

QUICKFEE LIMITED



CAPITAL RAISING INVESTOR PRESENTATION

4 June 2025



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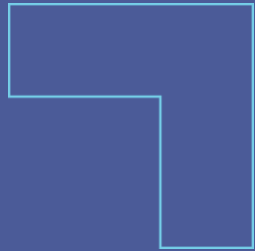
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Executive Summary

Quickfee is undertaking a capital raise supported by new and existing shareholders to fund growth in the US and AU loan books

Business Overview

- + QuickFee helps professional services firms accelerate and automate accounts receivable and grow their business
- + Integration with leading practice management solutions in the US with flexible price tiers for firms >\$1m in annual revenue
- + Customers benefits from increased revenue, improved cash flow and improved operational efficiency

Q3 FY25 Operating Highlights

- + Strong revenue growth, up 29% on pcp, driven by successful execution of Finance product strategies
- + Second consecutive quarter of record revenue of A\$ 6.3 million, up 29% on pcp
- + Increasing firm invoice numbers delivered via Connect up 118% in Q3 FY25 to 37,000 in Q2 FY25 (17,000)
- + EBTDA positive in H1 FY25 and Q3 FY25

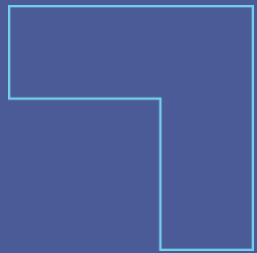
Outlook & Strategy

- + Focus on growing profitability, with underlying EBTDA guidance for FY25 in the range A\$ 1.5 million – A\$2.5 million (pre-provision for one-off credit loss of A\$ 3.3 million)
- + Refinancing of debt facilities completed in June 2025 enabling continued funding of loan book growth
- + Focus on unlocking transformational growth in the US through scalable technology development and ongoing firm adoption of QuickFee Connect

Equity Raising Overview & Use of Funds

- + Equity raising of A\$1.5 million at A\$0.05 per New Share
 - + Two-Tranche Institutional Placement ("**Placement**") to raise A\$1.25 million; and
 - + Share Purchase Plan ("**SPP**") to raise A\$0.25 million to existing eligible shareholders
- + Funds will be used to accelerate growth of the loan book:
 - + Expected increased lending from QuickFee Finance products (including legal disbursement funding) in Australia and USA; and
 - + Equity portions of loan book growth

II. BUSINESS OVERVIEW



About QuickFee

Since 2009, QuickFee has offered payments and financing for professional services firms, helping them increase revenue, get paid faster, improve cash flow, reduce aging receivables and automate their engagement-to-cash workflow



**Serving Australia (since 2009)
and the US (since 2016)**

1,250+

PROFESSIONAL
SERVICES FIRMS
WORLDWIDE

**OVER
\$600M**

LOANS ORIGINATED
SINCE INCEPTION



TARGET MARKET:
PROFESSIONAL SERVICES
FIRMS OVER \$1M IN ANNUAL
REVENUE

Why firms work with QuickFee:

1

They want to **Reduce A/R** – A/R is the #1 item on the balance sheet for most firms and we can help turn A/R into cash.

2

They want to **Grow their Business** – there are many priorities competing for cash, and we can help find more of it for firms and their clients.

3

They want to **Automate their Processes** – we increase efficiency while improving the client and employee experience.

4

They want to **Save on Fees** – stop spending money on credit card fees by reducing or eliminating surcharges.

Unique product and payments portfolio



Our customers benefit from increased revenue, improved cashflow, reduction in accounts receivable, improved operational efficiency and reduced cost base.

PAY NOW | ACH/EFT + CARD

Traditional digital payment methods

- + One payment link to securely accept online credit card, debit card, or ACH/eCheck
- + No caps on ACH processing or maximums on invoicing
- + Credit card surcharge paid by the client

PAY OVER TIME | FINANCE

Invoice and fee financing for clients of professional services firms

- + Get paid in full every time and give extra breathing room for good clients who fall behind
- + Generate client payment plans with 3, 6, 9, or 12-month terms
- + No cost to the Firm
- + No credit checks or lengthy applications for clients

QUICKFEE CONNECT | AUTOMATION

An easy way to automate the entire bill-to-cash workflow

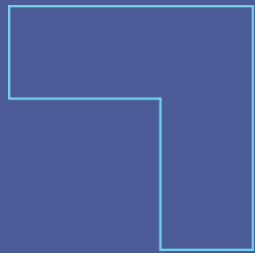
- + Save hours of unbillable time and make the switch to e-invoicing
- + Set automated email reminders to help clients pay on time
- + Clients get personalised invoice links so they can pay in 1 click
- + Integrations with leading practice management solutions

OUR COMPETITIVE DIFFERENTIATORS |

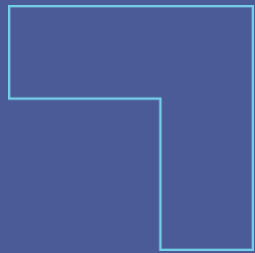
Designed specifically for professional service firms

- + B2B only: no consumer credit regulations
- + Designed specifically for professional service firms
- + No invoice maximum for QuickFee Finance
- + No hard credit checks for clients of firms
- + Integration with the leading practice management solutions
- + Pricing that works for all sizes of firms

I. H1 FY25 & Q3 FY25 HIGHLIGHTS



Ia. H1 FY25 HIGHLIGHTS



H1 FY25 results overview:

