

## CLEANSING NOTICE

Issued under section 708A(12C)(e) of the *Corporations Act 2001* (Cth)

### 1 Introduction

This Cleansing Notice has been prepared by Complii FinTech Solutions Ltd (ACN 098 238 585) (**Company**) for the purposes of section 708A(12C)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

The Company confirms that:

- (a) the Tranche 1 Convertible Notes, defined and described, below will be issued without disclosure to investors under Part 6D.2 of the Corporations Act; and
- (b) this Cleansing Notice has been given in accordance with section 708A(12C)(e) of the Corporations Act.

Issuing this Cleansing Notice enables the fully paid ordinary shares in the capital of the Company (**Conversion Shares**), issued on the conversion of the Tranche 1 Convertible Notes issued by the Company on the terms described below, to be on-sold to retail investors without further disclosure.

This Cleansing Notice is important and should be read in its entirety.

### 2 Background and Contents of Cleansing Notice

#### 2.1 Issue of Convertible Notes

The Company advises that on 10 March 2026 the Company entered into a Convertible Note Deed Poll (**Deed Poll**) for the issues of up to 80,000,000 convertible notes (**Convertible Notes**) with a face value of \$0.025 to sophisticated investors, professional investors, and Directors of the Company (or their nominee) (**Noteholders**) for a total subscription price of up to \$2,000,000. The Convertible Notes will be issued in two tranches, as follows:

| Details                            | Number of Notes | Conditions  | Proposed Issue Date                              |
|------------------------------------|-----------------|---|--|
| <b>Tranche 1 Convertible Notes</b> | 60,000,000      | Issued under Listing Rule 7.1 placement capacity.         | 20 March 2026                                    |
| <b>Tranche 2 Convertible Notes</b> | 20,000,000      | Subject to shareholder approval under Listing Rule 10.11. | After shareholder approval at a general meeting. |

This Cleansing Notice relates to the Tranche 1 Convertible Notes. The draw down completed on 20 March 2026. The terms of the Tranche 1 Convertible Notes are set out in the Deed Poll and the Conditions of Issue enclosed as Annexure A to the Deed Poll, executed by the Company.

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A summary of the material terms and conditions of the Tranche 1 Convertible Notes are as follows:

| <b>Term</b>                    | <b>Description</b>  |
|--------------------------------|---|
| <b>Issuer</b>                  | Complii FinTech Solutions Ltd (ACN 098 238 585) ( <b>Company</b> )  |
| <b>Principal Amount</b>        | \$1,500,000   |
| <b>Shareholder Approval</b>    | Issued without shareholder approval under the Company's Listing Rule 7.1 placement capacity   |
| <b>Issue/Subscription Date</b> | 20 March 2026   |
| <b>Eligibility</b>             | The Tranche 1 Convertible Notes were offered to sophisticated, experienced and professional investors for the purposes of section 708 of the Corporations Act as at the date of acceptance of the offer.  |
| <b>Face Value</b>              | Each Tranche 1 Convertible Note has a face value of \$0.025   |
| <b>Maturity Date</b>           | 20 March 2028   |
| <b>Ranking</b>                 | The Tranche 1 Convertible Notes rank equally with all other existing convertible notes.   |
| <b>Interest</b>                | The Tranche 1 Convertible Notes will bear interest of 12% per annum payable in arrears annually, such interest may be converted into Shares. If the Tranche 1 Convertible Notes are redeemed by the Company as a result of an Event of Default occurring, all accrued but unpaid interest must be paid to the Noteholder in cash.   |
| <b>Security</b>                | None.   |
| <b>Conversion Rights</b>       | The Tranche 1 Convertible Notes may be converted at any time up until the Maturity Date.  |
| <b>Conversion Price</b>        | Each Tranche 1 Convertible Notes may be converted into one Share at a price of \$0.025 per Share.   |
| <b>Conversion Shares</b>       | Shares issued upon conversion of a Tranche 1 Convertible Notes will be fully paid ordinary Shares and rank equally with all other fully paid Shares from their date of issue. If all of the Tranche 1 Convertible Notes are converted, a total of 60,000,000 Shares will be issued.   |
| <b>Redemption</b>              | All Tranche 1 Convertible Notes which are not converted must be redeemed on the Maturity Date. Any number of Tranche 1 Convertible Notes held may be redeemed by the Noteholder giving the Company notice within 60 days' of an Event of Default occurring. Additionally, the Company may elect to redeem the Notes early via an Early Redemption Notice, subject to the conditions and in accordance with the terms contained within the Deed Poll |
| <b>Events of Default</b>       | It is an event of default where: <ul style="list-style-type: none"> <li>(a) the Company does not pay any money that becomes payable by the Company under the Deed Poll on its due date for payment and does not rectify that failure to pay within ten business days of receipt of a notice from the Noteholder stating that payment has not been made;</li> <li>(b) the Company becomes insolvent;</li> </ul>                                      |

