



ASX Announcement  
Spacetalk Ltd. (ASX:SPA)  
12 November 2021

## SHARE PURCHASE PLAN OFFER DOCUMENT

Spacetalk Ltd. (ASX:SPA) (“Spacetalk” or “Company”), developer of innovative technologies that keep families safe and connected is pleased to advise that its Share Purchase Plan (“SPP”) announced on 2 November 2021, is now open. The attached SPP offer document will be sent to eligible shareholders today.

The key dates for the SPP are set out in the following timetable.

<b>Event</b>	<b>Date</b>
Share Purchase Plan record date	1 November 2021
Announcement of Share Purchase Plan	2 November 2021
Dispatch of SPP offer documentation/opening date	12 November 2021
Closing date of SPP	26 November 2021
Issue date for new shares	3 December 2021
New shares commence trading on ASX	6 December 2021

Eligible shareholders are advised that the Company may either close the offer early if oversubscribed or extend the closing date of the offer by announcing to ASX a revised timetable.

If you are an eligible shareholder and wish to participate in the SPP, you can apply using the BPAY® information provided on the personalised Application Form accompanying the SPP offer document.



The SPP offer document (including the Application Form) will be distributed to eligible shareholders by the following means:

- Electronically (only for shareholders who are registered to receive correspondence from the Company electronically). Those shareholders should receive an email today with links to retrieve the SPP documents; or
- By mail (for shareholders who have not registered to receive correspondence from the Company electronically).

In addition, all eligible shareholders can log in to Computershare's Investor Centre website at [www.investorcentre.com/au](http://www.investorcentre.com/au) as an existing member or by selecting "Single holding" and follow the instructions to retrieve their personalised Application Form.

This announcement has been authorised by Spacetalk CEO Mark Fortunatow.



For more information, please contact:

Dimitri Burshtein

Investor Relations and Corporate Development

[dburshtein@spacetalkwatch.com](mailto:dburshtein@spacetalkwatch.com)

M: +61 493 041 751

## **About Spacetalk Ltd.**

Spacetalk Ltd. (ASX: SPA) is a global technology provider of secure communication solutions for families to stay connected and protected.

Spacetalk's range of all-in-one smartphone GPS watches for children (Spacetalk Kids and Spacetalk Adventurer) and seniors (Spacetalk Life) are purpose built with tailored features, design qualities and best practice data encryption, security and privacy technologies, for families to stay confidently connected. Fun, fashionable, secure and technologically advanced, Spacetalk devices deliver confidence for the child and senior wearer, enhanced controls for the guardian, and engaging functionalities for the whole family to stay connected.

The Spacetalk App is designed to provide a family environment for fun, engaging and secure media consumption beyond its device control functionalities for the guardian. Every linked contact – parents, grandparents, extended family members and friends – regardless of whether they are Android or iOS users, can interact with linked Spacetalk devices and each other through the Spacetalk App.

Spacetalk was founded in 2001 and listed on the ASX in 2003 as MGM Wireless Limited, which developed the world's first SMS student absence notification platform for schools and went on to become Australia's most successful school messaging company. On 12 November 2020 the Company changed its name to Spacetalk Ltd.

To learn more about the Spacetalk devices and app platform, and the Company, please visit: <https://www.spacetalkwatch.com/>. Investor Centre: <https://investors.spacetalkwatch.com/>.

12 November 2021

Dear Fellow Shareholder,

On behalf of the Directors of Spacetalk Ltd. ("Spacetalk" or "Company"), I would like to invite you to participate in the recently launched Share Purchase Plan ("SPP"). This SPP follows the recent successful completion of the first tranche (in the amount of \$5.6 million) of a \$8.0 million placement to institutional and sophisticated investors, at an issue price of \$0.19 per share.

As announced on 2 November 2021, the Company is offering, to eligible Spacetalk shareholders only, the right to apply for up to \$30,000 of new Shares at an issue price of \$0.19 per share ("Issue Price") without incurring brokerage or other transaction costs.

