in the United States, or to, or for the account or benefit of, US Persons, except in transactions exempt from, or not subject to the registration requirements of the US Securities Act and applicable securities laws of any state or other jurisdiction in the United States.

4.5.2 Nominees and custodians

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

4.5.3 Option Holders

As at the date of this Offer Document, the Company has the following Options on issue:

- (a) 34,026,575 Existing Listed Options (each exercisable at \$0.065 and expiring 31 December 2023);
- (d) 2,000,000 Existing Unlisted Listed Options (each exercisable at \$0.35 and expiring 11 December 2022); and
- (e) 1,560,000 Existing Unlisted Options (each exercisable at \$0.055 and expiring 25 August 2023).

Refer to **sections 6.3, 7.2 and 7.3** of this Offer Document for further details of these Existing Listed Options and Existing Unlisted Options.

Holders of Existing Options will not be entitled to participate in the Offer unless they:

- (a) have become entitled to exercise their Existing Options under the terms of their issue and do so prior to the Record Date, being 7pm (AEST) on 28 May 2021; and
- (b) participate in the Offer as a result of being a Shareholder as at the Record Date, being 7pm (AEST) on 28 May 2021.

If all holders of Existing Options elect to exercise their Options prior to the Record Date, and are eligible to participate in the Offer, a further 75,173,150 New Shares may be issued under this Offer Document. However, having regard to the exercise price of the Existing Options and the Issue Price, the Directors believe that it is unlikely that any Existing Options will be exercised prior to the Record Date.

4.6 Opening and Closing Dates

The Offer opens for acceptances on the Opening Date and all acceptances and payments must be received by the Share Registry by 5pm (AEST) on the Closing Date.

Please refer to **section 5** of this Offer Document for further information about applying for New Shares under the Offer.

The Directors may at any time decide to withdraw this Offer Document and the Offer of New Shares made under this Offer Document in which case, the Company will return all Application Monies (without interest) within 28 days of giving such notice of withdrawal.

4.7 Shortfall

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer. The Shortfall Offer is a separate offer made subsequent to the closing of the Offer and will remain open for up to three months following the Closing Date.

The Directors reserve the right to place any Shortfall Shares to any Eligible Investor selected by the Directors (in consultation with the Lead Manager) within three months after the Closing Date in accordance with the Corporations Act and the ASX Listing Rules. Shortfall Shares will be issued at a price not less than the issue price of the New Shares under the Offer, being A\$0.01 (1 cent) per Share.

Eligible Shareholders who have taken up their Entitlements in full and wish to subscribe for New Shares above their Entitlement are invited to apply for Shortfall Shares under the Shortfall Offer until the Closing Date by completing the appropriate section on their Entitlement and Acceptance Form or by making payment for such Shortfall Shares in accordance with Section 5 of this Offer Document.

The Company reserves the right to issue an Eligible Shareholder a lesser number of Shortfall Shares than applied for or no Shortfall Shares at all.

The Directors (in consultation with the Lead Manager) will allocate Shortfall Shares pursuant to the Shortfall Offer.

Subject to consultation with the Lead Manager, the Company currently intends to allocate any Shortfall Shares under the Shortfall Offer as follows:

- (a) the Directors presently propose to allocate Shortfall Shares to both Eligible Investors and Eligible Shareholders in a manner considered appropriate to applicants having regard to the best interests of the Company, and the Company's desire to maximise the amount of funds raised from the Shortfall Offer;
- (b) in allocating Shortfall Shares, preference will not necessarily be conferred on Eligible Shareholders;

- (c) the Directors will not allocate any Shortfall Shares to an applicant who is a Related Party of the Company in priority to, or to the exclusion of, another applicant who is not a Related Party of the Company;
- (d) the Company will not allocate Shortfall Shares under the Shortfall Offer to the extent that an applicant's voting power in the Company would, together with that applicant's associates, exceed the takeover thresholds in the Corporations Act (i.e. acquiring a relevant interest in 20% or more of the issued Shares, or increasing an existing relevant interest in the issued Shares of more than 20%), subject to certain exceptions permitted by law; and
- (e) the Directors will not otherwise exercise their discretion regarding the allocation of Shortfall Shares in a manner likely to exacerbate a potential unacceptable control effect, except to the extent they consider necessary (acting reasonably) to prevent the issue of Shares contrary to law or the ASX Listing Rules.

No Shortfall Shares will be issued, nor offered, to any applicant under the Shortfall Offer if, in the view of the Directors, to do so would increase that applicant's relevant interest in the Company to above 20%, or otherwise result in a breach of the ASX Listing Rules, the Corporations Act or any other applicable law.

Additionally, any allocation or issuance of any Shortfall Shares to a Related Party of the Company will be subject to the Company obtaining any necessary Shareholder approval required under the Corporations Act and the ASX Listing Rules.

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

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

4.8 Lead Manager

Sequoia Corporate Finance Pty Ltd ACN 602 219 072 has been appointed as lead manager to the Offer under the Mandate. Pursuant to the terms of that Mandate, the Lead Manager has provided, and will provide, corporate advisory and capital raising services in connection with the Offer and in addition, has arranged, or will arrange, for sophisticated and professional investors and those to whom the Securities may be offered without a disclosure document under section 708A of the Corporations Act ("**Eligible Investors**"), to subscribe for any Shortfall Shares available following completion of the Offer.

To this end, the Lead Manager has procured firm advance contingent commitments to subscribe for Shortfall Shares under the Shortfall Offer for the maximum Offer amount from the Eligible Investors.

It is noted that under the Mandate, the Lead Manager is entitled to receive:

- (a) the retainer fee of \$96,000 plus GST (in total) for a 12 month period;
- (b) management fee and selling fee of an aggregate of 6% of the funds raised under the Offer and the Shortfall Offer (inclusive of any fees payable to any third party brokers, but exclusive of any GST) ("**Management and Selling Fees**"); and
- (c) 3,000,000 Options with an exercise price of 150% of the price at which the New Shares are issued and exercisable by no later than 5pm (AEDT) on 31 December 2023 ("**Lead Manager Options**").

In addition to the above fees, the Lead Manager may also be entitled to receive a completion fee if the Company completes an acquisition introduced to it by the Lead Manager.

4.9 Section 606 of the Corporations Act

The Company has not sought relief from the application of section 606 of the Corporations Act to the issue or acquisition of New Shares under this Offer. Any Shareholder who may be at risk of exceeding the restrictions on acquiring a relevant interest in voting Shares in the Company under Section 606 of the Corporations Act as a result of applying for any New Shares should seek professional advice before completing and returning an Entitlement and Acceptance Form.

The Company expressly disclaims any responsibility for ensuring that you do not breach section 606 of the Corporations Act as a result of apply for any New Shares.

4.10 Entitlements trading

Your Entitlement is renounceable. This means that Eligible Shareholders may sell their Entitlements to third parties if they do not wish to take them up. A market will be established on ASX to facilitate this Entitlements trading.

The trading of the Entitlements is expected to commence on ASX on 27 May 2021 (initially on a deferred settlement basis) and is expected to cease at close of trading on ASX on 7 June 2021. You may incur brokerage fees if you sell all or part of your Entitlement on the ASX.

There is no guarantee that there will be a liquid market in traded Entitlements. A lack of liquidity may impact the ability to sell Entitlements on ASX and the price received for them.

Entitlement trading may cause prices to rise and fall over the Entitlement trading period and the price will depend upon many factors including the demand for and supply of Entitlements on ASX and the value of the Company's existing Shares relative to the Issue Price.