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|                             |  |
|-----------------------------|--|
|                             | (c) the Company is in breach of any covenant or undertaking contained in the Deed Poll, and does not rectify that breach within ten business days of receipt of a notice from the Noteholder stating that the breach has occurred and providing reasonable details of the breach.                          |
| <b>Transferability</b>      | The Noteholder is entitled to transfer the notes and shares issued pursuant to conversion of a note in accordance with the Deed Poll, provided any applicable requirements of Chapter 6D of the Corporations Act are complied with.  |
| <b>Rights of Noteholder</b> | Except as otherwise provided in the Deed Poll, the Tranche 1 Convertible Notes will not entitle the Noteholder to vote at general meetings of the Company, to receive dividends or other distributions or participate in any issue of securities other than in accordance with the terms of the Deed Poll. |
| <b>ASX Listing</b>          | The Company will apply for official quotation by ASX of Shares issued on conversion of Tranche 1 Convertible Notes.  |

## 2.2 The rationale for the convertible note raising

The Company's Directors consider that the raising of capital by the issue of the Tranche 1 Convertible Notes is in the best interests of the Company as the proceeds from the capital raising will be used as working capital and once off staff reduction related expenses (for resource efficiency savings), relating to the following projects:

- (a) Complii
  - (i) Complete enhancements of the capital raising system for Tier 1 clients;
  - (ii) Complete the rebuild of the new Complii CRM;
  - (iii) Convert all customers onto the new platform; and
  - (iv) Complete Complii AI initiatives across the system.
- (b) ThinkCaddie
  - (i) Complete HR enhancement module (combines CPD and HR in one system and removes the need for firms to have multiple systems in place for HR and CPD);
  - (ii) In-source development to the group achieving net annual savings;
  - (iii) Complete development for MIntegrity on ThinkCaddie, for combined Tranche 2 offering; and
  - (iv) System upgrade to facilitate industry partnership or Joint Venture growth partner.
- (c) MIntegrity
  - (i) Grow team to expand further knowledge base to adjacent sectors to increase revenue growth;
  - (ii) Expansion to Western Australia to grow market share;
  - (iii) Complete combined project with ThinkCaddie on Tranche 2 offering;

- (iv) Complete combine project with Complii on joint offering (Complii System/Complii Lite with compliance consulting built in) – subscription revenue across AML and Complii; and
  - (v) Expand service offering to Australian Credit licensees, insurers and superfund, building on existing funds management compliance.
- (d) Primary Markets
- (i) Push sales initiatives collectively to expand our network of trading hubs;
  - (ii) Expand trading hubs into digital assets; and
  - (iii) Change Business unit management as well as roles and responsibilities.

### **2.3 General**

This Cleansing Notice sets out the following in relation to the issue of the Tranche 1 Convertible Notes:

- (a) the effect of the issue on the Company;
  - (i) a summary of the rights and liabilities attaching to the Tranche 1 Convertible Notes; and
  - (ii) a summary of the rights and liabilities attaching to the Shares and the Options that will be issued on conversion of the Tranche 1 Convertible Notes; and
- (b) any information that:
  - (i) has been excluded from continuous disclosure notice in accordance with the ASX Listing Rules;
  - (ii) is information that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
    - (A) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
    - (B) the rights and liabilities attaching to the Shares and the Options; and
  - (iii) any other information relating to the Company's status as a disclosing entity and where documents may be obtained.

