

Target Market Determination

Made by: Way2VAT Ltd (ARBN 637 709 114) of C/ - Automic Group Pty Ltd, Level 5, 126 Philip Street, Sydney NSW 2000 (**Company**)

Product: Options to acquire fully paid ordinary shares in the capital of the Company (**Shares**) at an exercise price of A\$0.033 each, expiring on 28 February 2026 (**Options**).

Effective Date: 20 March 2024

1. About this document

This target market determination (**TMD**) has been prepared by the Company in relation to the offers to issue Options under the transaction specific prospectus pursuant to section 713 of the *Corporations Act 2001* (Cth) (**Corporations Act**) and dated 20 March 2024 (**Prospectus**).

Pursuant to the Prospectus, each shareholder of the Company that satisfies all of the below:

- (a) who were registered as a holder of Shares as at 7:00pm (AEDT) on 27 February 2024 (**Record Date**);
- (b) who were recorded on the Company's share register with an address in Australia, New Zealand, Israel, Hong Kong, Singapore or Thailand;
- (c) who are not resident or located in the United States, and not acting for the account or benefit of persons in the United States; and
- (d) who are not resident or located in any other jurisdiction in or into which an offer of SPP Securities would be unlawful,

(**Eligible Shareholder**) may apply for two (2) free attaching Options for every three (3) new Shares which they apply for under, and subject to the terms and conditions of, the share purchase plan offer described in the Prospectus (**SPP Offer**).

The Prospectus also includes an offer of up to 128,787,878 Options to institutional, professional and sophisticated investors that participated in, or are to participate in, the placement of Shares announced by the Company on 28 February 2024 (together, the **Placement Investors**) (**Placement Options Offer**) and an offer of up to 42,297,087 Options to investors who will be issued Shares upon conversion of the convertible notes, being Thorney Technologies Limited, TIGA Trading Pty Ltd, Ice Cold Investments Pty Ltd, Jindabyne Capital Pty Ltd and Davsam Pty Ltd (**Convertible Note Investors**) (**Convertible Notes Options Offer**). The SPP Offer, Placement Options Offer and Convertible Notes Options Offer together comprise the **Offers**. The Offers are conditional on certain matters as detailed in the Prospectus.

The Options are being offered under the Prospectus, partly so that the Options issued under the Offers will be freely tradeable (and the Shares issued on exercise of those Options will also be freely tradeable due to the operation of *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*). Application will be made to ASX for official quotation of the Options offered under the Prospectus. The Options will only be admitted to official quotation by ASX if the conditions for quotation of a new class of securities are satisfied. Failure to obtain official quotation of the Options will not prevent the issue of the Options and will not cause any such issue to be void pursuant to the Corporations Act, as the Offers are not conditional upon official quotation of the Options being granted. If official quotation is not granted, the Options issued pursuant to the Offers will not be able to be traded on ASX. However, the SPP Offer is conditional on the relevant Shares which are issued pursuant to the SPP Offer being admitted to official quotation by ASX before the expiration of three months after the date of issue of the Prospectus (or within such longer period as may be permitted by law).

A copy of the Prospectus is available on the Company's website, <https://way2vat.com/>.

This TMD sets out the class of consumers for which the Options would likely be consistent with their financial objectives, the distribution conditions and restrictions imposed on the distribution of the Options as well as reporting requirements for distributors in accordance with the requirements of section 994B of the Corporations Act.

The Offers will be made under, or accompanied by, a copy of the Prospectus. Any recipient of this TMD should carefully read and consider the Prospectus in full and consult their professional adviser if they have any questions regarding the contents of the Prospectus. Any recipient of this TMD who wants to acquire Options under the Offers will need to complete the application form that will be in, or will accompany, the Prospectus. There is no cooling off period in respect of the issue of the Options. This TMD is not a disclosure document for the purposes of the Corporations Act, and, therefore, has not been lodged, and does not require lodgement, with the Australian Securities and Investments Commission (**ASIC**).

This TMD does not take into account what you currently have, or what you want and need, for your financial future. It is important for you to consider these matters and read the Prospectus before you make an investment decision. The Company is not licensed to provide financial product advice in relation to the Options.

Unless otherwise defined in this TMD, capitalised terms have the meaning given to them in the Prospectus.

2. Target Market

The table below summarises the overall class of consumers that fall within the target market for Options, based on the product key attributes and the objectives, financial situation and needs that it has been designed to meet.

Factor		Target Market
Investment Objective	SPP Offer	<p>The Company expects that an investment in the Options under the SPP Offer will be suitable for current investors:</p> <ul style="list-style-type: none"> • who have the right, but not the obligation, to gain further exposure to equities in a small cap technology company listed on Australian Securities Exchange (ASX) by participating in the SPP Offer; and • who are Eligible Shareholders, being persons who satisfy all of the below: <ul style="list-style-type: none"> ○ who were registered as a holder of Shares as at 7:00pm (AEDT) on the Record Date; ○ who were recorded on the Company's share register with an address in Australia, New Zealand, Israel, Hong Kong, Singapore or Thailand; ○ who are not resident or located in the United States, and not acting for the account or benefit of persons in the United States; and ○ who are not resident or located in any other jurisdiction in or into which an offer of SPP Securities would be unlawful.
	Placement Options Offer	<p>The Company expects that an investment in the Options under the Placement Options Offer will be suitable for current investors:</p> <ul style="list-style-type: none"> • who have the right, but not the obligation, to gain further exposure to equities in a small cap technology company listed on ASX by participating in the Placement Options Offer; and