First ever EBTDA positive half year

H1 FY25 PERFORMANCE (A\$M)	H1 FY25	H1 FY24	MOVEMENT
REVENUE – AUSTRALIA	6.1	4.1	UP 49%
REVENUE – USA	5.6	5.2	UP 8%
TOTAL REVENUE	11.7	9.3	UP 26%
GROSS PROFIT	7.6	5.7	UP 33%
OPERATING EXPENSES	(7.3)	(8.4)	DOWN 13%
EBTDA	0.3	(2.7)	UP \$3M
NPAT	(1.2)	(3.4)	UP \$2.2M
EPS (CENTS)	(0.4)	(1.2)	UP 0.8 cents

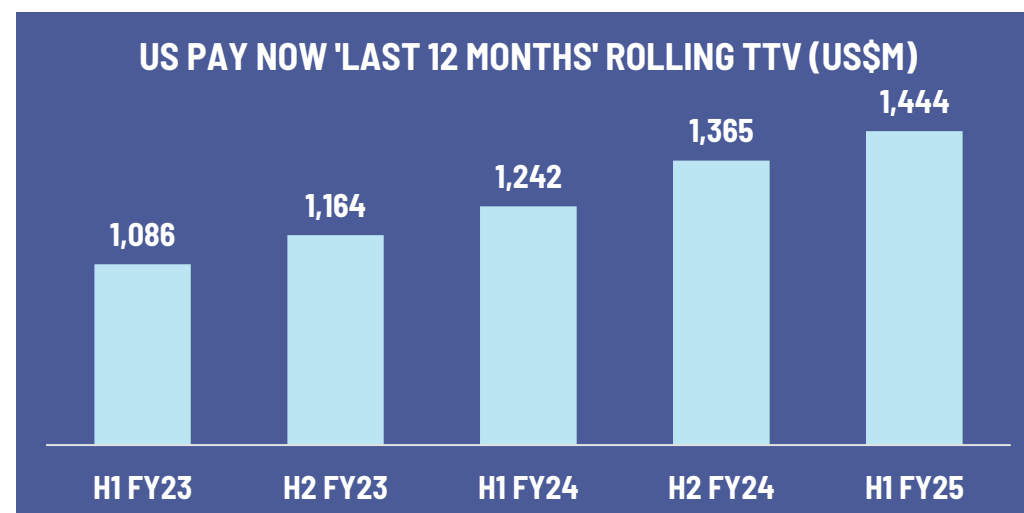
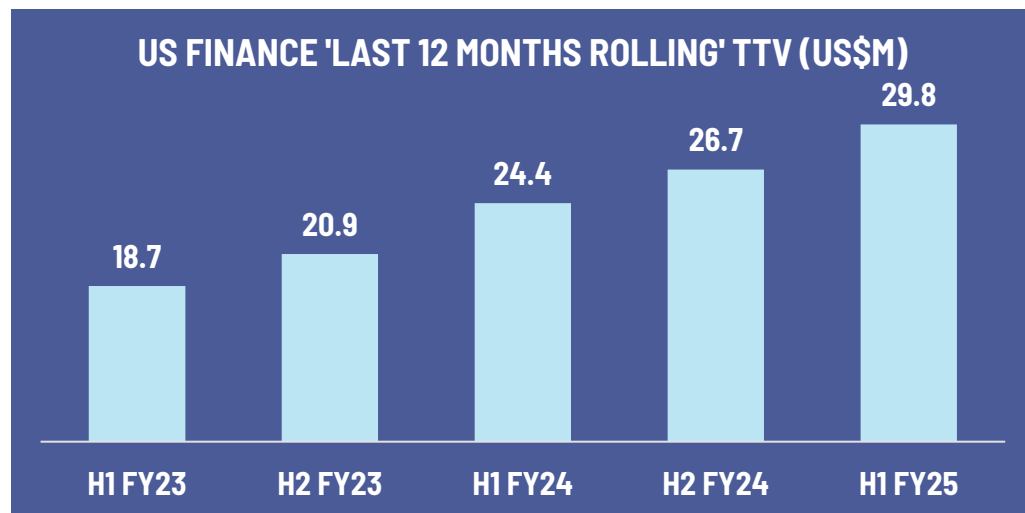
Revenue up
26% on pcp,
EBTDA
positive
& improved
profitability

Profitable operations in the US

- + **Solid revenue growth, up 8%:** 11% growth in Finance revenue to A\$2.1 million and 6% growth in Pay Now revenue to A\$3.5 million
- + **Gross profit up 18%:** Margin expansion due to reduced cost of sales from moving ACH processing in-house
- + **Profitable US segment:** Improvement in EBTDA* to +\$0.8 million
- + **New customer acquisition:** Solid growth in active firm numbers (up 3% to 765); Finance TTV up 23% in H1 FY25 to US\$ 16.7 million (H1 FY24: US\$ 13.6 million)
- + Team commissions and STIs weighted to achieving Finance volume targets and Connect sign-ups

US Financial Performance

A\$'M	H1 FY25	H1 FY24	%+/-
Pay Over Time (Finance) revenue	2.1	1.9	+11%
Pay Now (ACH + Card) revenue	3.5	3.3	+6%
Total revenue	5.6	5.2	+8%
Gross profit	4.0	3.4	+18%
Gross margin %	71%	65%	+6bps
Operating expenses	(3.2)	(3.7)	-14
EBTDA *	0.8	(0.3)	+367%