4.11 Dealing with your Entitlement

You may apply for New Shares in respect of all or some of your Entitlement, sell some or all of your Entitlement (subject to the availability of buyers), or do nothing. The Entitlements will trade on the ASX during the Entitlement trading period, which is expected to commence on ASX on 27 May 2021 (initially on a deferred settlement basis) and is expected to cease at close of trading on ASX on 7 June 2021.

If you wish to sell all or part of your Entitlement during the Entitlement trading period, you should contact your broker or other professional advisor during that period. Should you wish to purchase additional Entitlements to New Shares during the Entitlement trading period, please contact your broker or other professional advisor.

If you do not take up or sell your Entitlement, it will lapse after the Entitlement trading ends.

4.12 No underwriting

The Offer is not underwritten.

However, as set out in **section 4.8** of the Offer Document, the Lead Manager has procured firm advance contingent commitments to subscribe for Shortfall Shares under the Shortfall Offer for the maximum Offer amount from the Eligible Investors.

4.13 Rights attaching to New Shares

New Shares issued pursuant to the Offer will be fully paid and rank equally with all other issued Shares, including in respect of dividends.

The rights attaching to New Shares are set out in the Constitution and are regulated by the Corporations Act, the ASX Listing Rules and general law.

Please refer to **sections 7** of this Offer Document for a summary of the rights attaching to the New Shares.

4.14 Acceptance

Acceptance of the Offer must be made in accordance with the instructions in this Offer Document and the accompanying the Entitlement and Acceptance Form by no later than 5pm (AEST) on the Closing Date.

Instructions for accepting your Entitlement, are set out in **section 5** of this Offer Document and on the Entitlement and Acceptance Form which accompanies this Offer Document.

Access to a copy of the Offer Document and the Entitlement and Acceptance Form is available on the Company's website: www.tymlez.com

The Directors reserves the right to reject any Application that they believe comes from a person who is not an Eligible Shareholder.

4.15 ASX listing

Application for Official Quotation of the New Shares offered pursuant to this Offer Document will be made in accordance with the timetable set out at the commencement of this Offer Document.

The fact that ASX may grant Official Quotation to the New Shares is not to be taken in any way as an indication of the merits of the Offer or an interest in the Company.

4.16 Allotment

New Shares issued pursuant to the Offer will be allotted in accordance with the ASX Listing Rules and timetable set out in **Section 1.2** of this Offer Document.

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

Holding statements for New Shares issued under the Offer will be mailed in accordance with the ASX Listing Rules and the timetable set out in **section 1.2** of this Offer Document.

4.17 Offer Document and the Corporations Act

This Offer Document is issued pursuant to section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) without disclosure to investors under Part 6D.2 of the Corporations Act.

Accordingly, neither this Offer Document nor the Entitlement and Acceptance Form is required to be lodged or registered with ASIC and no prospectus for the Offer will be prepared. In general terms, section 708AA of the Corporations Act permits certain companies to undertake rights issues without being required to use or provide to shareholders a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Document is significantly less than the level of disclosure required in, and what you would ordinarily expect in, a prospectus or other disclosure document.

In accordance with the conditions imposed on the Company by section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84), the Company provided ASX with a notice that complied with the requirements of section 708AA(7) on 19 May 2021. The notice was required to:

- (a) set out information that had been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules and that investors and their professional advisers would reasonably require, and would reasonably expect to find in a disclosure document, for the purpose of making an informed assessment of:
 - (i) assets and liabilities, financial position and performance, profits and losses, and prospects of the Company; or

- (ii) the rights and liabilities attaching to the New Shares offered under this Offer Document; and
- (b) state the potential effect of the issue of the New Shares offered under this Offer Document on the control of the Company and the consequences of that effect.

4.18 Discretions

Without limiting the other powers and discretions set out in this Offer Document, the Directors (or their delegate for this purpose) may implement the Offer in the manner they think fit and settle any difficulty, anomaly, or dispute which may arise, either generally or in a particular case, in connection with, or by reason of, the operation of the Offer, or a matter in this Offer Document, as they think fit, whether generally or in relation to any Shareholder, any New Shares, and the determination of the Directors (or their delegate) is conclusive and binding on all relevant Shareholders and other persons to whom the determination relates.

4.19 Enquiries

Any questions concerning the Offer should be directed to Justyn Stedwell, Company Secretary on (+61 3) 8395 5446.

5. Actions required from the Eligible Shareholders

5.1 What Shareholders May Do

The number of New Shares to which you are entitled is shown on your personalised Entitlement and Acceptance Form. Shareholders, who are not Eligible Shareholders, will not receive an Entitlement and Acceptance Form. Before taking any action in relation to the Offer, you should read this Offer Document in its entirety, and seek professional advice from your personal adviser.

You may:

- take up all of your Entitlement;
- take up all of your Entitlement and apply for Shortfall Shares in excess of your Entitlement;
- sell or transfer part or all of your Entitlement on the ASX during the Entitlement trading period from 27 May 2021 and ending on 7 June 2021 and allow the balance to lapse, in which case you will receive no value for those lapsed Entitlements;
- take up part of your Entitlement and allow the balance of your Entitlement to lapse, in which case you will receive no value for those lapsed Entitlements; or
- allow all of your Entitlement to lapse in which case you will receive no value for those lapsed Entitlements.

If you have more than one holding of Shares, you will be sent more than one Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. A separate Entitlement and Acceptance Form and payment of Application Monies must be completed for each separate Entitlement you hold.

5.2 If you do not wish to accept any of your Entitlement

If you do not wish to accept, nor sell, any of your Entitlement, you are not obliged to do anything. In that case, New Shares not accepted by 5pm (AEST) on the Closing Date will become Shortfall Shares and you will receive no benefit. Additionally, your Shareholding in the Company may also be reduced or diluted as a consequence.

5.3 How to take up some or all of your Entitlement (with or without application of Shortfall Shares)

If you wish to take up some or all of your Entitlement (with or without application for Shortfall Shares), you should apply in accordance with either of the following methods:

Paper Application	<p>(a) You should complete the Entitlement and Acceptance Form (for all of the New Shares offered to you or such lesser number you wish to accept), pay for the New Shares by cheque, money order or bank draft, in accordance with the instructions set out on the form.</p> <p>(b) Should you wish to accept all of your Entitlement and apply for Shortfall Shares, then you should also specify the number of Shortfall Shares you wish to apply for and pay for those Shortfall Shares, by cheque, money order or bank draft, in accordance with the instructions set out on the form.</p> <p>You should note that the allocation of the Shortfall Shares is at the Company's absolute discretion (in consultation with the Lead Manager). Accordingly, your application for additional Shortfall Shares may be scaled back or rejected by the Directors in their absolute</p>
--------------------------	---