		<ul style="list-style-type: none"> who are Placement Investors, being persons who will be allocated Options pursuant to the Placement Options Offer.
	Convertible Note Options Offer	<p>The Company expects that an investment in the Options under the Convertible Note Options Offer will be suitable for current investors:</p> <ul style="list-style-type: none"> who have the right, but not the obligation, to gain further exposure to equities in a small cap technology company listed on ASX by participating in the Convertible Note Options Offer; and who are Convertible Note Investors, being persons who will be allocated Options pursuant to the Convertible Note Options Offer.
Investment Timeframe	<p>The target market of investors will take a short to medium term outlook in relation to their investment in the Company and are in a financial position that is sufficient for them to invest their funds until the 28 February 2026 expiry of the Options, should they wish to exercise their Options. The Company will apply for official quotation of the Options on the ASX.</p> <p>Holders of Options will also have an ability to exercise such Options and trade the underlying Shares issued on exercise, however, investors should be aware that such a dealing is only likely to be commercially viable in the event the trading price of the Shares exceeds the exercise price of the Options and sale of the underlying Shares.</p> <p>Given the need to pay the exercise price in order to acquire Shares, investors in the target market are in a financial position that is sufficient for them to invest their funds on exercise of the Options over an approximate two year time horizon, during which their ability to liquidate their Options may be limited by a lack of liquidity and by the trading price of Shares (and, if the Options are admitted to official quotation on ASX, by a potential lack of liquidity and by the trading price of Shares and of the Options themselves).</p>	
Investment Metrics	<p>While the Company does not have an established eligibility framework for investors based on metrics such as age, expected return or volatility, it is expected that the target market of investors will be able to withstand potentially large fluctuations and the potential for the losses in the value of their investment. The Options offer no guaranteed income or capital protection and also offer no guarantee of whether there will be liquidity to enable trading of the Options or of the Shares which may be issued upon their exercise.</p>	
Risks	<p>The Company considers that an investment in the Options is high risk and speculative, such that an investment in the Company is not appropriate for an investor who would not be able to bear a loss of some or all of the investment.</p> <p>Investors should also have a sufficient level of financial literacy and resources (either alone or in conjunction with an appropriate adviser) to understand and appreciate the high risks of investing in Options as an asset class generally and the high risks of investing in the Company.</p>	

3. Distribution Conditions

The SPP Offer is being made only to Eligible Shareholders and subject to the terms and conditions in the Prospectus.

Only the Placement Investors may apply for Options under the Placement Options Offer.

Only the Convertible Note Investors (and/or their nominee(s)) may apply for Options under the Convertible Note Options Offer.

The Options will also be subject to a distribution condition that investors be provided with a copy of the Prospectus and access to this TMD before they apply for Options.

The relevant application form will only be made available to the Eligible Shareholders, Placement Investors and the Convertible Note Investors (and/or their nominee(s)), before they apply for Options under the relevant Offer and will require investors to confirm that they meet the eligibility criteria of the expected target market outlined in this TMD. The Prospectus includes jurisdictional conditions on eligibility.

The Company considers that these distribution conditions will ensure that persons who invest in Options fall within the target market in circumstances where personal advice is not being provided to those persons by the Company.

4. Review Triggers

The Options are only being offered for limited offer periods detailed in the Prospectus, after the conclusion of which the Options will no longer be available for investment by way of issue. It follows that the TMD will only apply in the period between the commencement of the offer of the Options and the issue of the securities under the Offers (**Offer Period**), after which the TMD will be withdrawn.

To allow the Company to determine whether circumstances exist that indicate this TMD is no longer appropriate to the Offers and should be reviewed, the following review triggers apply for the Offer Period:

- (a) there is a material change to the Options key attributes that make it no longer consistent with the likely objectives, financial situation and needs of clients in the target market;
- (b) the Company lodges with ASIC a supplementary or replacement prospectus in relation to the Prospectus;
- (c) the occurrence of a significant dealing in Options that is not consistent with this TMD. The Company does not consider that an on-sale of the Options on market is a significant dealing;
- (d) the Company identifies a substantial divergence in how the Options are being distributed and purchased from this TMD;
- (e) ASIC raises concerns with the Company regarding the adequacy of the design or distribution of the Options or this TMD; and
- (f) material changes to the regulatory environment that applies to an investment in the Options.

The Company may also amend this TMD at any time.

5. Review Period

If a review trigger occurs during the Offer Period, the Company will undertake a review of the TMD in light of the review trigger as soon as reasonably practicable and, in any case, within five (5) business days of the review trigger occurring.

The Company will otherwise complete a review of the TMD immediately prior to the issue of Options under the Offers.

Periodic reviews of the TMD will not occur during the Offer Period, noting that the Offer Period is (subject to any decision to extend) less than one month. If the Offer Period is extended for more than one month, the TMD will be reviewed on a monthly basis.

6. Information Reporting

The reporting requirements of all distributors is detailed in the table below:

Reporting requirement	Period for reporting to the Company by the distributor	Information to be provided
Whether the distributor received complaints about the Options.	<ul style="list-style-type: none"> • For such time as the Offer Period remains open, within five (5) business days after the end of each quarter. • Within five (5) business days after the end of the Offer Period. 	<ul style="list-style-type: none"> • The number of complaints received. • A summary of the nature of each complaint or a copy of each complaint.

A significant dealing of the Options that is not consistent with this TMD.	As soon as reasonably practicable after the significant dealing occurs, but in any event no later than five (5) business days after the significant dealing occurs.	<ul style="list-style-type: none"> • Details of the significant dealing. • Reasons why the distributor considers that the significant dealing is not consistent with this TMD.
A summary of the steps taken by the distributor to ensure that its conduct was consistent with this TMD.	Within five (5) business days after the end of the close of the offer of Shares in accordance with the Prospectus.	A summary of the steps taken by the distributor to ensure that its conduct was consistent with this TMD.

7. Contact Details

Contact details in respect of this TMD for the Company are:

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Company Secretary

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