## **3 The Effect of the issue on the capital structure of the Company**

### **3.1 Effect of the issue on the Company**

The principal effects of the issue of the Tranche 1 Convertible Notes on the Company will be to:

- (a) increase the Company's cash reserves by \$1,500,000 (before any expenses associated with the issue of the Tranche 1 Convertible Notes); and
- (b) give rise to the Company having liability for the amount of the face value of the Tranche 1 Convertible Notes, being \$1,500,000.

If the Tranche 1 Convertible Notes are converted, the principal effect of the conversion on the Company will be to:

- (a) increase the number of Shares on issue in the Company by up to 60,000,000 Shares plus any interest that is converted into Shares on conversion of the Tranche 1 Convertible Notes; and
- (b) decrease the Company's liabilities for the amount of the face value of the Tranche 1 Convertible Notes, being \$1,500,000 and any accrued interest.

**3.2 Pro forma balance sheet of the Company taking into account issue of the Tranche 1 Convertible Notes**

- (a) Set out below is a pro forma consolidated Statement of Financial Position as at 31 December 2025 for the Company based on the consolidated Statement of Financial Position released to the market on 27 February 2026.
- (b) The pro forma financial information is presented in an abbreviated form in so far as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements. The pro forma financial information is not audited. The classification of the allocations between debt and equity for the Notes may change in the future.

**Proforma Consolidated Statement of Financial Position of Complii FinTech Solutions Ltd as at 31 December 2025<sup>1,2,3,4</sup>**

| Assets                               | 31-Dec-25        | Convertible Note Raising |                | Cost of Capital Raising | Proforma Financials |
|--------------------------------------|------------------|--------------------------|----------------|-------------------------|---------------------|
|                                      |                  | Tranche 1                | Tranche 2      |                         |                     |
| <b>Current assets</b>                |                  |                          |                |                         |                     |
| Cash and cash equivalents            | 1,029,297        | 1,500,000                | 500,000        | (150,000)               | 2,879,297           |
| Trade and other receivables          | 341,190          | -                        | -              | -                       | 341,190             |
| Other assets                         | 151,033          | -                        | -              | -                       | 151,033             |
| <b>Total current assets</b>          | <b>1,521,520</b> | <b>1,500,000</b>         | <b>500,000</b> | <b>(150,000)</b>        | <b>3,371,520</b>    |
| <b>Non-current assets</b>            |                  |                          |                |                         |                     |
| Financial assets                     | 382,888          | -                        | -              | -                       | 382,888             |
| Property, plant and equipment        | 33,796           | -                        | -              | -                       | 33,796              |
| Right-of-use assets                  | 235,284          | -                        | -              | -                       | 235,284             |
| Intangible assets                    | 3,907,504        | -                        | -              | -                       | 3,907,504           |
| Deposits                             | 162,551          | -                        | -              | -                       | 162,551             |
| <b>Total non-current assets</b>      | <b>4,722,023</b> | <b>-</b>                 | <b>-</b>       | <b>-</b>                | <b>4,722,023</b>    |
| <b>Total assets</b>                  | <b>6,243,543</b> | <b>1,500,000</b>         | <b>500,000</b> | <b>(150,000)</b>        | <b>8,093,543</b>    |
| <b>Liabilities</b>                   |                  |                          |                |                         |                     |
| <b>Current liabilities</b>           |                  |                          |                |                         |                     |
| Trade and other payables             | 964,407          | -                        | -              | -                       | 964,407             |
| Lease liabilities                    | 172,690          | -                        | -              | -                       | 172,690             |
| Provisions                           | 725,493          | -                        | -              | -                       | 725,493             |
| Financial Liabilities                | 42,710           | -                        | -              | -                       | 42,710              |
| <b>Total current liabilities</b>     | <b>1,905,300</b> | <b>-</b>                 | <b>-</b>       | <b>-</b>                | <b>1,905,300</b>    |
| <b>Non-current liabilities</b>       |                  |                          |                |                         |                     |
| Trade and other payables             | 30,033           | -                        | -              | -                       | 30,033              |
| Lease liabilities                    | 69,617           | -                        | -              | -                       | 69,617              |
| Provisions                           | 62,430           | -                        | -              | -                       | 62,430              |
| Convertible Note                     | -                | 1,500,000                | 500,000        | -                       | 2,000,000           |
| <b>Total Non-current liabilities</b> | <b>162,080</b>   | <b>1,500,000</b>         | <b>500,000</b> | <b>-</b>                | <b>2,162,080</b>    |
| <b>Total liabilities</b>             | <b>2,067,380</b> | <b>1,500,000</b>         | <b>500,000</b> | <b>-</b>                | <b>4,067,380</b>    |
| <b>Net assets</b>                    | <b>4,176,163</b> | <b>-</b>                 | <b>-</b>       | <b>(150,000)</b>        | <b>4,026,163</b>    |
| <b>Equity</b>                        |                  |                          |                |                         |                     |
| Issued capital                       | 31,819,484       | -                        | -              | -                       | 31,819,484          |
| Reserves                             | 3,230,795        | -                        | -              | -                       | 3,230,795           |
| Accumulated losses                   | (30,874,116)     | -                        | -              | (150,000)               | (31,024,116)        |
| <b>Total equity</b>                  | <b>4,176,163</b> | <b>-</b>                 | <b>-</b>       | <b>(150,000)</b>        | <b>4,026,163</b>    |