	<p>discretion. The Company's decision on the number of Shortfall Shares to be allocated to you will be final.</p> <p>(c) All completed Entitlement and Acceptance Forms and Application Monies must be received by 5pm (AEST) on the Closing Date, at the following address:</p> <p style="text-align: center;">Automic Registry Services GPO Box 5193 Sydney NSW 2001</p> <p>(d) An Eligible Shareholder may pay the Application Monies by cheque, money order or bank draft. All cheques must be in Australian currency and made payable to "Tymlez Group Limited" and crossed "Not Negotiable".</p> <p>(e) Do not send cash. Cash payments for any Application Monies will not be accepted at the Company's registered or corporate office or at offices of the Share Registry.</p> <p>(f) Receipts for payment will not be forwarded to Shareholders who subscribe for New Shares or Shortfall Shares (as applicable).</p> <p>(g) Your completed Entitlement and Acceptance Form, once sent to the Company, cannot be withdrawn.</p>
BPAY®	<p>(a) Alternatively, you may wish to make payment through the BPAY® facility. Payment by BPAY® should be made in accordance with the instructions set out on the Entitlement and Acceptance Form using the reference number shown on the form and must be received by 5.00 pm (AEST) on the Closing Date. The reference number is used to identify your holding. If you have multiple holdings you will also have multiple reference numbers. You must use the reference number shown on each Entitlement and Acceptance Form to pay for each holding separately.</p> <p style="text-align: center;">If you make your payment by BPAY® you do not need to lodge the Entitlement and Acceptance Form.</p> <p>(b) Your BPAY® payment cannot be withdrawn.</p> <p>(c) If you take up only some of your Entitlement, the balance will lapse. In that case, New Shares not taken up by 5pm (AEST) on the Closing Date will become Shortfall Shares and you will receive no benefit for those New Shares not taken up.</p>

5.4 If you wish to sell part or all of your Entitlement on the ASX

Shareholders who do not wish to take up part or all of their Entitlement may be able to sell their Entitlements on the ASX and recoup some value or payment. If you wish to do so, you will need to provide instructions to your stockbroker regarding the Entitlements you wish to sell.

Trading of Entitlements will commence on 27 May 2021 (on a deferred settlement basis) and end on 7 June 2021.

5.5 If you wish to sell or transfer part or all of your Entitlement to another person other than on the ASX

You may elect to transfer part or all of your Entitlement to another person other than on the ASX.

If you are a Shareholder on the issuer sponsored sub-register and you wish to transfer all or proportion of your Entitlements to another person other than on the ASX, forward a completed standard renunciation and transfer form (this can be obtained from the Share Registry) by post at any time after

the issue of this Offer Document and on or before the expiration of the Entitlement trading period at the following address:

**Automic Registry Services
GPO Box 5193
Sydney NSW 2001**

If you wish to transfer all or a proportion of your Entitlement to another person on the Clearing House Electronic Sub-register System (CHES), you must engage your CHES controlling participant (usually your stockbroker). If the transferee wants you to exercise some or all of the Entitlement, you should follow your CHES controlling participant's instructions as to the most appropriate way to take up the Entitlements on their behalf. The requisite Application Monies must be received by the Share Registry in accordance with the methods set out in this **section 5 of this Offer Document**.

5.6 If you wish to do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements

The Entitlement to which you are entitled may be valuable. If you decide not to take up some or all of your Entitlement, the Entitlement not taken up will lapse. If you do not wish to exercise any of your Entitlement, you are not required to do anything. In that case, your Entitlement will lapse without any benefit to you. Additionally, your Shareholding in the Company may also be reduced or diluted as a consequence.

5.7 Acceptance

Receipt of your payment of the Application Monies in accordance with this Offer Document and your Entitlement and Acceptance Form will constitute acceptance in accordance with, and your agreement to, the terms of the Offer, including those set out in this Offer Document. You should note that the Company is not required to issue any New Shares to a person accepting the Offer under this Offer Document unless:

- (a) if you choose not to make payment via the BPAY@facility, the Share Registry receives a completed Entitlement and Acceptance Form and a cheque, money order or bank draft for the full amount due in respect of the New Shares prior to 5pm (AEST) on the Closing Date; and
- (b) either:
 - there are sufficient funds in the account on which the instrument is drawn so that the instrument clears in favour of the Company when it is first presented for payment; or
 - payment is received via the BPAY® facility for the relevant number of New Shares at or prior to 5pm (AEST) on the Closing Date.

By lodging a completed Entitlement and Acceptance Form or payment of the Application Monies, the Applicant is taken to have warranted to and for the benefit of the Company that it is able to participate in the Offer without breaching any applicable law or regulation (including, without limitation, the regulations set out in **section 4.6** of this Offer Document). Each Applicant should seek professional advice before doing so if there is any doubt about this.

If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid acceptance for New Shares. The Directors' (or their delegates') decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

5.8 Enquiries concerning Entitlement and Acceptance Form

If you have any questions on how to complete the Entitlement and Acceptance Form you should contact the Company.

6. Use of Funds Raised and Effect of the Offer on the Company

6.1 Use of funds raised

The purpose of the Offer is to raise up to approximately A\$5,840,737 before costs and expenses of the Offer.

The funds raised by the Company from the Offer are currently intended to be used in accordance with the table below:

Funds¹	A\$	%
Funds raised under the Offer	\$5,840,737	100%
Items of Expenditure	\$	%
Product Development and Research		
Technology and Architecture	\$550,000	9%
Software Developers	\$2,200,000	38%
Program office and testing	\$725,000	12%
Sub-total	\$3,475,000	59%
Marketing and Sales Expansion		
Brand awareness	\$170,000	3%
Events & conferences	\$160,000	3%
Energy industry engagement	\$130,000	2%
Sales and business development executives	\$625,000	11%
Subtotal	\$1,085,000	19%
Working Capital	\$900,000	15%
Cost of the Offer²	\$380,737	7%
Total	\$5,840,737	100%

Note:

1. The above table is a statement of current intentions as at the date of this Offer Document and is based on the assumption that the Entitlements are fully subscribed under this Offer Document and no additional Shares are issued (whether by way of new issuance or as a result of the exercise of any Existing Options) from the date of this Offer Document. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied. If the Entitlements are not fully subscribed under this Offer Document and as a consequence, Company raises less than the maximum amount offered under this Offer then the budgets set out above may be reduced proportionately.
2. This amount includes the Management and Selling Fees payable to the Lead Manager under the Mandate.

6.2 Effect of the Offer on the financial position of the Company

Assuming the Entitlements are fully taken up under the Offer, no additional Shares are issued (whether by way of new issue or conversion of any convertible Securities) prior to the Record Date and no Existing Options are exercised, the principal effect of the Offer will be to:

- (a) increase the cash reserves and issued paid up capital by up to approximately A\$5,840,737 immediately after completion of the Offer prior to deducting the estimated expenses of the Offer; and
- (b) increase the total number of Shares on issue from 292,036,871 up to 876,110,613 following completion of the Offer.

6.3 Effect of Offer on capital structure

6.3.1 Existing Options

As at the date of this Offer Document, the Company has the following Existing Options on issue:

No. of Existing Options issued	Exercise Price	Expiry Date
Existing Listed Options – ASX code TYMO¹		
34,026,575	\$0.065	31 December 2023
Existing Unlisted Options ^{1 and 2}		
2,000,000	\$0.35	11 December 2022
1,560,000	\$0.055	25 August 2023

Notes

1. Refer to **sections 7.2 and 7.3** of this Offer Document for further details of the Existing Options.
2. It is noted that in addition to the Existing Options, the Lead Manager is entitled to receive 3,000,000 Lead Manager Options following completion of the Offer under the Mandate.

The holders of the Existing Options are not entitled to participate in the Offer unless they are Eligible Shareholder as at the Record Date, being 7pm (AEST) on 28 May 2021.

6.3.2 Effect of Offer on capital structure

Assuming no further Shares are issued (whether by way of new issue or conversion of any convertible Securities), no Options are exercised on or after the date of this Offer Document and all Entitlements are fully taken up under the Offer, the effect of the Offer on the capital structure of the Company upon completion of the Offer, will be set out below.