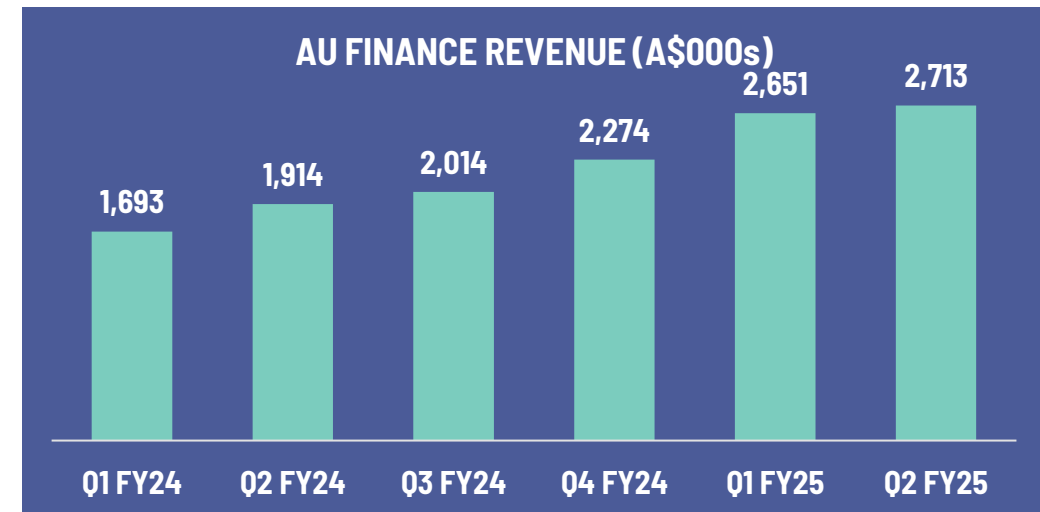
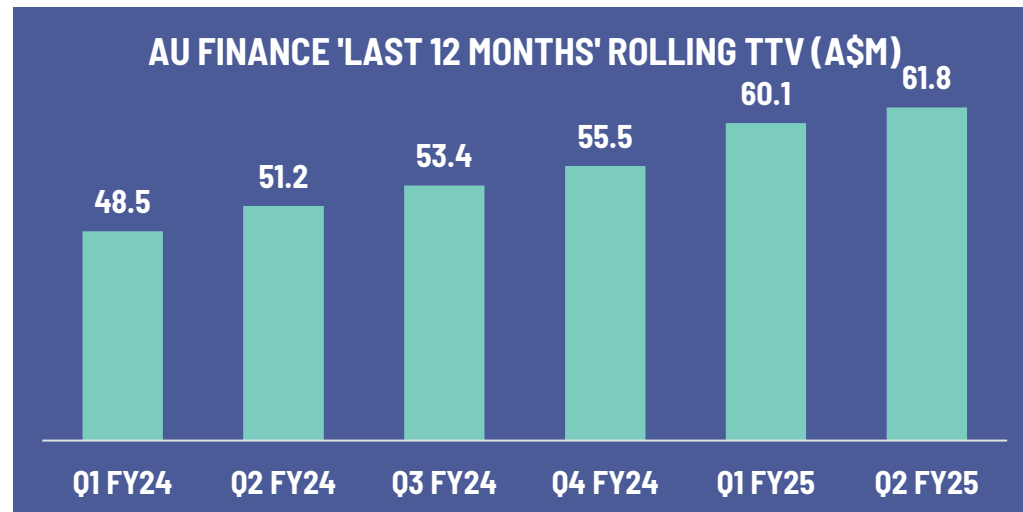


Substantial revenue and profit growth in Australia

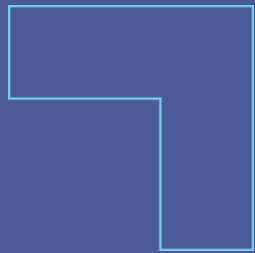
- + **Strong revenue growth:** AU revenue up 49% to A\$6.1 million, driven by a 50% increase in Finance revenue to A\$5.4 million
- + **Gross margin up 57% on pcp**
- + **EBTDA growth:** The AU business is sustainably profitable with a positive EBTDA of A\$2.1 million and EBTDA /revenue margin of 34%
- + **OPEX stable year-on-year**

AU Financial Performance

A\$M	H1 FY25	H1 FY24	%+/-
Pay Over Time (Finance) revenue	5.4	3.6	+50%
Pay Now (EFT + Card) revenue	0.5	0.4	+25%
BNPL revenue	0.2	0.1	+100%
Total revenue	6.1	4.1	+49%
Gross profit	3.6	2.3	+57%
Gross margin %	59%	56%	+3 bps
Operating expenses	(1.5)	(1.5)	-
EBTDA *	2.1	0.8	+163%