*Notes to the Proforma Consolidated Statement of Financial Position follow on the next page.*

*Notes*

<sup>1</sup> *The pro forma presentation of the raising from the Tranche 1 Convertible Notes and associated costs is based on the value of the proceeds less the estimated costs for the issue of the Convertible Notes. The Company has not undertaken a valuation of the Convertible Notes in accordance with Australian Accounting Standards, the results of which may possibly be different to the amounts presented herein*

<sup>2</sup> *The proceeds from the Convertible Note Raising, consisting of 60,000,000 Convertible Notes in Tranche 1 and 20,000,000 Convertible Notes in Tranche 2, in each instance at \$0.025 per Convertible Note.*

<sup>3</sup> *The costs associated with the capital raise consist of \$150,000 in cash. These are estimated legal fees, broker fees and ASX fees. Note that interest will be accrued.*

<sup>4</sup> *Tranche 2 is subject to shareholder approval.*

### 3.3 Potential effect on Share Structure

- (a) As at the date of this Cleansing Notice and prior to the issue of the 60,000,000 Tranche 1 Convertible Notes as set out in the Cleansing Notice, the issued capital of the Company comprises 601,768,698 ordinary shares, and 68,440,112 performance rights.
- (b) The capital structure of the Company will be affected by the conversion of the Tranche 1 Convertible Notes, which will result in up to an additional maximum of 60,000,000 Shares (plus any interest converted into Shares) being issued and the liability position of the Company decreasing accordingly. The actual effect on the share capital of the Company will depend on how many Tranche 1 Convertible Notes are converted.
- (c) The Tranche 1 Convertible Notes can be converted on or prior to the Maturity Date, as elected by the Noteholder, unless redeemed due to an Event of Default.

### 3.4 Rights and liabilities attaching to the Tranche 1 Convertible Notes

A summary of the key terms of the Tranche 1 Convertible Notes is set out in section 2 of this Cleansing Notice above.

### 3.5 Rights and liabilities attaching to Shares issued on Conversion of Convertible Notes

The Shares to be issued to Noteholders on the conversion of the Tranche 1 Convertible Notes will rank equally in all respects with all of the Company's existing Shares. The rights attaching to the Company's Shares are set out in the Company's constitution (**Constitution**) and, in certain circumstances, regulated by the Corporations Act, the ASX Listing Rules and the general law. A copy of the Constitution can be inspected, free of charge, at the Company's registered office during normal business hours, and is available via the Company's website.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution.

The following is a general description of the more significant rights and liabilities attaching to the Shares and is not an exhaustive summary.

#### (a) Variation of rights

The rights attached to any class of shares may, unless their terms of issue state otherwise, be varied:

- (i) with the written consent of the holders of 75% of the Shares issued in that class; or
- (ii) with the approval of a special resolution passed at a meeting of the holders of Shares of the class.

Any variation of rights is subject to Part 2F.2 of the Corporations Act. A meeting of holders of a class of shares has a quorum if two persons are present who together hold or represent at least one-third of the issued shares of that class.