Shares (Note 1)	Number
Shares on issue as at the Record Date	292,036,871
Maximum number of New Shares offered pursuant to the Offer	584,073,742
Total Shares on issue after completion of the Offer	876,110,613

Note:

1. The number may vary due to rounding of Entitlements and may increase as a result of the rounding up of New Shares offered under the Offer.

6.4 Effect of Offer on control of the Company

The potential effect that the issue of the New Shares under the Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors including the level of Eligible Shareholder participation in the Offer and which Eligible Shareholders participate.

No Shareholder will increase their relevant interest in the voting Shares in the Company to above 20% under the Offer.

The potential effect of the Offer on the control of the Company is as follows:

- (a) if all Eligible Shareholders take up all of their Entitlements under the Offer, then the Offer will have no significant effect on the control of the Company; and
- (b) if some Eligible Shareholders do not take up all of their Entitlements under the Offer, then the interests of those Eligible Shareholders will be diluted.

Examples of how the dilution may impact Shareholders who do not take up the Entitlement in full or in part are set out in the table below:

Holder	Holding as at Record date	% at Date	Record	Entitlements under the Offer	Holdings if Offer not taken up	% post Offer
Shareholder 1	12,000,000	4.11%		24,000,000	12,000,000	1.37%
Shareholder 2	4,000,000	1.37%		8,000,000	4,000,000	0.46%
Shareholder 3	1,000,000	0.34%		2,000,000	1,000,000	0.11%

Notes: The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are subsequently placed. In the event all Entitlements are not accepted and some or all of the resulting Shortfall Shares are not subsequently placed, the dilutionary impact for each Shareholder not accepting their Entitlement would be a lesser percentage.

The substantial holders of the Company are listed below in **section 6.5** of this Offer Document. As these holders are eligible to subscribe for the New Shares under the Offer, it may affect their overall percentage shareholding in the Company. The final percentage interests held by Shareholders of the Company is entirely dependent upon the extent to which the Shareholders participate in the Offer issued pursuant to the Offer.

6.5 Details of substantial holders

The table below details those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue as at the date of this Offer Document, and the effect of their shareholding in the Company (assuming no further Shares are issued prior to the Record Date and all Entitlements are taken up in full under the Offer)^{1 & 2}:

Substantial Holder	Shares as at the date of this Offer Document	% Shares as at the date of this Offer Document	Shares if all Entitlements are accepted	% Shares if all Entitlements are accepted
Tyhold 2 B.V., Timeless-Systems GmbH and Mr Michael Reh ⁴	65,404,233	22.40%	196,212,699	22.40%
Tyhold 2 B.V., Fergil B.V. and Mr Reinier van der Drift ³	71,428,665	24.46%	214,285,995	24.46%
Gold Coast Tweed Pet Motels Pty Ltd <Tymlez 1 A/C> and associates ⁵	44,092,199	15.10%	132,276,597	15.10%
10 Bolivianos Pty Ltd and associates ⁶	16,881,179	5.78%	50,643,537	5.78%

Notes:

1. The table assumes that the New Shares offered under this Offer Document are fully subscribed for, no other Shares are, or will be, issued, and no Options are exercised prior to the allotment of the New Shares under the Offer.
2. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are fully subsequently placed. In the event all Entitlements are not accepted and some or all of the resulting

Shortfall Securities are not subsequently placed, the dilutionary impact for each Shareholder not accepting their Entitlement would be a lesser percentage.

3. These Shares and percentage of voting power comprise of 65,404,233 Shares registered in the name of Tyhold 2 B.V. (representing 22.40% of the total voting power) and 6,024,432 Shares registered in the name of Mr Reinier van der Drift (representing 2.06% of the total voting power). Mr Reinier van der Drift is an associate of Tyhold 2 B.V.

It is noted that in addition:

- (a) Fergil B.V. holds 568,192 Existing Listed Options (exercisable at \$0.065 and expiring on 31 December 2023) as at the date of this Offer Document; and
 - (b) Mr Reinier van der Drift has subscribed for, and is to be issued, 136,364 Shares and 68,182 free attaching TYMO listed Options (exercisable at \$0.065 and expiring on 31 December 2023) pursuant to the placement announced on 4 September 2020, subject to the Company obtaining the necessary Shareholder approval as required by the Corporations Act and the ASX Listing Rules.
4. These Shares and percentage of voting power comprise of 65,404,233 Shares registered in the name of Tyhold 2 B.V. (representing 22.40% of the total voting power). Tymless Systems GmbH is the holder of 50% of the issued shares capital of Tyhold 2 B.V
 5. These Shares and percentage of voting power comprise of 37,500,000 Shares registered in the name of Gold Coast Tweed Pet Motels Pty Ltd <Tymlez 1 A/C > (representing 12.84% of the total voting power), 5,299,399 Shares registered in the name of Hamilton Hawkes Pty Ltd <Whitcombe Family A/C > (representing 1.81% of the total voting power) and 1,292,800 Shares registered in the name of Whitcombe Super Investments Pty Ltd <Whitcombe Super Fund A/C > (representing 0.44% of the total voting power). .
 6. These Shares and percentage of voting power comprise of 65,000 Shares registered in the name of Niv Dagan (representing 0.02% of the total voting power), 15,538,683 Shares registered in the name of 10 Bolivianos Pty Ltd (representing 5.32% of the total voting power) and 1,277,497 Shares registered in the name of Freedom Trader Pty Ltd (representing 0.44% of the total voting power). Freedom Trader Pty Ltd is an associate of each of 10 Bolivianos Pty Ltd and Mr Niv Dagan.

In addition:

- (a) 10 Bolivianos Pty Ltd is the registered holder of 1,538,740 Existing Listed Options (exercisable at \$0.065 and expiring on 31 December 2023), and 525,000 Existing Unlisted Options (exercisable at \$0.35 and expiring on 11 December 2022), as at the date of this Offer Document; and
- (b) Freedom Trader Pty Ltd holds 525,000 Existing Unlisted Options (exercisable at \$0.35 and expiring on 11 December 2022) as at the date of this Offer Document; and
- (c) Mr Niv Dagan has subscribed for, and is to be issued, 18,182 Shares and 9,091 free attaching TYMO listed Options (exercisable at \$0.065 and expiring on 31 December 2023) pursuant to the placement announced on 4 September 2020, subject to the Company obtaining the necessary Shareholder approval as required by the Corporations Act and the ASX Listing Rules.

If a substantial holder of the Company does not participate in the Offer in full or in part, their holding will be diluted in the manner detailed in **section 6.4** of this Offer Document.

7. Rights and liabilities attaching to securities

7.1 Rights Attaching to Shares

The following is a summary of the more significant rights attaching to the Shares (being the underlying securities). This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. If Investors require more detailed advice regarding the rights and liabilities of Shareholders, they should seek independent legal advice.

Full details of the rights 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.

(b) General meetings

Each Shareholder is entitled to receive notice of all general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the ASX Listing Rules.

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

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

(c) Voting rights

Subject to any rights or restrictions for the time being attached to Shares, at general meetings 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 will, in respect of each fully paid Share held by that Shareholder, or in respect of which that Shareholder is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares 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).

(d) Dividend rights

Subject to the Corporations Act, the Directors may from time to time declare such dividends as appear to the Directors to be justified by the profits of the Company.

Subject to the rights of persons entitled to securities with special rights as to dividends, all dividends are paid in the proportion that the amounts paid on those Shares bear to the issue price of the Shares.