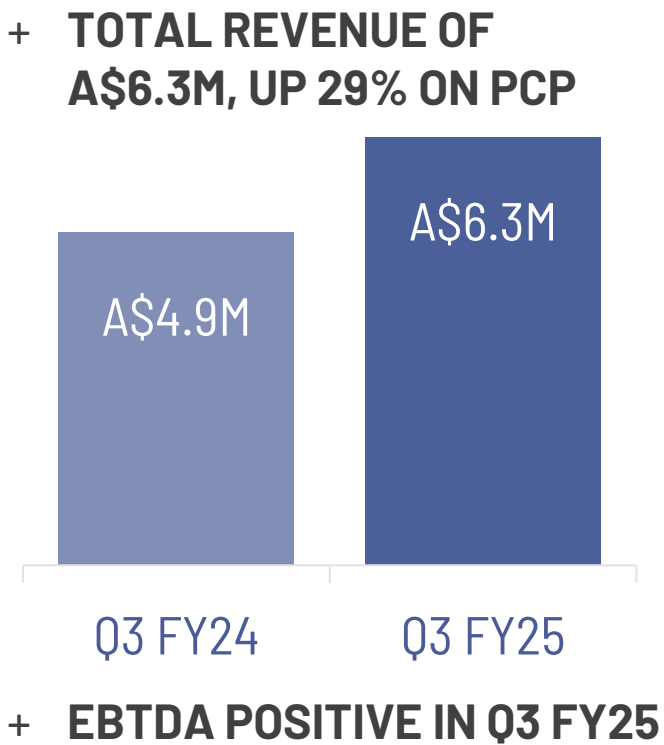


Ib. Q3 FY25 HIGHLIGHTS



Q3 FY25 results overview:

Record quarterly revenue, EBTDA positive in Q3

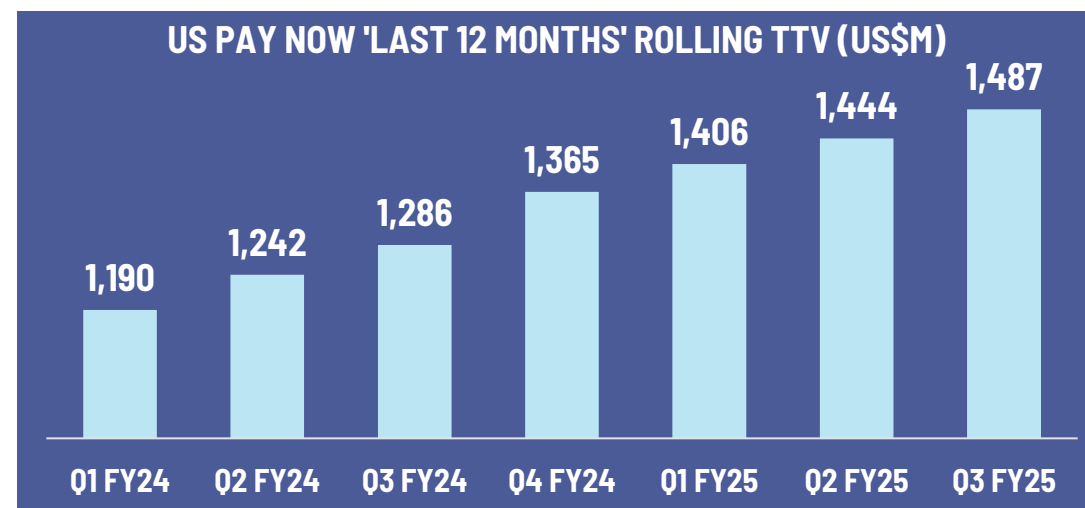
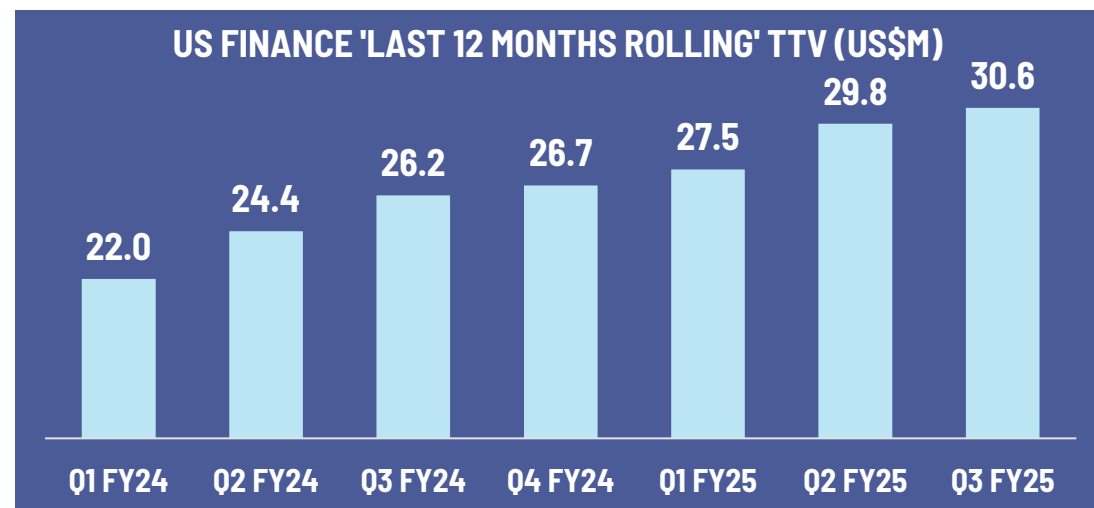
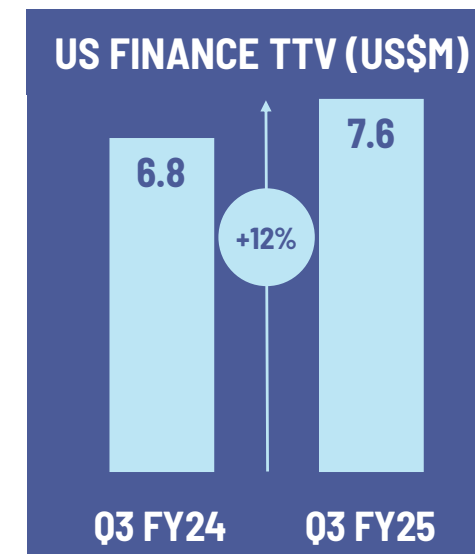
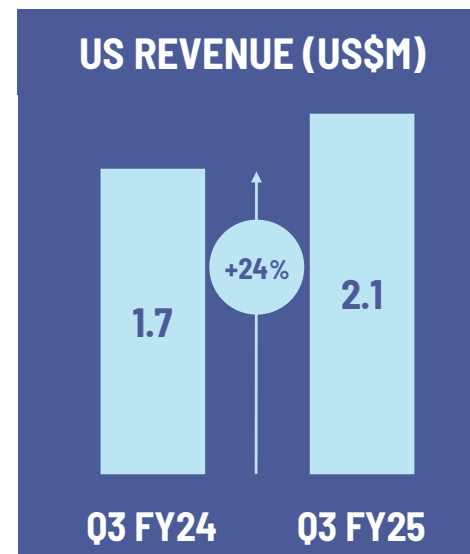


