
INTIGER GROUP LIMITED

(TO BE RENAMED 'COMPLII FINTECH SOLUTIONS LIMITED')

ACN 098 238 585

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Intiger Group Limited (ACN 098 238 585) (to be renamed 'Complii FinTech Solutions Limited') (**Company**), hereby gives notice to shareholders of the Company that, in relation to the Notice of Annual General Meeting dated 30 October 2020 (**Notice of Meeting**) in respect of the Company's annual general meeting of members to be held at 10:00am (WST) on 30 November 2020 at Bentley's Perth Level 3, London House 216 St Georges Terrace Perth WA 6000 (**Meeting**), the Directors have resolved to amend Resolution 4 of the Notice (the **Amended Resolution**) on the terms set out in this Addendum.

The Company intends to postpone the Meeting to **10:00am (WST) on 4 December 2020**, and Shareholders will be asked to consider, and if thought fit approve at that time, Resolutions 1 to 3 and 5 to 20 as set out in the Notice of Meeting and Resolution 4 as set out in the Notice of Meeting as amended by this Addendum. The Company has decided to postpone the Meeting to allow Shareholders sufficient time to consider this Addendum before being asked to vote on the Resolutions.

Defined terms in the Notice of Meeting have the same meaning in this Addendum.

This Addendum is supplemental to the original Notice of Meeting and should be read in conjunction with the original Notice of Meeting. Save for the amendments set out below, all other Resolutions proposed in the original Notice of Meeting remain unchanged.

As set out in the Notice of Meeting, the Directors have determined that pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the postponed Meeting are those who are registered as Shareholders at 10.00am (WST) on 28 November 2020.

Replacement Proxy Form

As a result of the Amended Resolution, the Company advises Shareholders that those Shareholders who have already submitted the Proxy Form annexed with the Notice of Meeting (**Original Proxy Form**) and wish to change their vote on Resolution 4, may request a replacement Proxy Form from the Company's share registry (**Replacement Proxy Form**).

To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- (a) If you have already completed and returned the Original Proxy Form and you wish to change your original vote, you must request, complete and return the Replacement Proxy Form;
- (b) If you have already completed and returned the Original Proxy Form and **you do not wish to change your original vote, you do not need to take any action** as the earlier submitted Original Proxy Form will be accepted by the Company for all Resolutions unless you submit a Replacement Proxy Form; and
- (c) If you have not yet cast any votes and wish to vote on the Resolutions in the Notice as amended by the Addendum, **please complete and return the Original Proxy Form**.

The Notice is amended as follows:

Resolution 4 is amended as follows (changes underlined):

5. RESOLUTION 4 – CHANGE TO NATURE AND SCALE OF ACTIVITIES

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, subject to and conditional upon the passing of the Essential Resolutions, for the purpose of ASX Listing Rules 7.1 and 11.1.2 and for all other purposes, approval is given for the Company to:

- (a) make a significant change to the nature and scale of its activities resulting from completion of the Proposed Acquisition; and
- (b) issue up to 124,000,000 Shares, 31,000,002 Tranche 1 Options and 41,333,336 Tranche 2 Options,

as described in the Explanatory Statement.”

SUPPLEMENTARY EXPLANATORY STATEMENT

The Explanatory Statement is supplemented and amended as follows (changes underlined):

6. RESOLUTION 4 – CHANGE TO NATURE AND SCALE OF ACTIVITIES

6.1 General

Resolution 4 seeks the approval of Shareholders for a change in the nature and scale of the Company's activities via the Proposed Acquisition and the issue of Securities to Complii Shareholders who accept the Takeover Offer.

A detailed description of the Proposed Acquisition and the issue of Consideration Securities (as defined below) is outlined in Section 5.1 above, and the key terms and conditions of the BIA are set out in Schedule 1 of this Notice.

6.2 ASX Listing Rule 11.1.2

The Company is proposing to undertake the Proposed Acquisition and to re-comply with the Listing Rules.

