

SPACETALK LTD
ACN 091 351 530
SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 16 September 2024 (**Original Prospectus**) issued by Spacetalk Ltd (ACN 091 351 530) (**Company**).

This Supplementary Prospectus is dated 23 September 2024 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The ASIC, the ASX and their respective officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Original Prospectus and the Original Prospectus and Supplementary Prospectus are together referred to as the **Prospectus**. Other than as set out below, all details in relation to the Original Prospectus remain unchanged. Terms and abbreviations defined in the Original Prospectus have the same meaning in this Supplementary Prospectus other than as changed in this Supplementary Prospectus. If there is a conflict between the Original Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Original Prospectus in hard copy or as an electronic copy and may be accessed on the Company's website at www.investorhub.spacetalk.co/welcome.

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

The Directors believe that the changes in this Supplementary Prospectus are not materially adverse from the point of view of an investor. Accordingly, no action needs to be taken if you have already subscribed for new Securities under the Original Prospectus.

1. BACKGROUND

This Prospectus contains an offer of 25,416,667 Shares at an issue price of \$0.024 per Share (together with 1 Attaching Option for every 2 Shares subscribed for and issued) to professional, sophisticated and institutional investors to raise approximately \$610,000, with an ability to offer oversubscriptions for up to an additional 41,524,534 Shares at an issue price of \$0.024 per Share (together with 1 Attaching Option for every 2 Shares subscribed for and issued) to raise up to approximately an additional \$996,589. At the date of lodgement of the Original Prospectus, the issue of Attaching Options under the Placement Offer was subject to receipt of Shareholder approval.

The purpose of this Supplementary Prospectus is to update the terms of the Placement Offer such that the Attaching Options under the Placement Offer will no longer be subject to Shareholder approval and will instead be issued pursuant to the Company's available placement capacity under ASX Listing Rule 7.1. It is anticipated that the Attaching Options under the Placement Offer will be issued on 24 September 2024.

This Supplementary Prospectus is intended to be read with the Prospectus dated 16 September 2024 issued by Spacetalk Ltd (ACN 091 351 530).

For personal use only

The amendments to the Prospectus outlined in section 2 below should be read in conjunction with the Prospectus.

2. AMENDMENTS TO THE PROSPECTUS

2.1 Cover page

The front page of the Prospectus is amended by deleting the third paragraph and inserting the following:

*This Prospectus also contains an offer of 25,416,667 Shares at an issue price of \$0.024 per Share (together with 1 Attaching Option for every 2 Shares subscribed for and issued) to professional, sophisticated and institutional investors to raise approximately \$610,000, with an ability to offer oversubscriptions for up to an additional 41,524,534 Shares at an issue price of \$0.024 per Share (together with 1 Attaching Option for every 2 Shares subscribed for and issued) to raise up to approximately an additional \$996,589 (**Placement Offer**). The Attaching Options under the Placement Offer will be issued on pursuant to the Company's available placement capacity under ASX Listing Rule 7.1.*

2.2 Section 1.2 of the Prospectus is deleted and replaced with the following:

The Company is intending to conduct a placement and an accelerated non-renounceable entitlement offer in order to raise up to approximately \$4,196,766 (before costs and assuming all Entitlements are accepted and the Placement is fully subscribed).

The funds raised from the Offers are intended to be applied towards the purchase of inventory, costs associated with growth marketing and data, product development, specifically the Adventurer 2, the Company's app and platform and seniors watch, and costs of the Offers.

*The Company is seeking to raise approximately \$610,000 (before costs) by way of a placement to institutional investors (**Placement**) through the issue of 25,416,667 Shares (**Placement Shares**) at an issue price of \$0.024 per Placement Share together with 1 Attaching Option for every 2 Placement Shares subscribed for and issued. The Company may accept oversubscriptions under the Placement for up to an additional 41,524,534 Placement Shares at an issue price of \$0.024 per Placement Share together with 1 Attaching Option for every 2 Placement Shares subscribed for and issued to raise up to approximately an additional \$996,589. The Attaching Options under the Placement will be issued on pursuant to the Company's available placement capacity under ASX Listing Rule 7.1.*

*In addition, the Company is conducting an accelerated non-renounceable entitlement offer (**Entitlement Offer**) to raise up to approximately \$2,590,177 (before costs) through the issue of up to approximately 107,924,045 Shares at an issue price of \$0.024 per Share, on the basis of 1 Share for every 4.42 Shares held by Eligible Shareholders as at the Record Date, together with 1 Attaching Option for every 2 Shares subscribed for and issued.*

The Entitlement Offer has two components:

- (a) an accelerated offer to Eligible Institutional Shareholders, expected to comprise the issue of approximately 33,526,454 Shares to raise up to approximately \$804,635; and
- (b) an offer to Eligible Retail Shareholders, expected to comprise the issue of approximately 74,397,591 Shares to raise up to approximately \$1,785,542.

Further details in respect of the Placement and the Entitlement Offer are set out in Section 2.

2.3 Section 2.7 of the Prospectus is deleted and replaced with the following:

The Prospectus also contains an offer of up to 25,416,667 Shares at an issue price of \$0.024 per Share, together with 1 Attaching Option for every 2 Shares subscribed for and issued to professional, sophisticated and institutional investors to raise approximately \$610,000, with an ability to offer oversubscriptions for up to an additional 41,524,534 Shares at an issue price of \$0.024 per Share (together with 1 Attaching Option for every 2 Shares subscribed for and issued) to raise up to approximately an additional \$996,589 (**Placement Offer**).

The Placement Offer will only be made available to professional, sophisticated and institutional investors identified by the Company or the Underwriter (**Placement Participants**) and personalised Application Forms will be sent to these parties.

The Shares offered under the Placement Offer will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.1 for further information regarding the rights and liabilities attaching to Shares.

The Attaching Options offered under the Placement Offer will be issued on the terms and conditions set out in Section 4.2 of this Prospectus. All Shares issued on conversion of the Attaching Options will rank equally with the Shares on issue at the date of this Prospectus.

The Shares and Attaching Options offered under the Placement Offer will be issued on pursuant to the Company's available placement capacity under ASX Listing Rule 7.1.

The purpose of the Placement Offer and the intended use of funds raised under the Placement Offer are set out in Section 3 of this Prospectus.

3. CONSENTS

The Company confirms that as at the date of this Supplementary Prospectus, each of the other parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

4. DIRECTORS' AUTHORISATION

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

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