

13 October 2023

Non-Renounceable Entitlement Offer to Raise \$1.7m

One Click Group Limited ACN 616 062 072 (**ASX: ICG**) (**the Company**) is pleased to announce that it is undertaking a pro rata non-renounceable entitlement offer of one (1) fully paid ordinary share in the capital of the Company (**Share**) for every six (6) Shares held by eligible shareholders on 19 October 2023 (**Record Date**) at an issue price of \$0.015 per Share to raise up to approximately \$1,716,782 (before costs). Participants will also receive one (1) free attaching option for every two (2) Shares subscribed for and issued (exercisable at \$0.03 on or before that date which is three (3) years from the date of issue (**New Options**)) (**Entitlement Offer**).

The Entitlement Offer follows the Company's recently announced highlights, including:

- continued outstanding business growth in the 2023 financial year (calendar year) with revenue reaching \$3.5 million⁽¹⁾ in 2023 YTD (up 120% already on CY2022 of \$1.6m) on its fast-growing fintech platforms;
- registered user numbers continuing to grow rapidly, having now surpassed 115,000; and
- One Click's Average Revenue Per User (ARPU) increasing to \$32⁽²⁾ (CY2022 \$25).

The Company intends to use the funds raised under the Entitlement Offer as set out in the table below, with the key drivers to the raise being to continue to rapidly grow the business and aim to increase ARPU through bringing new financial services to market on the One Click Life platform.

Indicative use of proceeds of Entitlement Offer

The Company proposes to use the proceeds of the Entitlement Offer as follows:

Item	Proceeds of the Entitlement Offer	Full Subscription (\$) ¹	%
1.	Product development	430,000	25.05
2.	Marketing	700,000	40.77
3.	Corporate/administration ²	80,000	4.66
4.	Working Capital	319,189	18.59
5.	Expenses of the Entitlement Offer	187,593	10.93
	Total	1,716,782	100

Notes:

1. Assuming the Full Subscription of \$1,716,782 is achieved under the Entitlement Offer. Where less than the Full Subscription is raised, spend on marketing, product development, expenses of the offer and

(1) 2023 revenue is unaudited.

(2) ARPU is based on a rolling 12 months' revenue / registered user numbers to 30 September 2023. 2023 revenue to 30 September 2023 is unaudited revenue to 30 September 2023 is unaudited

working capital will be reduced accordingly.

2. Administration costs include the general costs associated with the management and operation of the Company's business including administration expenses, management salaries, directors' fees and salaries, rent and other associated costs.

The above expenditure budget is indicative only and may change according to circumstances prevailing at the time.

Summary of the Entitlement Offer

1. The Entitlement Offer comprises one (1) new Share for every six (6) existing Shares held by existing eligible shareholders on the Record Date (19 October 2023) at \$0.015 per Share together with one (1) free attaching New Option for every two (2) Shares subscribed for and issued.
2. Eligible shareholders will comprise those shareholders with a registered address in Australia or New Zealand.
3. Canaccord Genuity (Australia) Limited (ACN 075 071 466) (AFSL 234666) (**Canaccord**) is acting as Lead Manager to the Entitlement Offer. Canaccord has received firm commitments to underwrite the Entitlement Offer up to \$1,000,000, with an underwriting agreement expected to be entered into today. Further details will be announced once finalised, along with the Prospectus.
4. Any fractional entitlements arising from the Entitlement Offer will be rounded up to the nearest whole number.
5. Shares issued under the Entitlement Offer will rank equally with existing Shares on issue on the Record Date. The Company will make application for official quotation of the new Shares proposed to be issued under the Entitlement Offer. Share entitlements are non-renounceable and will not be tradeable on the ASX or otherwise transferable.
6. Up to approximately 114,452,144 Shares and 57,226,072 New Options will be issued pursuant to the Entitlement Offer. The New Options are proposed to be quoted on the ASX, subject to ASX granting official quotation, and each exercisable into one Share at an exercise price of \$0.03 until the expiry date of three years from the first date of issue. Shareholders who do not take up all or any part of their entitlement will not receive any payment or value in respect of the entitlement not taken up and their equity interest in the Company will be diluted.
7. Eligible Shareholders who wish to subscribe for Securities above their Entitlement are invited to apply for Shortfall Securities under the Shortfall Offer. Allocation of the Shortfall Shares will be at the discretion of the Board. There is no guarantee that Eligible Shareholders will receive Securities applied for under the Shortfall Offer.

Timetable

Further details of the Entitlement Offer, including details on how to accept and key risks of the Entitlement Offer will be set out in a prospectus which is expected to be released to the ASX today ("Prospectus"). Instructions for how to access the Prospectus and personalised Entitlement and Acceptance Form (**Application Form**) online will be dispatched to shareholders on 24 October 2023. Outlined below is a timetable of relevant events and dates relating to the Entitlement Offer. These events and dates are indicative only and subject to change. Subject to the ASX Listing Rules, the Corporations Act and other applicable laws, the Company's Board reserves the right to modify all dates, including the Entitlement Offer closing date.

Event	Date
Lodgement of Prospectus with the ASIC	13 October 2023
Lodgement of Prospectus and Appendix 3B with ASX	13 October 2023
Ex date	18 October 2023
Record Date for determining Entitlements	5:00pm (WST) 19 October 2023
Entitlement Offer opening date, Prospectus made available to Shareholders and Company announces this has been completed	24 October 2023
Last day to extend the Closing Date	7 November 2023
Closing Date as at 5:00pm (WST)*	10 November 2023
Securities quoted on a deferred settlement basis	13 November 2023
ASX notified of any under subscriptions	14 November 2023
Issue date and lodgement of Appendix 2A with ASX applying for quotation of the Securities	17 November 2023
Quotation of Securities issued under the Entitlement Offer**	20 November 2023

Application for new Shares and New Options under the Entitlement Offer may only be made by completing the Application Form which accompanies the Prospectus. Shareholders eligible to participate in the Entitlement Offer should read the Prospectus carefully and consult professional advisers as necessary.

Authorised for release by the Board of Directors.

Enquiries

Any enquiries regarding the Entitlement Offer should be directed to:

Emily Spano
Company Secretary
+61 8 9389 3160
emily@azc.com.au

This release does not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States or in any other jurisdiction in which such an offer or sale would be illegal. This release may not be distributed or released in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the securities referred to in this release in any jurisdiction outside Australia. In particular, the New Shares and New Options to be offered in the Entitlement Offer have not been, and none of them will be, registered under the U.S. Securities Act of 1933 (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares and New Options may not be offered, directly or indirectly, to, any person in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.

For personal use only