(e) Winding up

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, 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 the liquidator 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 security holders.

The liquidator may, with the authority of a special resolution of the Company, 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.

(f) **Transfer of Shares**

Generally, Shares 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 or the ASX Listing Rules.

(g) **Variation of rights**

Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of security holders or with the written consent of the majority of security holders in the affected class, vary or abrogate the rights attaching to the securities (including Shares).

(h) **Alteration of Constitution**

The Constitution can only be amended by a special resolution passed by at least 75% of Shareholders present (in person, by proxy, attorney or representative) and voting at the general meeting.

7.2 Rights and liabilities attaching to Existing Listed Options

Each Existing Listed Option entitles its holder to subscribe for one Share on the following terms and conditions:

(a) **Entitlement**

Subject to paragraph (n), each Existing Listed Option entitled the holder to subscribe for one (1) Share upon exercise of the Existing Listed Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Existing Listed Option will be \$0.065 (**Exercise Price**).

(c) **Expiry Date**

Each Existing Listed Option will expire at 5pm (AEDT) on 31 December 2023 (**Expiry Date**). Existing Listed Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Existing Listed Option being exercised in cleared funds (**Exercise Date**).

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

Within 15 Business Days after the Exercise Date, the Company will:

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

If a notice delivered under paragraph (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 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 in exercise of the Existing Listed Options rank equally with the then issued Shares of the Company.

(i) **Quotation of Shares issued on exercise**

If the Company is admitted to the Official List at the relevant time, application will be made by the Company to ASX for Official Quotation of the Shares issued upon the exercise of the Existing Listed Options.

(j) **Reconstruction of capital**

If at any time, the issued capital of the Company is reconstructed, all rights of an Existing Listed Option holder 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 Existing Listed Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Existing Listed Options without exercising the Existing Listed Options. The Company will ensure that holders will be given at least seven business days; notice to allow for the exercise of the Existing Listed Options prior to the record date in relation to any offers of securities made to Shareholders.

(l) **Change in Exercise Price**

The Existing Listed Options do not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Existing Listed Options can be exercised.

(m) **Transferability**

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

(n) **Bonus Issues**

If prior to the Expiry Date, the Company makes a bonus issue of Shares to Shareholders, then the holders of Existing Listed Options, upon the exercise of such Options, would be entitled to have issued to them, in addition to Shares which would otherwise be issued to them upon the exercise of the Existing Listed Options, the Shares which would have been issued under that bonus issue ("**Bonus Shares**") if, on the record date applicable to the Bonus Shares, they had been registered as the holder of the Shares to be issued to them upon exercise of the Options. Such Bonus Shares will be paid by the Company out of profits or reserves in the same manner as was applied in relation to the bonus issue and upon issue will rank equally in all respects with the Bonus Share.

7.3 **Rights and liabilities attaching to Existing Unlisted Options**

Each Existing Unlisted Option entitles its holder to subscribe for one Share on the following terms and conditions:

- (a) Each Existing Unlisted Option gives the Option Holder the right to subscribe for one Share.
- (b) Each Existing Unlisted Option is exercisable at the Exercise Price.
- (c) Each Existing Unlisted Option will expire on the Expiry Date.
- (d) Each Existing Unlisted Option may be exercised at any time before the Expiry Date by notice in writing to the Company accompanied by payment of the applicable Exercise Price for each Existing Unlisted Option.
- (e) Each Existing Unlisted Option will be freely transferable.
- (f) Each Existing Unlisted Option will not be quoted on the Official List.
- (g) Any Shares issued upon the exercise of an Existing Unlisted Option will rank equally in all respects with all other Shares on issue at that time.
- (h) The Company will apply for Official Quotation of all Shares issued upon the exercise of the Existing Unlisted Options, subject to any restriction obligations imposed by ASX.
- (i) There are no participating rights or entitlements inherent in the Existing Unlisted Options and Option Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Existing Options. However, if prior to the Expiry Date, the Company makes a new issue of Shares to the Shareholders the Company will send a notice to each Existing Unlisted Option holder not less than 7 Business Days before the record date relevant to that issue. If an Existing Unlisted Option holder exercise any Options before that record date, the Unlisted Option holder may participate in that issue.
- (j) There is no right to vary the Exercise Price for any Option Holder.
- (k) If there is a reorganisation of the issued capital of the Company on or prior to the Expiry Date, the number of Existing Unlisted Options or the rights attaching to the Existing Unlisted Option or both will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

8. Risk factors

8.1 Introduction

An investment in the Company is not risk free and should be regarded as speculative.

There are specific risks which relate directly to the Company's activities. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares and the underlying Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed and do not take into account the individual circumstances of Shareholders.

The Directors strongly recommend potential Investors to consider the risk factors described below, together with information contained elsewhere in this Offer Document and consult with their professional advisers before deciding whether to apply for Shares under this Offer Document.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

8.2 Specific risks

(a) Commercialisation

While the Company has taken all reasonable due diligence in its business decisions and operations, there is a risk that the Company will not be able to successfully develop and/or commercialise the Tymlez Platform and other intellectual property assets of the Group (collectively, **Tymlez Technology**).

(b) Sufficiency of Funding

At the date of this Offer Document, the Company is not cash flow positive, meaning the Company is reliant on raising funds from investors in order to continue its operations. Although the Directors consider that the Company will, on completion of the Offer, have enough working capital to carry out its stated objectives, there can be no assurance that such objectives can be met without further funding. The Company has limited financial resources and may need to raise additional funds from time to time to finance the complete development and commercialisation of its products and services and meet its other longer term objectives. The Company may never achieve profitability and its ability to raise additional funds will be subject to, among other things, factors beyond the control of the Company and its Directors, including cyclical factors affecting the economy and the share markets generally. The Directors can give no assurance that future funds can be raised by the Company on favourable terms, if at all.

(c) Business Strategy risk

The Company's future growth and financial performance is dependent on its ability to successfully execute its business strategy. This will be impacted by a number of factors, including the Company's ability to:

- deliver, to the satisfaction of its customers, their required software solutions using the Tymlez Platform and/or any other Tymlez Technology;
- retain existing customers, and attract new customers, in the green energy industry through additional marketing activities in existing markets;
- successfully maintain and develop further marketing channels for its service offerings;
- continue to innovate and successfully commercialise new products and/or services offerings, enhancements or functionalities that are appealing to customers; and
- comply with regulatory requirements (if any) applicable to the Tymlez Business.

(d) **Reliance on Tymlez Technology**

The Company's business model depends on the Company's ability to continue to ensure that its customers are satisfied with the Tymlez Technology. There is a risk that the Company fails to maintain the Tymlez Technology adequately, or that updates may introduce errors and performance issues, causing customer satisfaction in the Tymlez Technology to fall. Customer satisfaction may also fall as a result of real or perceived reductions in functionality, product quality, reliability, cost-effectiveness and customer support for the Tymlez Technology, or a failure to accommodate and reflect changes and development in technology and in the commercial, compliance and regulatory environment. Any of these factors may result in reduced usage, loss of customers, damage to the Company's reputation, an inability to attract new customers or potentially claims for compensation.

(e) The Company's future revenue and growth also depends on its ability to develop enhancements and new features and functionalities for the Tymlez Technology so that it continues to meet customer needs, attract new customers and generate additional revenue from increased usage. There is a risk that the development and introduction of new features and functionalities does not result in a successful outcome due to competition or economic and market conditions. The failure to successfully develop new product features and functionalities may materially adversely impact the Company's future operations and financial performance

(f) **Failure to deal with growth**

The Company's business has the potential to grow rapidly. If that occurs and the Company fails to properly manage that growth, then that failure could harm its business. Any failure to meet customer demand properly could adversely affect the business, including demand for the Company's products/services, revenue collection, customer satisfaction and public perception.