The Issue Price represents:

- a 15.6% discount to the closing price of Spacetalk shares on 28 October 2021, being the last traded price prior to the announcement of the SPP; and
- a 12.7% discount to the volume weighted average market price of Spacetalk shares over the five days to and including 28 October 2021.

The SPP is targeting to raise \$2.5 million and will be capped at this amount. If demand for the SPP exceeds \$2.5 million, the Company will scale back applications. The Company also reserves the right to close the SPP early. It is important therefore, that if you intend to participate, you submit your application promptly.

Please note that only eligible shareholders, being those shareholders on the Company's register at 6:30pm (ACDT) 1 November 2021 (record date) and whose address is recorded in Australia or New Zealand, are entitled to participate in the SPP.

Our Spacetalk wearables business is enjoying great success since it was launched from a single online portal in 2017. Our devices are now sold throughout Australia, New Zealand and the United Kingdom. We have just launched in Finland and will soon be expanding to the broader Nordic region, the United States and Canada.

Our full year 2021 revenue increased by 44% to \$15.1 million, and our first quarter 2022 revenue increased by 50% to \$4.0 million, both over the prior comparable periods.

The proceeds from the SPP will be used to fund the Company's growth through its next exciting phase; to fund our European and North American expansion and to develop the next generation of devices and applications.

The SPP offer is subject to important terms and conditions, which are set out in the accompanying offer document. You should read the offer document and accompanying application form fully. If you are uncertain whether to participate in the SPP offer, you should consult your stockbroker or other professional adviser.

I would like to thank you for your support of the Company, and encourage you to consider participating in the SPP.

Yours sincerely



Mark Fortunatow  
Founder and Executive Chairman

**SPACETALK LTD.**  
**ABN 93 091 351 530**

**SHARE PURCHASE PLAN – OFFER DOCUMENT**

<b>What is the Share Purchase Plan (SPP)?</b>	<p>The SPP is a plan for the offer to eligible shareholders of Spacetalk Ltd. (<b>Company</b>) of fully paid ordinary shares in the Company (<b>Shares</b>) priced at a discount to the market price, subject to the terms and conditions set out in this offer document. Each offer is made on the same terms and conditions and on a non-renounceable basis.</p> <p>Subject to the level of demand, the total number of Shares to be issued under the SPP will be 13,157,895, being the number of Shares required at an issue price of \$0.19 per share to raise \$2,500,000.</p> <p>The SPP is capped at \$2,500,000.</p>
<b>Right to scale back applications</b>	<p>The Company reserves the right to scale back applications.</p> <p>If demand for the SPP exceeds \$2,500,000, then applications will be scaled back. Eligible shareholders who apply for a parcel of 5,264 shares (an application amount of \$1,000) will not be subject to any scale back. For all applications over \$1,000 the scale-back will be applied on a pro-rata basis to all participants based on the size of the existing holding as at the record date.</p> <p>If the Company undertakes a scale back, you may not receive the full amount of the Shares for which you have applied. If this is the case, the difference between the application monies received from you and the number of Shares allocated to you multiplied by the Issue Price will be refunded to you without interest by cheque forwarded to your address on the Company's register as soon as reasonably practicable after the close of the SPP offer.</p> <p>If the scale back produces a fractional number of Shares when applied to your parcel, the number of Shares you will be issued will be rounded up to the nearest whole number of Shares.</p>
<b>Eligibility</b>	<p>Registered holders of Shares at 6:30pm (Adelaide time) on Monday, 1 November 2021 (<b>Record Date</b>) that have a registered address in either Australia or New Zealand are eligible to participate in the SPP (<b>Eligible Shareholders</b>).</p>
<b>Issue Price</b>	<p>The Company has recently completed the first tranche (in the amount of \$5.6 million) of a \$8.0 million placement to institutional and sophisticated investors, at an issue price of \$0.19 (19 cents) per share (<b>Placement</b>). The price per Share issued under the SPP will be the same as the issue price under the Placement, \$0.19 (19 cents). This price is a 12.7% discount to the volume weighted average market price of the Company's shares calculated over the last five days on which sales in the Shares were recorded prior to the announcement of the SPP and a 15.6% discount to the closing price of the Company's shares on 28 October 2021, (the last day of trading before the Company's securities were placed in a trading halt, pending announcement of the Placement outcome and SPP).</p> <p>No brokerage commission or other transaction costs are payable by shareholders in respect of the issue of Shares under the SPP.</p>

