

## Pre-Reinstatement Disclosures

Complii FinTech Solutions Ltd (ASX: IAM) (**Company**) provides the following confirmations to satisfy conditions for re-admission of the Company's securities to quotation on ASX.

### Completion of the Takeover Offer

The Company has satisfied the conditions to its off-market takeover offer for all of the fully paid ordinary shares on issue in Complii Limited (formerly Complii FinTech Solutions Ltd) (**Complii**) (**Takeover Offer**) and has completed the acquisition of 99.90% of the voting shares in the issued capital of Complii and issued compulsory acquisition notices to all persons as required under section 661B of the *Corporations Act 2001* (Cth).

### Completion of the Public Offer

The Company confirms that all conditions to the public offer under the Company's prospectus dated 11 November 2020 (**Prospectus**) (**Public Offer**) have been satisfied and that the Public Offer, Priority Offer, Cleansing Offer, and Options Offer (each defined in the Prospectus) have closed.

### Issue of Securities

The Company confirms that it has issued:

- (a) 140,000,000 fully paid ordinary shares (**Shares**) at an issue price of \$0.05 per Share to investors under the Public Offer;
- (b) 123,878,773 Shares, 30,969,696 unquoted options exercisable at \$0.05 each on or before 31 December 2022 and 41,292,926 unquoted options exercisable at \$0.10 each on or before 31 December 2023 to the shareholders of Complii under the Takeover Offer;
- (c) 10,000,000 unquoted options exercisable at \$0.05 each on or before 31 December 2023 pursuant to the Options Offer;
- (d) 5,000,000 Shares on conversion of existing convertible notes and 213,698 Shares in connection with the repayment of interest owing in respect of the convertible notes;
- (e) 5,000,000 Shares in consideration for the provision of services in introducing the Acquisition to the Company and assisting with its implementation (being the Facilitation Shares);
- (f) 187,500 Shares to Euroz Hartleys in consideration for services provided in connection with the placement undertaken by the Company in June 2020 (being the Placement Fee Shares);

- (g) 550,000 Shares to Director, Greg Gaunt in lieu of accrued Directors' fees (being the Director Fee Shares); and
- (h) 25,250,000 Performance Rights to incoming directors Ms Alison Sarich and Mr Craig Mason (or their nominees).

### **Board Changes**

As announced on 10 December 2020 and following completion of the Acquisition, Mr Patrick Canion and Mr Mark Fisher have formally resigned from the Board. They have been replaced by Mr Craig Mason as Executive Chairman and Ms Alison Sarich as Managing Director. The material terms and conditions of Mr Mason and Ms Sarich's appointment are summarised in the Prospectus.

Additionally, Mr Stuart Usher has formally resigned as Company Secretary following completion of the Acquisition and has been replaced by Ms Karen Logan.

### **Change of Company Name**

As announced on 4 December 2020, the Company has changed its name from Intiger Group Limited to Complii FinTech Solutions Ltd and, upon being re-admitted to official quotation on the ASX, its shares will trade under the ASX ticker code "CF1".

### **Material Subsequent Events**

The Company confirms that that there have been no material subsequent events to alter its pro-forma consolidated statement of financial position as detailed in the Prospectus.

### **Compliance with Listing Rules**

The Company confirms that it is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

## CAPITAL STRUCTURE

The capital structure of the Company as at the date of re-admission of the Company to the Official List of the ASX is set out below.

	Shares <sup>2</sup>	Options	Performance Rights
Existing Securityholders as at the date of the Prospectus <sup>1</sup>	24,202,363	-	-
Securities issued on conversion of Convertible Notes and partial repayment of interest owed	5,213,698	10,000,000 <sup>3</sup>	-
Facilitation Shares	5,000,000	-	-
Placement Fee Shares	187,500	-	-
Director Fee Shares	550,000	-	-
Securities offered to Complii Shareholders under the Takeover Offer <sup>4,5</sup>	123,878,773	72,262,622	-
Public Offer	140,000,000	-	-
Incentive Performance Rights <sup>6</sup>	-	-	25,250,000
<b>TOTAL<sup>4,5</sup></b>	<b>299,032,334</b>	<b>82,262,622</b>	<b>25,250,000</b>

### Notes:

- Figures are stated on a post-Consolidation basis.
- The rights attaching to the Shares are summarised in Section 11.2 of the Prospectus.
- The Options issued on conversion of the Convertible Notes are exercisable at \$0.05 each on or before 31 December 2023. The full terms and conditions of these Options are set out in Section 11.5 of the Prospectus.
- Comprising 30,969,696 Options which are exercisable at \$0.05 each on or before 31 December 2022 and 41,292,926 Options which are exercisable at \$0.10 each on or before 31 December 2023.
- Following completion of the compulsory acquisition of the remaining 0.10% of the voting shares in the issued capital of Complii pursuant to section 661A of the Corporations Act 2001 (Cth), the Company will issue an additional:
  - 121,228 Shares; and
  - 70,716 Options, comprising 30,307 Options exercisable at \$0.05 each on or before 31 December 2022 and 40,409 Options exercisable at \$0.10 each on or before 31 December 2023.
- Comprising of 2,250,000 Class A Performance Rights, 3,000,000 Class B Performance Rights, 4,000,000 Class C Performance Rights, 4,000,000 Class D Performance Rights, 4,000,000 Class E Performance Rights, 4,000,000 Class F Performance Rights and 4,000,000 Class G Performance Rights. Refer to Section 11.3 of the Prospectus for a summary of the terms and conditions of the Performance Rights.