(g) **Availability of IT staff in the market**

The Company is reliant upon employees with specialist IT skills in order to develop and maintain its projects. Any shortage of availability of these skills in the IT employment market could impair the development of the Company's products and business and the rate of such development. Such shortage could also cause wage inflation, which may impact on the Company's profitability.

(h) **Infringement of third party intellectual property rights**

If a third party accuses the Group of infringing its intellectual property rights or if a third party commences litigation against the Group for the infringement of patents or other intellectual property rights, the Group may incur significant costs in defending such action, whether or not it ultimately prevails. Typically, patent litigation is expensive. Costs that the Group incurs in defending third party infringement actions would also include diversion of management's and technical personnel's time.

In addition, parties making claims against the Group may be able to obtain injunctive or other equitable relief that could prevent the Group from further developing discoveries or commercialising its products. In the event of a successful claim of infringement against the Group, it may be required to pay damages and obtain one or more licenses from the prevailing third party. If it is not able to obtain these licenses at a reasonable cost, if at all, it could encounter delays in product introductions and loss of substantial resources while it attempts to develop alternative products. Defence of any lawsuit or failure to obtain any of these licenses could prevent the Group from commercialising available products and could cause it to incur substantial expenditure.

(i) **Risk of operating in foreign jurisdictions**

The Group operates across multiple jurisdictions. In particular the Group's main operating subsidiary, Tymlez Holding, is incorporated and domiciled in The Netherlands. Tymlez Holding will therefore be subject to the laws applicable to companies incorporated in The Netherlands and consequently the Company will be subject to the risks of conducting operations in a

foreign jurisdiction. This includes risks relating to difficulty in enforcing contracts in The Netherlands, changes to or uncertainty in the Dutch legal and regulatory regime, including in relation to taxation and foreign investment and practices of Dutch government and regulatory authorities. The Group will also be exposed to such multijurisdictional risks in any existing (e.g. USA) and new territories in which the Group maintains operations from time to time, as well as any other issues in foreign jurisdictions in which the Company may operate.

(j) **Foreign sales**

As at the date of this Prospectus, all of the Group's sales are transacted in foreign currencies, namely in USA dollars (US\$) and Euros (€). Notwithstanding that the Group intends to establish Australian operations following successful completion of the Offer, it is envisaged that a majority of the Group's sales will be international sales. Therefore the Group will be subject to a number of risks inherent in selling and operating abroad which could adversely affect the Group's ability to increase or maintain foreign sales. These include, but are not limited to, risks regarding:

- currency exchange rate fluctuations;
- local and international economic and political conditions;
- disruptions of capital and trading markets;
- accounts receivable collection and longer payment cycles;
- difficulties in staffing and managing foreign operations;
- potential hostilities and changes in diplomatic and trade relationships;
- restrictive governmental actions (such as restrictions on the transfer or repatriation of funds and trade protection measures, including export duties and quotas and customs duties and tariffs);
- changes in legal or regulatory requirements;
- the laws and policies of Australia and other countries affecting trade, foreign investment and loans, and import or export licensing requirements; and
- tax laws.

Changes in circumstances or market conditions resulting from these risks may restrict the Company or its subsidiaries' ability to operate in an affected region and/or adversely affect the profitability of the Company or its subsidiaries' operations in that region.

(k) **Unforeseen expenditure risk**

Expenditure may need to be incurred that has not been taken into account. Although the Company is not aware of any such additional expenditure requirements. If such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company and its business.

(l) **Dilution risk**

The capital structure of the Company will be impacted by the number of Securities issued pursuant to the Offer. Shareholders' respective holding of Shares will also be diluted to the extent that the Company undertakes further capital raising activities and issues securities in the Company under such capital raisings.

Following completion of the Offer, the Company is anticipated to have 34,026,575 Existing Listed Options, 3,560,000 Existing Unlisted Options and 3,000,000 Lead Manager Options on issue which, if expected in accordance with the terms of issue of these Existing Options, will result in the use of up to additional 40,586,575 Shares. Thus the issuance of additional Shares

on the exercise of Existing Options (assuming Shareholder approval to their issuance are obtained) will further dilute the Shares

(m) **Contractual Risk**

The Company has contractual obligations and rights with respect to a number of agreements it is a party to. These agreements may include provisions which allow for termination (for convenience or otherwise). Additionally, no assurance can be given that all agreements (including the MOU and/or the Consortium Agreement) will be fully performed by all contracting parties and that the Company will be successful in securing compliance with the terms of each agreement by the relevant third party. If a contracting party were to breach a material agreement or terminate a material agreement, this could have an adverse impact on the Company's business, operations and financial performance.

(n) **Security breach and data privacy**

A malicious attack on the Company's systems, processes or people from external or internal sources could put the integrity and privacy of customers' data and business systems used by the Company at risk. The impact of loss or leakage of customer or business data could include costs for rebates, potential service disruption, litigation, and brand damage resulting in reduced or failing revenues.

Although the Company has strategies and protections in place to try and minimise security breaches and to protect data, these strategies might not be successful.

(o) **Regulation**

Any increased regulation in data protection, privacy, information, security and intellectual property rights may increase the cost of providing services or the quality of services provided by the Company which may adversely impact the profitability of the Company.

8.3 General risks

(a) **Economic risks and market conditions**

Factors, such as, but not limited to, world economic conditions, political instability, stock market trends, interest rates, exchange rates, inflation levels, commodity prices, industrial disruption, environmental impacts, international competition, taxation changes and legislative or regulatory changes may all have an adverse impact on our revenues, operating costs, profit margins and Share price. These factors are beyond the control of the Company and the Company cannot predict how they will impact its business.

(b) **Additional requirements for capital**

Further funds will be required for the Group to complete its current programs and achieve its current objectives. Until the Group develops or acquires an income producing asset, it will be dependent on its cash resources and the ability of the Group to obtain future equity or debt funding to support clinical trials and product developments.

Additional equity financing may be dilutive to Shareholdings and debt financing, if available, may involve restrictions on financing and operating activities. There are no assurances that additional financing will be available on terms acceptable to us, or at all.

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 projects.

(c) **Implications of Chapter 6 of the Corporations Act**

Shareholders may be prevented from acquiring Shares under this Offer Document where to do so would contravene the takeovers prohibition in section 606 of the Corporations Act. Section 606 prohibits a person from acquiring a "relevant interest" (as defined in the Corporations Act) in issued voting shares in a listed company if, because of the transaction, that person's or someone else's voting power in the listed company increases from 20% or

below to more than 20% or from a starting point that is above 20% and below 90%, unless an exception applies. There are various exceptions to the general prohibition. However, there is no guarantee that an exception would be available in the relevant circumstances and, even if an exception was potentially available, there is a risk that the exception could not be relied upon without significant cost or delay.

(d) **Force Majeure Risk**

Force majeure events, such as riot, war, invasion, act of foreign enemies, hostilities (whether war be declared or not), act of terrorism, infectious disease outbreaks, requisition or compulsory acquisition by any governmental or competent authority, earthquakes, flood, fire or other physical natural disasters and strikes or industrial disputes at a national level, may adversely affect the operations of the Company.