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**SHARE PURCHASE PLAN – OFFER DOCUMENT**

<p><b>Amount to invest</b></p>	<p>Eligible Shareholders may apply to purchase one of the following parcels of Shares under the SPP:</p> <table border="1" data-bbox="663 477 1214 1167"> <thead> <tr> <th data-bbox="663 477 930 595">Amount</th> <th data-bbox="930 477 1214 595">No. of Shares to be issued at an issue price of \$0.19</th> </tr> </thead> <tbody> <tr> <td data-bbox="663 595 930 696">\$1,000 (Minimum)</td> <td data-bbox="930 595 1214 696">5,264</td> </tr> <tr> <td data-bbox="663 696 930 757">\$2,000</td> <td data-bbox="930 696 1214 757">10,527</td> </tr> <tr> <td data-bbox="663 757 930 817">\$5,000</td> <td data-bbox="930 757 1214 817">26,316</td> </tr> <tr> <td data-bbox="663 817 930 878">\$10,000</td> <td data-bbox="930 817 1214 878">52,632</td> </tr> <tr> <td data-bbox="663 878 930 938">\$15,000</td> <td data-bbox="930 878 1214 938">78,948</td> </tr> <tr> <td data-bbox="663 938 930 999">\$20,000</td> <td data-bbox="930 938 1214 999">105,264</td> </tr> <tr> <td data-bbox="663 999 930 1059">\$25,000</td> <td data-bbox="930 999 1214 1059">131,579</td> </tr> <tr> <td data-bbox="663 1059 930 1167">\$30,000 (Maximum)</td> <td data-bbox="930 1059 1214 1167">157,895</td> </tr> </tbody> </table>	Amount	No. of Shares to be issued at an issue price of \$0.19	\$1,000 (Minimum)	5,264	\$2,000	10,527	\$5,000	26,316	\$10,000	52,632	\$15,000	78,948	\$20,000	105,264	\$25,000	131,579	\$30,000 (Maximum)	157,895
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<p><b>Indicative timetable*</b></p>	<p>Record Date – 1 November 2021            Dispatch Date of Documentation – 12 November 2021            Opening Date for receipt of Applications – 12 November 2021            Closing Date for receipt of Applications – 26 November 2021 (5:00pm Adelaide time)            Announcement of results of SPP – 1 December 2021            Date of Issue of Shares – 3 December 2021            Anticipated Date of Quotation of Shares and commencement of trading on ASX – 6 December 2021</p> <p><i>*Subject to the Corporations Act 2001 and the Listing Rules of the Australian Securities Exchange, these dates may be varied by the directors without prior notice. In particular, the directors reserve the right to either close the offer early or extend the closing date of the offer without prior notice to you.</i></p>																		
<p><b>How to apply</b></p>	<p>The Company has determined to limit the payment method in connection with the SPP to BPAY® only. Refer to the enclosed Application Form for instructions on making a payment by BPAY® for the applicable parcel of shares. Your BPAY® payment must be received by the Company's Share Registry, Computershare Investor Services Pty Limited, before 5.00pm (Adelaide time) on 26 November 2021 (<b>Closing Date</b>).</p>																		
<p><b>Rights attached to Shares</b></p>	<p>New Shares issued under the SPP will rank equally with existing Shares at the date of issue.</p>																		
<p><b>Transferring rights</b></p>	<p>The offer is non-renounceable meaning rights to take up Shares cannot be transferred.</p>																		