Q3 FY25 PERFORMANCE ¹	Q3 FY25	Q3 FY24	MOVEMENT
REVENUE			
US FINANCE (PAY OVER TIME)	US\$ 0.9 M	US\$ 0.7 M	+29%
US PAY NOW (ACH & CARD)	US\$ 1.2 M	US\$ 1.0 M	+20%
AU FINANCE (PAY OVER TIME)	A\$ 2.6 M	A\$ 2.0 M	+30%
TOTAL TRANSACTION VALUES (TTV)			
US FINANCE (PAY OVER TIME)	US\$ 7.6 M	US\$ 6.8 M	+12%
US PAY NOW (ACH & CARD)	US\$ 350 M	US\$ 307 M	+14%
AU FINANCE (PAY OVER TIME)	A\$ 14.1 M	A\$ 13.1 M	+8%

¹ Figures shown are unaudited, from management accounts

Strong revenue growth in US

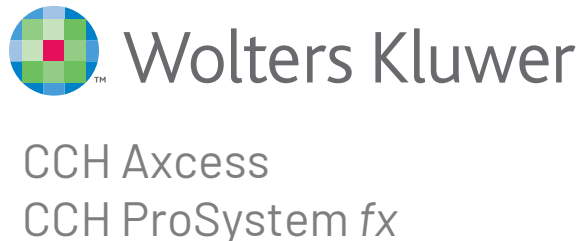
- + US revenue up 24% on pcp to US\$ 2.1 million
- + Finance TTV up 12% on pcp to US\$ 7.6 million; revenue up 29% on pcp to US\$ 0.9 million (Q3 FY24: US\$ 0.7 million)
 - + Revenue yield up 150 bps on pcp due to strong lending in Q2 FY25 and seasonally weaker originations in Q3
- + US Pay Now TTV up 14% on pcp; revenue up 20% to US\$ 1.2 million (Q3 FY24: US\$ 1.0 million) on slightly lower revenue yields
- + Growing need for payment flexibility in uncertain economic conditions