(e) **COVID-19 outbreak**

Without limiting paragraph (d), the outbreak of coronavirus (COVID-19) ("**COVID-19**") is impacting global economic and securities markets. The nature and extent of the effect of the outbreak on the performance of the Company and its Subsidiaries remains unknown. 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 Group's operations 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 its business and financial performance. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain. The Company is therefore subject to global economic, market and business risks with respect to COVID-19.

In compliance with its continuous disclosure obligations, the Company will continue to update the market regarding the impact of the COVID-19 on its financial performance and adverse impact on the Company and its subsidiaries and the operation of the Company's business.

(f) **Acquisitions**

As part of its business strategy, the Company may make acquisitions of, or significant investments in, companies, technologies and/or products that are complementary to the Company's business or otherwise in line with its business strategy. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving the sales and margins anticipated and retaining key staff and customer and supplier relationships.

(g) Additionally, any such future transactions may require ASX and/or any other regulatory approvals (**Required Approvals**) and may also be subject to the compliance with regulatory requirements. Any Required Approvals may be granted with or without conditions. There is no guarantee that all Required Approvals will be given. **Litigation, claims and disputes**

While the members of the Group are currently not subject to litigation and other claims and disputes in the course of its business, including contractual disputes, employment disputes, occupational and personal claims (**Claims**), there is no guarantee or assurance that such Claims may not arise after the date of this Offer Document.

It is noted that if the Company or any of its Subsidiaries becomes subject to any Claims, any such Claims, including the costs of settling such Claims, could materially adversely affect the Company's business, operations, financial performance and reputation.

(h) **Returns not guaranteed**

There is no guarantee of any income distribution or capital return on the Shares nor is there a guarantee of repayment of capital amounts. Shareholders will not be entitled to any guaranteed distributions of profits or capital.

(i) **Taxation**

Given that the Group will consist of foreign subsidiaries, the Group will be subject to various forms of taxation including but not limited to PAYG, GST and resident and non-resident withholding tax. Any increase, change in the application, or introduction of a new tax in Australia and/or internationally could materially affect the performance and financial position of the Company.

9. Additional information

9.1 Continuous disclosure obligations

The Company is listed on the ASX and its Shares are quoted on the ASX under the code: TYM.

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, which require it to disclose to ASX any information of which it is or becomes aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of the Company's Securities.

This Offer Document is issued pursuant to section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) without disclosure to investors under Part 6D.2 of the Corporations Act.

This Offer Document 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 or other disclosure document that is required to satisfy the Corporations Act. 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 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 three months before the issue of this Offer Document 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.

9.2 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 this Offer Document and the respective dates of those sales were:

Highest	\$0.051	15 February 2021
Lowest	\$0.02	30 April 2021
Last	\$0.026	14 May 2021

9.3 Interests of Directors

The interests of the Directors hold, either directly or through their controlled entities, in the Securities of the Company as at the date of this Offer Document are as follows:

Director	Shares	Entitlement pursuant to this Offer (New Shares)
Wayne Clay ¹	0	0
Tim Ebbeck ²	45,500 ²	91,000
Jitze Jongsma ³	5,456,250	10,912,500
Daniel O'Halloran ⁴	11,300,321	22,600,642
Total	16,802,071	33,604,142

Note: The table assumes that the Entitlements under this Offer Documents are fully subscribed.

1. Wayne Clay does not currently hold any relevant interest in any securities in the Company. His related party (Rebecca Mary Clay as trustee for VPA2 Discretionary Trust) is entitled to receive up to 6,500,000 TYMO listed Options, subject to achievement of performance milestones to be confirmed by the Board and subject to the Company obtaining the necessary Shareholder approval as required by the Corporations Act and the ASX Listing Rules. As at the date of this Offer Document, the performance milestones have not yet been confirmed.
2. These Shares are registered to Ebbeck Holdings Pty Ltd as trustee for Ebbeck Superannuation Fund, which is currently controlled by and beneficially owned by Tim Ebbeck.
3. In addition, Jitze Jongsma has subscribed for, and is to be issued, 136,364 Shares and 68,182 free attaching TYMO listed Options (exercisable at \$0.065 and expiring 31 December 2023) pursuant to the placement announced on 4 September 2020, subject to the Company obtaining the necessary Shareholder approval as required by the Corporations Act and the ASX Listing Rules.
4. In addition, Daniel O'Halloran currently holds 1,136,363 Existing Listed Options (exercisable at \$0.065 and expiring 31 December 2023). Pursuant to his non-executive director service agreement, Daniel is to be issued a total of 2,000,000 Shares in the Company at \$0.009 per share in lieu of 6 months of salary, subject to the Company obtaining the necessary Shareholder approval as required by the Corporations Act and the ASX Listing Rules and Daniel's continued employment with the Company. Additionally, Daniel:
 - (i) is to be issued 615,000 Shares at \$0.065 per share, pursuant to his CEO appointment agreement with the Company; and
 - (ii) has subscribed for, and is to be issued, 250,000 Shares and 125,000 free attaching TYMO listed Options (exercisable at \$0.065 and expiring 31 December 2023), pursuant to the placement announced on 4 September 2020, subject to the Company obtaining the necessary Shareholder approval as required by the Corporations Act and the ASX Listing Rules.

All Directors have advised that they intend to take up part or all of their respective Entitlements.

9.4 Financial forecasts

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

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

The Company currently operates an electronic issuer-sponsored register and an electronic CHES sub-register. The two sub-registers together will comprise the Company's register of Shares.

The Company will not issue certificates. Investors who are allotted Shares under this Offer Document will be provided with a transaction confirmation statement which sets out the number of New Shares allotted to them. Investors who elect to hold Shares on the issuer-sponsored sub-register will be provided with a holding statement (similar to a bank account statement) which sets out the number of Shares allotted to the Shareholder under this Offer Document. For investors who elect to hold their Shares on the CHES sub-register, the Company will issue an advice that sets out the number of the Shares allotted to the Investor under this Offer Document. At the end of the month of allotment, CHES, acting on behalf of the Company, will provide those Shareholders with a holding statement that confirms the number of Shares held and any transactions during that month.

A holding statement (whether issued by CHES or the Company) will also provide details of the applicable Holder Identification Number in case of a holding on the CHES sub-register or Reference Number in case of a holding on the issuer-sponsored sub-register. Following distribution of these initial holding statements, a holding statement will also be provided to each Shareholder at the end of any subsequent month during which the balance of that Shareholder's holding of securities in the Company changes.

A Shareholder may request a holding statement at any other time. However, a charge may be imposed by the Share Registry for additional statements.

9.6 Privacy Act

If you complete an application for Shares, you will be providing personal information to the Company (directly or by the Share Registry). The Company collects and holds, and will use, that information to assess your application, service your needs as a holder of equity Securities in the Company, facilitate distribution payments and corporate communications to you as a Shareholder, and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, 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. Please contact the Company or the Share Registry if you wish to do so at the relevant contact numbers set out in this Offer Document.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth), 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.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process the Application.

9.7 Taxation

Shareholders should consult their own professional taxation advisers to obtain advice in relation to the taxation laws and regulations applicable to their personal circumstances. The Company cannot, and does not, offer any advice to Shareholders relating to taxation implications.

9.8 Alteration of Terms or Withdrawal of the Offer

The Company reserves the right, at its discretion, to vary, suspend or withdraw the Offer at any time, subject to the Corporations Act, the ASX Listing Rules, and any other law or regulation to which the Company is subject. Any variation, suspension or cancellation does not give rise to any liability on the part of, or any action against, the Company or any Director and will be binding on all Shareholders.