## RESTRICTED SECURITIES

The Company confirms that following re-admission to quotation of the Company's securities on the Official List of the ASX, the following securities will be restricted pursuant to the ASX Listing Rules for the period outlined below.

Class	Number	Restriction Period
Shares	65,134,810	24 months from the date of re-quotation
Options <sup>1</sup>	46,013,364	24 months from the date of re-quotation
Performance Rights	25,250,000	24 months from the date of re-quotation
Shares	213,698	12 months from 10 December 2020
Shares	1,360,164	12 months from 19 May 2020
Shares	1,650,748	12 months from 28 October 2020
Options <sup>2</sup>	36,249,258	12 months from 10 December 2020

### Notes:

1. Comprising 19,720,013 Options exercisable at \$0.05 each on or before 31 December 2022 and 26,293,351 Options which are exercisable at \$0.10 each on or before 31 December 2023.
2. Comprising 11,249,683 Options exercisable at \$0.05 each on or before 31 December 2022, 14,999,575 Options which are exercisable at \$0.10 each on or before 31 December 2023 and 10,000,000 Options which are exercisable at \$0.05 each on or before 31 December 2023.

Additionally, the Company notes that, following completion of the compulsory acquisition of the remaining 0.10% of the voting shares in the issued capital of Complii pursuant to section 661B of the *Corporations Act 2001* (Cth), the Company will issue an additional 70,716 Options which will be subject to escrow for a period of 12 months from the date of their issue, comprising 30,307 Options exercisable at \$0.05 each on or before 31 December 2022 and 40,409 Options exercisable at \$0.10 each on or before 31 December 2023.

## WAIVER DECISIONS

### Listing Rule 2.1 (Condition 2)

ASX granted the Company, in connection with the acquisition of 100% of the issued capital of Complii (the **Proposed Acquisition**) and a proposed capital raising via a public offer at \$0.05 per Share to raise up to \$7,000,000 (**Public Offer**) a waiver from Listing Rule 2.1 (Condition 2) to the extent necessary to permit the Company to issue Shares under the Public Offer at an issue price of \$0.05, on the following conditions:

- (a) the issue price of the Shares issued by the Company under the Public Offer is not less than \$0.05 per Share;
- (b) the terms of the waiver are disclosed to the market and, along with the terms and conditions of the Public Offer Shares, are clearly disclosed in the notice of meeting pursuant to which the Company will seek the approval required under Listing Rule 11.1.2 for the Proposed Acquisition (**Notice of Meeting**) and in the prospectus to be issued in respect of the Public Offer (**Prospectus**);
- (c) Shareholders approve the issue price of the Shares in conjunction with the approval obtained under Listing Rule 11.1.2 for the Proposed Acquisition; and
- (d) the Company completes a consolidation in conjunction with the Proposed Acquisition such that its Shares are consolidated at a ratio that will be sufficient, based on the lowest price at which the Company's Shares traded over the 20 trading days preceding the date of the suspension of the Company's securities from official quotation, to achieve a market value for its Shares of not less than the offer price.

### Listing Rule 1.1 (Condition 12)

The ASX granted the Company, in connection with the Proposed Acquisition and the Public Offer, a waiver from Listing Rule 1.1 (Condition 12) to permit the Company to have Options on issue with an exercise price which is less than 20 cents and Performance Rights on issue with a nil exercise price on the following conditions:

- (a) the exercise price of the Options is not less than \$0.05 each;
- (b) the terms of the waiver are disclosed to the market and, along with the terms and conditions of the Options and Performance Rights, are clearly disclosed in the Notice of Meeting and in the Prospectus; and
- (c) Shareholders approve the issue of the Options and the Performance Rights as part of the approvals obtained under Listing Rule 11.1.2 for the Proposed Acquisition.

### Listing Rule 9.1(b)

The ASX granted the Company, in connection with the Proposed Acquisition, a waiver from Listing Rule 9.1(B) to the extent necessary to permit the Company to apply the restrictions in paragraphs 1 and 2 of Appendix 9B (as applicable) to the ordinary shares to be issued to the existing shareholders of Complii as follows:

- (a) the shares issued to the shareholders of Complii who subscribed with cash for their fully paid ordinary shares in the capital of Complii (**Complii Shares**) are treated as being held by a related party, promoter or unrelated party seed capitalists of the Company or Complii, as appropriate to each holder;

- (b) cash formula relief is applicable to those shares that are issued to persons who subscribed for their Complii Shares for cash consideration. For the purposes of determining the length of the escrow period for shares issued to unrelated seed capitalists which are subject to 12 month escrow, the 12 month escrow period will begin on the date on which the cash subscription for their shares was made; and
- (c) for the purposes of determining the length of the escrow period for shares issued to related party or promoter seed capitalists which are subject to 24 months escrow, the 24 months escrow period will begin on the date of the reinstatement of trading in the Company's securities.

This waiver was granted on the following conditions:

- (a) the Company acquires 90% of the issued shares of Complii;
- (b) the Company lodges a compulsory acquisition notice with the Australian Securities and Investment Commission in respect of the Complii Shares it does not acquire; and
- (c) the Company provides compulsory acquisition notices to all persons as required under section 661B of the Corporations Act.

This announcement was authorised to be given to ASX by the Board of Directors of Complii FinTech Solutions Ltd.

Craig Mason  
**Executive Chairman**

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