

ASX / MEDIA RELEASE 23 SEPTEMBER 2022

PRE-QUOTATION DISCLOSURE

One Click Group Limited (ACN 616 062 072) (ASX:ICG), previously known as UUV Aquabotix Ltd (**Company**), provides the following pre-quotations disclosures and confirmations to ASX to satisfy the conditions for the re-admission of the Company to the Official List of the ASX and re-quotations of the Company's fully paid ordinary shares (**Shares**) and options for Shares.

COMPLETION OF THE PUBLIC OFFER

The Company confirms that the offer under the replacement prospectus dated 15 July 2022 (**Prospectus**) closed on 5 August 2022 and the Company has completed the issue of 275,000,000 Shares under the offer at an issue price of \$0.02 per Share to raise \$5,500,000 (before associated costs) (**Public Offer**).

COMPLETION OF SECONDARY OFFERS

In addition to the Shares issued pursuant to the Public Offer, the Company confirms that it has completed the issue of:

- a) 265,000,000 Shares to the shareholders of Mobile Business Devices Pty Ltd (**MBD**) as consideration for the Acquisition under the Consideration Offer;
- b) 60,000,000 Performance Rights to the board, management, consultant and employees of MBD under the Incentive Offer;
- c) 25,000,000 Shares and 12,500,000 Options to the holders of convertible notes in MBD under the Noteholder Offer; and
- d) 25,000,000 Options to Canaccord Genuity (Australia) Limited (and/or its nominees) under the Lead Manager Offer.

COMPLETION OF ACQUISITION

The Company confirms that all conditions precedent under the Acquisition Agreement have been satisfied and that the Acquisition has now completed.

CONVERSION OF CONVERTIBLE NOTES

The Company confirms that all convertible notes in MBD have now fully converted into a total of 25,000,000 Shares and 12,500,000 Options in the Company.

CHANGE OF COMPANY NAME

The Company confirms that its change of name to One Click Group Limited took effect on 14 September 2022.

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:

Class of Security	Number
Shares ¹	685,903,321
Options ²	98,317,194
Performance Rights ³	60,000,000

Notes:

- The full terms and conditions of the Shares are set out in section 11.2 of the Prospectus.
- Comprising of:
 - 58,229,694 quoted Options exercisable at \$0.02 on or before 28 July 2023;
 - 1,637,500 unquoted Options exercisable at \$0.10 on or before 24 December 2023;
 - 300,000 unquoted Options exercisable at \$0.20 on or before 24 December 2023;
 - 325,000 unquoted Options exercisable at \$0.30 on or before 24 December 2023;
 - 325,000 unquoted Options exercisable at \$0.40 on or before 24 December 2023;
 - 12,500,000 unquoted Options exercisable at \$0.025 on or before 15 September 2025; and
 - 25,000,000 unquoted Options exercisable at \$0.03 per Option on or before 3 years from the date of the Company's re-admission to the Official List of ASX.Refer to Schedule 1 for the full terms and conditions of the Options referred to in Notes 2(a) to 2(e) above.
- The full terms and conditions of the Performance Rights are set out in section 11.6 of the Prospectus.

RESTRICTED SECURITIES

The Company confirms the following securities will be subject to restriction pursuant to the ASX Listing Rules for the periods outlined below.

Class	Number	Restriction Period
Shares	71,614,655	24 months from date of quotation
Shares	21,430,679 ¹	Refer below
Options	26,800,000 ²	24 months from date of quotation
Options	10,700,000 ³	Until 15 September 2023
Performance Rights	42,600,000	24 months from date of quotation
Performance Rights	17,400,000	Until 15 September 2023

Notes:

- Comprising of:
 - 7,070,970 Shares restricted until 5 November 2022;
 - 14,141,942 Shares restricted until 30 November 2022; and
 - 217,767 Shares restricted until 15 September 2023.

2. Comprising of:
 - (a) 1,800,000 unquoted Options exercisable at \$0.025 per Option on or before 15 September 2025; and
 - (b) 25,000,000 unquoted Options exercisable at \$0.03 per Option on or before 3 years from the date of the Company's re-admission to the Official List of ASX.
3. Unquoted Options exercisable at \$0.025 per Option on or before 15 September 2025.

The Company further confirms that 43,629,567 Shares are subject to voluntary escrow restriction for 6 months from the date of quotation.

USE OF FUNDS

The Company intends to apply funds raised from the Public Offer, over the first two years following re-admission of the Company to the Official List of ASX as follows:

Allocation of funds	Maximum Subscription (\$5,500,000)	Percentage of Funds
Source of funds		
Existing cash reserves ¹	384,000	6.5%
Funds raised from the Public Offer	5,500,000	93.5%
Total	5,884,000	100%
Allocation of funds		
Marketing	2,000,000	34%
Product development	1,500,000	25.5%
Corporate and administration ²	400,000	6.8%
Lodging patents	250,000	4.3%
Working Capital	1,144,000	19.4%
Expenses of the Public Offer and the Acquisition ³	590,000	10%
Total	5,884,000	100%

Notes:

1. Refer to the Financial Information set out section 7 of the Prospectus for further details.
2. Administration costs include the general costs associated with the management and operation of the Company's business including administration expenses, management salaries, directors' fees, rent and other associated costs.
3. Refer to section 11.13 of the Prospectus for further details.