QuickFee Connect: increasing transaction volumes in Q3

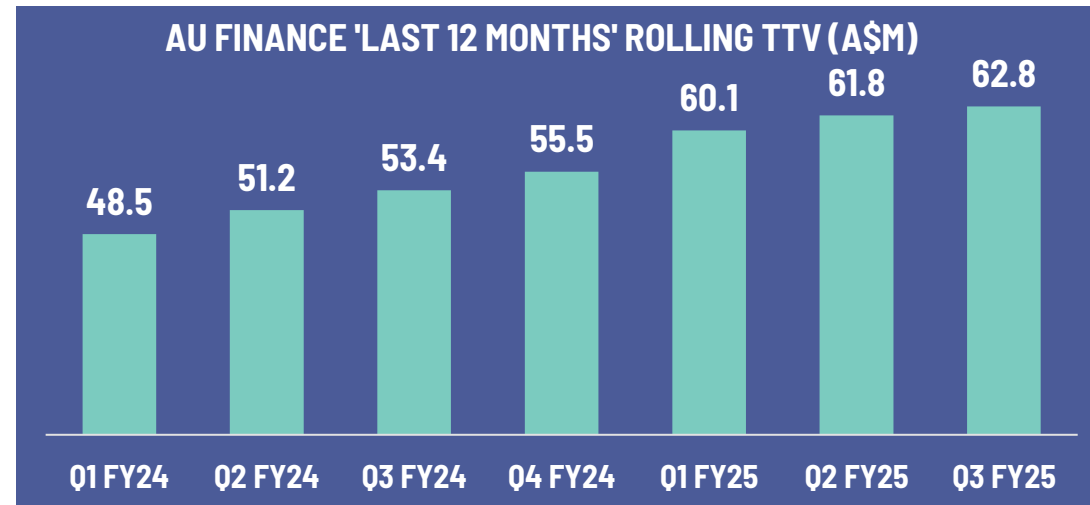
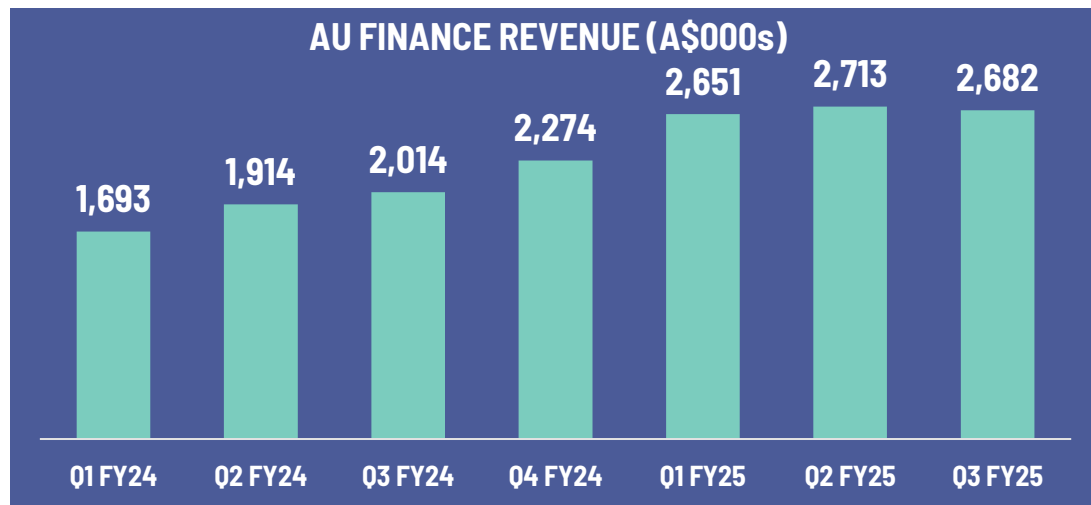
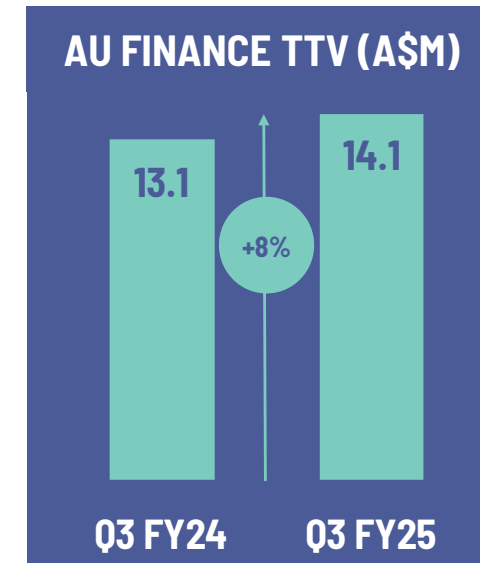
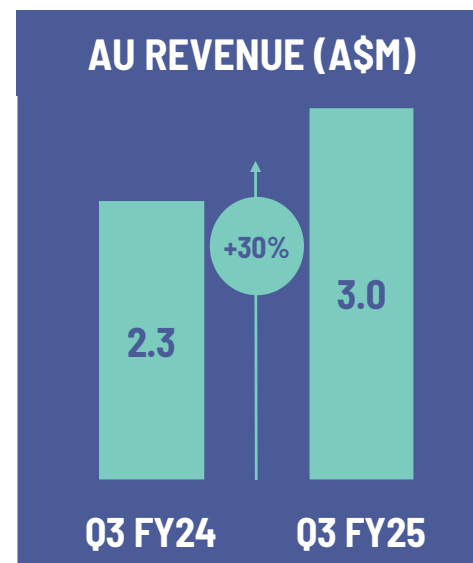
Connect **increases total transaction volume** across ACH, Card and Finance and **drives new subscription revenue**

- + Approx. **100 Connect customers**, with 65% having completed the onboarding process, up from 50% at 31 December 2024
- + **Firm invoices delivered via Connect up 118% qoq**, to 37,000 in Q3 FY25 (17,000 in Q2 FY25)
- + Approx. **200 existing customers with a Connect-enabled practice management solution** but not yet subscribed
- + Current focus is on signing these 200 customers



Australia: another strong quarter in Q3 FY25

- + AU Finance revenue up 30% on pcp to A\$ 2.6 million (Q3 FY24: A\$ 2.0 million)
- + AU Finance TTV up 8% on pcp; Fee Funding up 18% and Disbursement Funding down 28% on Q3 FY24 (high new DF firm lending in prior quarter)
- + Revenue yield up 360 bps on pcp, primarily due to growth in legal disbursement funding book, now at 35% of total AU book and seasonally lower originations in Q3
- + No credit losses in quarter



Provision for potential credit impairment and revised earnings guidance

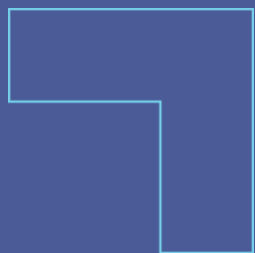
Provision for credit impairment in relation to one US firm default

- + QuickFee has been unsuccessful in collecting loan instalments from one US firm relating to the QuickFee Finance payment plans with its clients
- + US legal advisors are working with QuickFee to recover funds from the firm and its clients through the commencement of litigation against the firm and its clients and any relevant insurance policies we have in place
- + The amount recoverable from this firm and its clients remains uncertain
- + A provision for a potential credit impairment of the maximum exposure of US\$ 2.2 million (A\$ 3.3 million) has been made

Revised FY25 EBTDA earnings guidance

- + QuickFee is on track to deliver FY25 EBTDA of \$1.5 – \$2.5 million as previously stated, excluding the above provision for credit impairments
- + **As a result of the provision, QuickFee's revised FY25 statutory EBTDA guidance is in the of –A\$ 0.8 to –A\$1.8 million**

Ic. Q4 FY25 to-date HIGHLIGHTS



Q4 FY25 to-date results overview: EBTDA positive in April & May 2025

+ CONNECT PLATFORM CONTINUES TO GAIN TRACTION

- + Total firm invoices delivered via Connect of 47,000 in Q4 FY25 to-date, compared to 37,000 in the whole of Q3 FY25