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<b>What to do if you receive more than one Application Form</b>	If you receive more than one Application Form or if you hold Shares in more than one capacity, for example if you are both a sole and joint holder of Shares, you may apply on different application forms for Shares, however, the maximum number of Shares you may apply for under the SPP in aggregate in all capacities is 157,895 (which equates to \$30,000).
<b>Is participation in the SPP mandatory?</b>	Participation in the SPP is voluntary. Before you apply for new Shares under the SPP it is recommended that you obtain independent financial advice from your stockbroker, accountant, or other professional adviser.
<b>Privacy</b>	The Company will collect information about each shareholder who accepts the offer to acquire Shares under the SPP for the purposes of processing the application and, if the application is successful, to administer the shareholder's shareholding in the Company. By submitting your application, you will be providing information to the Company (directly or through the Company's share registry). The Company will collect, hold, and use that information to assess your application. The Company may disclose your personal information for purposes related to your shareholding in the Company, including to its share registry, agents, contractors, and third-party service providers, and to the ASX and regulatory bodies. To make a request for access to your personal information held by (or on behalf of) the Company, please contact the Company through its share registry.
<b>Other terms, conditions, and important notices</b>	Other terms, conditions and important notices relating to the SPP appear on the following pages and should be read in full before applying for Shares.
<b>Questions</b>	If you have any questions, please contact the Company's Company Secretary Justin Nelson on (08) 8104 9538 between 8.30am and 5.00pm (Adelaide time) Monday to Friday.

**SHARE PURCHASE PLAN – OFFER DOCUMENT**

**OTHER IMPORTANT TERMS, CONDITIONS AND NOTICES**

1. You should be aware of the risk that the market price of the Shares may change between the date of the SPP offer and the date when Shares are issued to you under the SPP. Accordingly, the issue price of Shares under the SPP may be higher or lower than the market price of the Shares on the date when the SPP Shares are issued to you.
2. Shareholders will be bound by the constitution of the Company and these terms and conditions by accepting the offer to acquire Shares under the SPP.
3. The Company has a broad discretion to accept or reject your application to purchase Shares under the SPP, including (without limitation) if: your BPAY® payment is not for the exact value of a parcel of Shares; or the Company believes that you are not an Eligible Shareholder. Any applications for less than \$1,000 will be returned.
4. You may not receive the full amount or any of the Shares for which you have applied for under the SPP. No interest will be paid on any application money returned to you.
5. If you apply to participate in the SPP, which may only be by using BPay®:
  - 5.1 your application, on these terms and conditions, will be irrevocable and unconditional (it cannot be withdrawn);
  - 5.2 you acknowledge that you are an Eligible Shareholder;
  - 5.3 you certify that you have not applied for Shares with an aggregate application price in excess of \$30,000 under the SPP and any similar arrangement in the 12 months prior to your application, even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
  - 5.4 you acknowledge that you are lawfully permitted to accept the offer to acquire Shares under the SPP and participate in the SPP in accordance with the laws applicable in Australia and any other applicable laws in the jurisdiction in which you and/or the beneficial owner of your Shares are situated.
6. The Company may modify or terminate the SPP at any time. The Company will notify ASX of any modification or termination of the SPP. The omission to give notice of any modification to, or termination of the SPP or the failure of ASX to receive such notice will not invalidate the termination or modification. In the event the SPP is withdrawn or terminated, all application monies will be refunded without interest and returned to applicants.
7. The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application for Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