The above table is a statement of current intentions as of the date of this announcement. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

UPDATED PRO-FORMA STATEMENT OF FINANCIAL POSITION

Below is the updated pro-forma statement of financial position based on the actual amount of funds (\$5,500,000) raised under the Public Offer.

	Mobile Business Devices Reviewed 31-Dec-21	RTO adjustments (including UUV BS) Unaudited 31-Dec-21	Subsequent events 31-Dec-21	Pro forma adjustments Actual Amount Raised Unaudited 31-Dec-21	Pro forma Actual Amount Raised Unaudited 31-Dec-21
	\$	\$	\$	\$	\$
Assets					
Current assets					
Cash and cash equivalents	33,924	392,061	523,750	4,910,000	5,859,735
Trade and other receivables	618,770	16,836	-	-	635,606
Other current assets	126,847	-	-	-	126,847
Total current assets	779,541	408,897	523,750	4,910,000	6,622,188
Non-current assets					
Intangible assets	1,486,369	-	-	-	1,486,369
Total non-current assets	1,486,369	-	-	-	1,486,369
Total assets	2,265,910	408,897	523,750	4,910,000	8,108,557
Liabilities					
Current liabilities					
Trade and other payables	810,829	81,184	-	-	892,013
Employee benefits	43,697	-	-	-	43,697
Convertible Notes	-	-	500,000	(500,000)	-
Total current liabilities	854,526	81,184	500,000	(500,000)	935,710
Non-current liabilities					
Financial liabilities	411,012	-	-	-	411,012
Employee benefits	27,425	-	-	-	27,425

	Mobile Business Devices Reviewed 31-Dec-21	RTO adjustments (including UUV BS) Unaudited 31-Dec-21	Subsequent events 31-Dec-21	Pro forma adjustments Actual Amount Raised Unaudited 31-Dec-21	Pro forma Actual Amount Raised Unaudited 31-Dec-21
	\$	\$	\$	\$	\$
Total non-current liabilities	438,437	-	-	-	438,437
Total liabilities	1,292,963	81,184	500,000	(500,000)	1,374,147
Net assets	972,947	327,713	23,750	5,410,000	6,734,410
Equity					
Share capital	3,940,987	2,388,375	23,750	5,382,730	11,735,842
Reserves	-	-	-	232,500	232,500
Retained earnings	(2,968,040)	(2,060,662)	-	(205,230)	(5,233,932)
Total equity	972,947	327,713	23,750	5,410,000	6,734,410

The unaudited pro forma consolidated statement of financial position represents the reviewed statement of financial position of MBD as at 31 December 2021 adjusted for the subsequent events and pro forma transactions outlined in section 7.6.2 of the Prospectus and based on the actual amount raised under the Public Offer being \$5,500,000. It should be read in conjunction with the notes to the Financial Information in the Prospectus.

FURTHER CONFIRMATIONS

The Company confirms that:

- it has lodged all outstanding Appendix 3B's with ASX for issues of securities;
- it has paid all ASX fees, including listing fees, applicable and outstanding;
- it has lodged all financial reports since the Company's securities were suspended and any other outstanding documents required by ASX Listing Rule 17.5;
- it has lodged all outstanding Appendices 3X, 3Y and 3Z;
- the consolidation of its capital structure on the terms set out in the Prospectus has now completed;
- there are no legal, regulatory, statutory or contractual impediments to the Company from the Chapter 7 bankruptcy proceedings currently ongoing in the United States of America in respect of Aquabotix Technology Corporation; and
- it will not issue any securities in repayment of the loan agreements between MBD and each of Mark Waller and Nathan Kerr.

ASX WAIVERS

The Company has been granted a waiver from ASX Listing Rules 9.1(b) and 9.1(c) to the extent necessary to permit the Company to apply the restrictions in paragraphs 1 and 2 of Appendix 9B (as applicable) to the Shares and Options to be issued to the existing shareholders of MBD as follows:

- a) the Shares and Options issued to the shareholders of MBD who subscribed with cash for their shares in MBD are treated as being held by a related party or promoter seed capitalists of the Company or MBD, as appropriate to each holder;
- b) cash formula relief is applicable to those Shares and Options that are issued to persons who subscribed for their shares in MBD for cash consideration provided ASX is satisfied with the evidence submitted to substantiate the cash amounts paid to MBD. 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 month escrow, the 24 month escrow period will begin on the date of the reinstatement of trading in the Company's securities.

This ASX Announcement has been authorised for release by the Board

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Schedule 1 - Terms and Conditions of Existing Options on Issue in the Company

(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 is set out in paragraph (d) below (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is set out in paragraph (d) below (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options issued will be exercisable at any time on or prior to the Expiry Date (**Exercise Period**) as follows:

Options	Exercise Price	Expiry Date
58,229,694 Options	\$0.02	28 July 2023
1,637,500 Options	\$0.10	24 December 2023
300,000 Options	\$0.20	24 December 2023
325,000 Options	\$0.30	24 December 2023
325,000 Options	\$0.40	24 December 2023

(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 15 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.