+ POSITIVE UNDERLYING EBTDA IN APRIL & MAY 2025 (pre one-off credit loss provision)

Q4 TO-DATE PERFORMANCE ¹	Q4 FY25 TO-DATE	Q4 FY24 TO-DATE	MOVEMENT
TOTAL TRANSACTION VALUES (TTV)			
US FINANCE (PAY OVER TIME)	US\$ 3.3 M	US\$ 4.6 M	-28%
US PAY NOW (ACH & CARD)	US\$ 325 M	US\$ 324 M	+9%
AU FINANCE (PAY OVER TIME)	A\$ 10.0 M	A\$ 9.5 M	+5%

¹ Figures shown are unaudited, from management accounts

² 'Q4 2025 to-date' metrics are measured from 1 April 2025 to 31 May 2025 inclusive

+ FY25 EARNINGS GUIDANCE UNCHANGED

- + QuickFee's business remains sound and is on track to deliver underlying FY25 EBTDA of A\$ 1.5 million to A\$ 2.5 million, excluding a one-off provision of US\$ 2.2 million (A\$ 3.3 million) for credit impairments, (see ASX release dated 29 April 2025). The Company's guidance for FY25 statutory EBTDA in the range of -A\$ 0.8 million to -A\$ 1.8 million also remains unchanged.

Refinancing completed in June 2025

A\$ 118 million asset-backed receivables facility

- + Completion in June 2025 of the refinancing of its asset-backed debt facilities, partnering with global credit asset manager Viola Credit for a three-year A\$ 118 million senior secured revolving credit facility
- + Initial committed amounts of A\$ 45 million and US\$ 15 million and with additional optional committed amounts of A\$ 25 million and US\$ 15 million, subject to Viola's approval.
- + Replaces the current US\$ 40 million Northleaf Capital Partners and the A\$10 million Wingate Corporate Investments facilities.

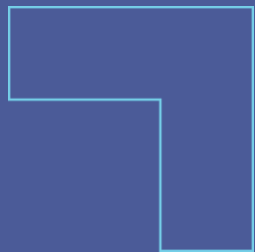
A\$5 million corporate term loan

- + QuickFee also signed a term loan facility agreement in May 2025 with a fund of Fancourt Capital Group for a 42 month A\$5 million term loan facility.
- + Will provide additional liquidity to the business as its loan book grows.
- + QuickFee will issue 5,000,000 warrants to Fancourt (based on a notional value of A\$250,000), each warrant exercisable into one ordinary share of the Company for nil consideration.
- + The facility will be secured by a first-ranking general security deed over the Company and certain subsidiaries.

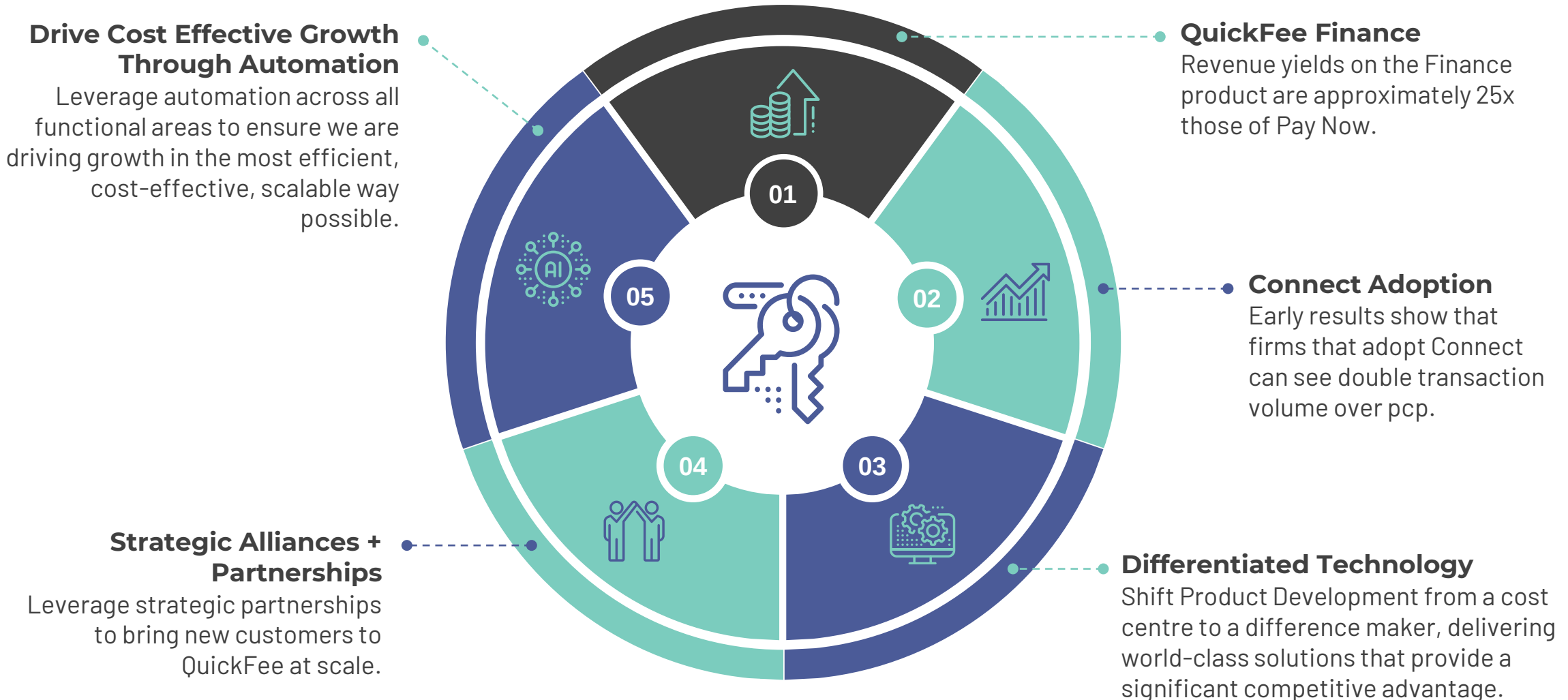
Sufficiently funded to continue generating profitable EBTDA