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**ABN 93 091 351 530**

**SHARE PURCHASE PLAN – OFFER DOCUMENT**

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8. Where a registered holder is a custodian that holds Shares on behalf of another person (**Beneficiary**) (whether directly or indirectly through one or more interposed custodians), the Company can only issue Shares totalling more than \$30,000 in aggregate in any consecutive 12-month period to that custodian if, on application for the Shares, the custodian certifies in writing:
- 8.1 that the custodian holds Shares (directly or indirectly) on behalf of one or more Beneficiaries;
  - 8.2 the number of Beneficiaries;
  - 8.3 the name and address of each Beneficiary for whom the custodian applies for Shares;
  - 8.4 for each Beneficiary, the number of Shares that the custodian holds (directly or indirectly) on behalf of that Beneficiary;
  - 8.5 for each Beneficiary, the number, or dollar amount, of Shares the Beneficiary or another custodian has instructed the custodian to accept on behalf of the Beneficiary;
  - 8.6 for each Beneficiary, that the application price for the Shares applied for on their behalf, and any other Shares in a class applied for on their behalf under a similar arrangement in the previous 12 months (excluding Shares applied for but not issued), does not exceed \$30,000;
  - 8.7 that a copy of the written offer document was given to each Beneficiary; and
  - 8.8 where the custodian holds Shares on behalf of a Beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.
9. For further information about the custodian application process, a shareholder should contact the Company's share registry, Computershare Investor Services Pty Limited, on 1300 556 161 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) or consult your financial or other professional advisor.
10. Applications received from custodians must be accompanied by a completed and signed certificate in respect of the matters set out in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.
11. This document has been prepared for publication in Australia and New Zealand only and may not be released elsewhere. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any jurisdiction other than Australia and New Zealand. In particular, the securities referred to in this document have not been and will not be registered under the United States Securities Act, 1933 as amended (US Securities Act), and may not be offered or sold in the United States or to or for the account or benefit of 'US Persons' (as defined in Regulation S under the US Securities Act) in the absence of registration or an available exemption from registration.
12. This offer document does not contain all the information which may be required in a prospectus or product disclosure statement. Accordingly, it is important that you carefully read and understand publicly available information regarding the Company as well as this offer document, before applying for Shares. This information, such as the Company's annual and interim reports and other announcements, is available at [asx.com.au](http://asx.com.au).

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13. The SPP is not underwritten.
14. These terms and conditions are governed by the laws in force in South Australia. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP offer, will be determined by the courts of South Australia. By accepting the SPP offer, you agree to submit to the exclusive jurisdiction of the courts of South Australia.

**For all enquiries:****Phone:**

(within Australia) (08) 8104 9538

(outside Australia) +61 8 8104 9538

**Make your payment:**

See overleaf for details of the Offer and how to make your payment

## Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (Adelaide time) Friday 26 November 2021**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Spacetalk Ltd. and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Spacetalk Ltd. shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that:

- You are not applying for New Shares with an application price of more than \$30,000 under the Offer (including by instructing a Custodian to acquire New Shares on your behalf under the Offer); and
- The total of the application price does not exceed \$30,000 in relation to:
  - a) the New Shares that are the subject of this application; and
  - b) any other Shares issued to you under the Offer or any similar arrangement in the 12 months before the application (excluding Shares applied for but not issued).

Spacetalk Ltd. may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Spacetalk Ltd. will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Spacetalk Ltd. reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Spacetalk Ltd. does not notify you of that event.

### Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

### Step 2: Choose your payment option

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

### Step 3: Make Your Payment

Payment Method

**BPAY®**: See overleaf. Do not return the payment slip with **BPAY** payment.

# Share Purchase Plan Application Form

## STEP 1 Registration Name & Offer Details

 For your security keep your SRN/HIN confidential.

Registration Name:

Entitlement No:

Offer Details:

Record date:

**1 November 2021**

Minimum value available to purchase:

**\$1,000**

Maximum value available to purchase:

**\$30,000**

## STEP 2 Choose your payment option (and retain this for your records)

### Purchase Details for Spacetalk Ltd. (choose one option)

- \$1,000 worth of securities OR  \$2,000 worth of securities OR  \$5,000 worth of securities  
 \$10,000 worth of securities OR  \$15,000 worth of securities OR  \$20,000 worth of securities  
 \$25,000 worth of securities OR  \$30,000 worth of securities

## STEP 3 Make Your Payment by 5:00pm (Adelaide time) Friday 26 November 2021

Make your payment via **BPAY** either online or by phone with your bank using the payment details below. If you are unable to pay via **BPAY**, please call the Company's Company Secretary, Justin Nelson, on (08) 8104 9538 (within Australia) or +61 8 8104 9538 (outside Australia) between 8.30am and 5.00pm Monday to Friday to obtain alternative payment instructions.

### BPAY



Billers Code: 366211  
Ref No:

Contact your financial institution to make your payment from your cheque or savings account.

### BPAY

Neither Computershare Investor Services Pty Limited (CIS) nor Spacetalk Ltd. accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by the closing date. Eligible Shareholders should use the customer reference number shown on this Application Form when making a BPAY payment.

### Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at [www.computershare.com/au/privacy-policies](http://www.computershare.com/au/privacy-policies).