9.9 Governing Law

The Offer and the contracts arising due to acceptance by Shareholders of the Offer are governed by the law in force in Victoria, Australia.

9.10 Consents

- (a) Moray & Agnew (as solicitors to the Company in connection with the Offer) have provided, and have not withdrawn, their consents to be named in this Offer Document.
- (b) Sequoia Corporate Finance Pty Ltd ACN 602 219 072 (as lead manager of the Company in connection with the Offer) have provided, and have not withdrawn, their consents to be named in this Offer Document.
- (c) Neither Moray & Agnew nor the Lead Manager takes responsibility for, and make any statements, representations or undertakings in, this Offer Document.

9.11 Corporate directory

Directors

Wayne Clay
Non-Executive Director

Tim Ebbeck
Non-Executive Director

Jitze Jongsma
Executive Director

Daniel O'Halloran
Executive Director

Company Secretary

Justyn Stedwell

Legal adviser to the Company

Moray and Agnew Lawyers
Level 6,
505 Little Collins Street,
MELBOURNE VIC 3000

Share Registry*

Automatic Registry Services
Level 5, 126 Phillip Street
SYDNEY NSW 2000

Telephone: +61 2 9698 5414

Registered Office

Suite 103, Level 1, 2 Queen Street,
Melbourne VIC 3000

Telephone: +61 3 8395 5446
Facsimile: +61 3 8678 1747
Website: www.tymlez.com

Auditor*

HLB Mann Judd (Vic) Partnership
Level 9, 575 Bourke Street,
Melbourne VIC 3000, Australia

Lead Manager

Sequoia Corporate Finance Pty Ltd ACN
602 219 072
Level 7, 7 Macquarie Place
Sydney NSW 2000

ASX Code

Shares - TYM

Existing Listed Options - TYMO

**This entity is included for information purposes only. It has not been involved in the preparation of this Offer Document.*

10. Definitions

\$ or A\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time.

AEST means Australian Eastern Standard Time.

Applicant means an Eligible Shareholder who applies for New Shares pursuant to the Offer (and, where applicable, Shortfall Offer).

Application Monies means monies received by the Company from Applicants with respect to the New Shares applied for, in accordance with the Entitlement and Acceptance Form.

Application means an application for New Shares pursuant to the Offer or Shortfall Offer (as the case may be) in accordance with this Offer Document.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

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

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

Business Day means a day that is not a Saturday, Sunday or a public holiday in Melbourne in the State of Victoria, Australia.

Closing Date means 15 June 2021, unless otherwise varied by the Directors.

Company means Tymlez Group Limited ACN 622 817 421.

Consortium Agreement means the consortium agreement with leading Dutch Enterprises and Institutions to develop an 'Internet of Energy' solution, as announced to the market on 15 February 2021.

Constitution means the constitution of the Company as at the date of this Offer Document.

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

Directors means the directors of the Company as at the date of this Offer Document.

Eligible Investors means sophisticated and professional investors, and any other investors to whom Securities may be offered without a disclosure document under the Corporations Act, that are arranged by the Lead Manager to subscribe for Shortfall Shares subsequent to the Closing Date, and an **Eligible Investor** means any of the Eligible Investors.

Eligible Shareholder means a Shareholder who is registered on the Company's register of members as at the Record Date and who otherwise satisfies the conditions set out in **Section 4.5.1** of the Offer Document.

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

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

Exempt Investor means any person or entity to whom offer of Securities may be made in Singapore, without a prospectus or investment statement, under Subdivision (4) Division 1, Part XIII of the

Securities and Futures Act, Chapter 289 of Singapore (the “SFA”), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

Exercise Date means, in relation to an Existing Option, the last day of the exercise of the Existing Option, as detailed in **sections 4.5.3 and 6.3** of the Offer Document.

Exercise Price means, in relation to an Existing Option, the exercise price that must be paid by the Option Holder to exercise the Existing Option, as detailed in **sections 4.5.3 and 6.3** of the Offer Document.

Existing Listed Options means the Options that are quoted on the Official List under the ASX Code “TYMO”, as detailed in **sections 4.5.3 and 6.3** of the Offer Document.

Existing Options means each the Existing Unlisted Options and the Existing Listed Options.

Existing Unlisted Options means 3,560,000 unlisted Options to subscribe for Shares currently on issue as at the date of this Offer Document, as detailed in **sections 4.5.3 and 6.3** of this Offer Document.

Group means the Company and its Subsidiaries from time to time and includes Tymlez Holding, Tymlez GmbH, Tymlez Properties B.V, Tymlez Inc and Tymlez Pty Ltd.

Issue Price means A\$0.01 per Share.

Lead Manager means Sequoia Corporate Finance Pty Ltd ACN 602 219 072 (Corporate Authorised Representative No 469074 of Sequoia Wealth Management Pty Limited, ACN 002 314 310, AFSL No. 472387).

Lead Manager Options has the meaning given to that term in **section 4.8** of this Offer Document.

Mandate means the mandate issued by the Lead Manager to the Company on 2 February 2021 and accepted by the Company on or around the same date.

Management and Selling Fees has the meaning given to that term in **section 4.8** of this Offer Document.

MOU means the memorandum of understanding entered into between the Company and TGOOD on 2 November 2020, and the letter of intent signed by the Company and Tyalgum Energy on 14 July 2020.

New Shares means the Shares offered under this Offer Document, as detailed in Section 4.1 of this Offer Document.

Offer means the renounceable pro-rata entitlement issue of 2 New Shares for every 1 Share held by the Eligible Shareholders at the Issue Price, to be undertaken by the Company on the terms of this Offer Document.

Offer Document means this offer document.

Official List means the list of securities permitted to Official Quotation.

Official Quotation means official quotation on ASX.

Opening Date means 2 June 2021 (unless extended).

Option means an option to acquire a Share in the Company.

Option Holder means a holder of an Option.

Qualified Investor has the meaning given to that term in Article 2(e) of the *Regulation (EU) 2017/1129 of the European Parliament and of the Council of the European Union*, as amended and implemented in member states of the European Economic Area.

Record Date means 7pm (AEST) on 28 May 2021.

Related Party has the meaning given to that term in the Corporations Act.

Related Entity has the meaning given to that term in the Corporations Act.

Securities has the meaning given to it under section 92 of the Corporations Act.

SFA means Securities and Futures Act, Chapter 289 of Singapore.

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

Share Registry means Automic Pty Ltd (trading as Automic).

Shareholder means a holder of a Share.

Shortfall means the number of New Shares for which valid Entitlement and Acceptance Forms have not been received by 5pm (AEST) on the Closing Date.

Shortfall Offer means the offer of Shortfall Shares on the terms and conditions set out in **section 4.7** of this Offer Document.

Shortfall Shares means those New Shares for which valid Entitlement and Acceptance Forms have not been received by 5pm (AEST) on the Closing Date.

Tymlez Business means the software development business which provides businesses with a scalable blockchain software solution platform that enables them to develop, deploy and manage distributed blockchain applications in their business and organisations.

Tymlez Holding means Tymlez Holding B.V, being a company incorporated in the Netherlands.

Tymlez Platform means the Company's blockchain solution platform, which is a customisable interface supported by blockchain technology, from which individual applications can be developed.

US Person has the meaning given that term in the US Securities Act.

US Securities Act means the Securities Act 1933 of the United States.

VWAP means volume weighted average market price as defined in Chapter 19 of the ASX Listing Rules.