#### (b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) each Shareholder entitled to vote may vote in person, by proxy, attorney, representative or (if permitted by the Board) by Direct Vote;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote;

- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held, or in respect of which the person is appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited); and
  - (iv) in the case of joint holders, only the vote of the most senior holder (as shown in the register) counts.
- (c) **General meetings**

Shareholders are entitled to attend general meetings in person or by proxy, attorney or representative and to vote on resolutions. A quorum for a general meeting is two Shareholders (present in person or by proxy, attorney or representative). Shareholders may requisition meetings in accordance with section 249D of the Corporations Act. The chairman controls the conduct of the meeting and may permit other persons to attend.
- (d) **Dividends**

The Directors may declare or pay dividends (including interim dividends) to shareholders entitled to them, in proportion to the amounts paid on their shares. Dividends must comply with the Corporations Act, any special share rights and the Constitution, and may be rescinded before payment if the Company's financial position no longer justifies them. Dividends may be paid out of profits, funds or reserves, including different reserves or sources for different shareholders, and may be paid in cash or by distributing specific assets or securities. Directors may set aside and use reserves at their discretion, and may carry forward profits not distributed. Dividends do not carry interest, and are payable to the registered holder at the time fixed by the Directors and by any method of payment the Directors determine.
- (e) **Winding-up**

In a winding up, any assets available for distribution to Shareholders will, subject to the rights of the Shareholders issued on special terms and conditions, the Company's Constitution and the Corporations Act, be distributed amongst the Shareholders to return capital paid up on their Shares and distribute any surplus in proportion to the amount paid up (not credited) on Shares held by them.
- (f) **Change to Capital Structure**

The Company may:

  - (i) issue new Shares;
  - (ii) convert all or any of its Shares into a larger or smaller number of Shares, provided the proportion between amounts paid and unpaid on the Shares remains the same; and
  - (iii) cancel Shares that have not been taken or agreed to be taken, or that have been forfeited.

Subject to the Corporations Act, the Company may reduce its capital in any manner including by way of distributing specific assets, including securities of the Company or of any other corporation, trust or entity.

**(g) Transfer of Shares**

- (i) Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the Listing Rules.
- (ii) The Company's Shares are quoted on ASX.

**4 The Company is a 'disclosing entity'**

The Company is a 'disclosing entity' under the Corporations Act and, accordingly, is subject to regular reporting and disclosure obligations under both the Corporations Act and the ASX Listing Rules.

These obligations require the Company to notify ASX of information about specific events and matters as they arise. In particular, the Company has an obligation under ASX Listing Rule 3.1 and section 674 of the Corporations Act (subject to certain limited exceptions) to notify the ASX immediately once it is or becomes aware of information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit report or review. Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office.

**5 Copies of documents**

The Company will provide a copy of each of the following documents, free of charge, to any person on request:

- (a) the Interim Financial Report and Appendix 4D, being the half-yearly accounts of the Company for the period ending 31 December 2025 published on 27 February 2026 (Half Yearly Report)
- (b) any continuous disclosure documents given by the Company to ASX after the lodgement of the Half Yearly Report and before the lodgement of this Cleansing Notice with ASX.

A list of the continuous disclosure documents given by the Company to ASX after the lodgement of the Half Yearly Report before the lodgement of this Cleansing Notice with ASX is set out in the table below.

| <b>Date</b>      | <b>Announcement</b>                      |
|------------------|--|
| 4 March 2026     | Investor Presentation                    |
| 4 March 2026     | Proposed issue of securities - CF1       |
| 4 March 2026     | Convertible Note Raising                 |
| 27 February 2026 | Interim Financial Report and Appendix 4D |

**6 Information excluded from the continuous disclosure notices**

The Company advises that:

- (a) there are no new disclosures required; and
- (b) it has fully complied with its disclosure obligations under the ASX Listing Rules and the

Corporations Act, and that other than the information referred to in paragraph (a) above, there is no information which the Company has excluded from any of its continuous disclosure notices given in accordance with the ASX Listing Rules and the Corporations Act as at the date of this Cleansing Notice which it would be reasonable for investors and their professional advisors to require for the purpose of making an informed assessment of:

- (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
- (ii) the rights and liabilities attaching to the Tranche 1 Convertible Notes, the Shares and the Options.

**For and on behalf of the Board of Directors**

For more information please contact:



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