Listing Rule 11.1.2 empowers ASX to require a listed company to obtain the approval of its shareholders to a significant change to the nature or scale of its activities. The Proposed Acquisition will involve a significant change to the nature or scale of the Company's activities for these purposes and, as its usual practice, ASX has imposed a requirement under Listing Rule 11.1.2 that the Company obtain Shareholder approval to the Proposed Acquisition.

Resolution 4 seeks the required Shareholder approval to the Proposed Acquisition and for the purposes of Listing Rule 11.1.2.

6.3 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval

of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Consideration Securities (as defined below) does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

6.4 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, subject to and conditional on the passing of the other Essential Resolutions, the Company will be able to proceed with the Proposed Acquisition and issue the Consideration Securities (as defined below), which will result in the Company changing the nature and scale of its activities.

Resolution 4 is an Essential Resolution. As such, if Resolution 4 is not passed, the Company will not be able to proceed with the Proposed Acquisition and will be required to repay any application monies that have been received under the Public Offer. As a result, the Company will be unable to undertake the change of nature and scale of its activities and may remain in suspension.

6.5 Suspension until re-compliance with Chapters 1 and 2 of the ASX Listing Rules

ASX has also indicated to the Company that the change in the nature and scale of the Company's activities is a back-door listing which consequently requires the Company to (in accordance with ASX Listing Rule 11.1.3) re-comply with the admission requirements set out in Chapters 1 and 2 of the ASX Listing Rules (including any ASX requirement to treat the Company's Securities as restricted securities).

The Company's Securities have been suspended from quotation since 31 August 2020 and, subject to Shareholder approval being obtained, will remain suspended from quotation until the Company has completed the Proposed Acquisition and re-complied with Chapters 1 and 2 of the ASX Listing Rules, including by satisfaction of ASX's conditions precedent to reinstatement.

If Shareholders do not approve the Proposed Acquisition, the Company's Securities will not be reinstated to trading until such time as the Company has demonstrated to ASX that it satisfies Chapter 12 of the Listing Rules.

6.6 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the Consideration Securities (as defined below) will be issued to the Complii Shareholders;
- (b) as set out in Section 5.1 above, the Company will offer Complii Shareholders who accept the Takeover Offer 1.24357915 Shares, 0.31089478 Tranche 1 Options and 0.41452637 Tranche 2 Options (together, the **Consideration Securities**) each stated on a post-Consolidation basis, for every Complii Share that they hold. Accordingly, an aggregate of approximately 124,000,000 Shares, 31,000,002 Tranche 1 Options and 41,333,336 Tranche 2 Options will be issued to the Complii Shareholders;

- (c) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Tranche 1 Options and Tranche 2 Options will be issued on the terms and conditions set out in Schedule 8;
- (d) the Shares will be issued no later than six months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Consideration Securities will occur on the same date;
- (e) the Consideration Securities will be issued at a nil issue price, in consideration for the acquisition of the Complii Shares held by the Complii Shareholders;
- (f) the Consideration Securities are being offered in accordance with the terms and conditions of the Bid Implementation Agreement, a summary of which is set out in Schedule 1; and
- (g) the Consideration Securities are being issued under a reverse takeover, being the Proposed Acquisition. Further details in respect of the Proposed Acquisition are set out in Section 5.

SCHEDULE 8 – OPTION TERMS AND CONDITIONS

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be:

(i) **(Tranche 1 Options):** \$0.05 (on a post-Consolidation basis); and

(ii) **(Tranche 2 Options):** \$0.10 (on a post-Consolidation basis),

(each, an **Exercise Price**)

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on:

(i) **(Tranche 1 Options):** 31 December 2022;

(ii) **(Tranche 2 Options):** 31 December 2023.

(each, an **Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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 Option being exercised in cleared funds (**Exercise Date**).

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

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

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the 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 ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

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

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Transferability**

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