- + Expected costs of funds expected to equal to or lower than currently.
- + This will ensure QuickFee continues to be funded sufficiently to sustain profitability.

III. STRATEGY & OUTLOOK



Unlocking transformational growth in the US

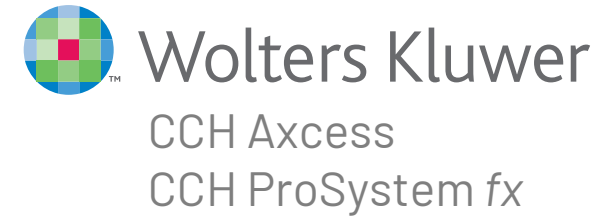


QuickFee Connect: driving transaction volumes and increasing recurring revenue

Building our platform to enable easier, more scalable integrations with new strategic partners

- + We have approximately 100 Connect customers, with about 50% having completed the onboarding process and 50% in onboarding now
- + We have approx. 200 customers that have a practice management solution that Connect integrates with but have not yet subscribed to Connect
- + Significant opportunity in new customer acquisition
- + Connect drives both new subscription revenue and increases total transaction volume across ACH, Card and Finance
- + Building ecosystem for firms that want to build their own tech stack

Five Connect Practice Management Integrations



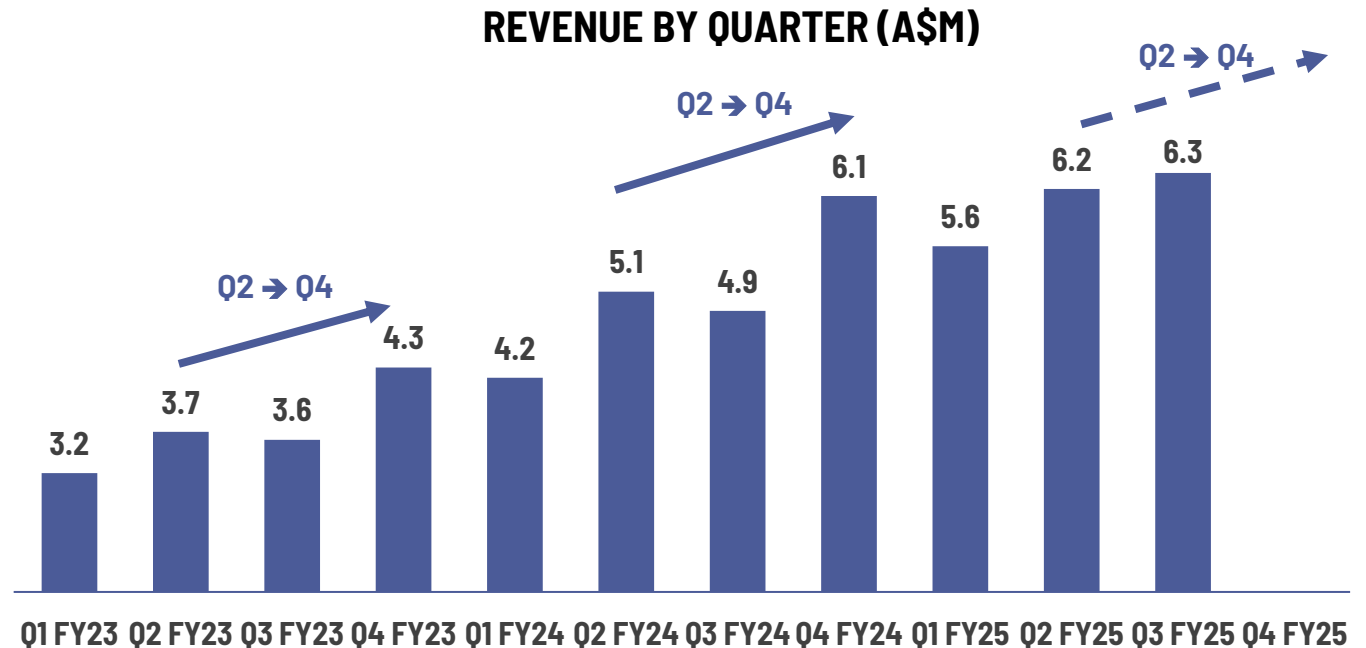
Engagement Letter Integration with:

Knuula

Underlying business continues to perform well

Track record of solid revenue growth and uplift from H1 to H2 each FY

- + Consistent revenue growth from Q1 to Q3, and Q2 to Q4, every fiscal year
- + H1 FY25 revenue up 26% vs pcp; interest revenue up 39% vs pcp



Seasonality

- + Revenue stronger in Q2 and Q4, due to Pay Now seasonal volumes; Q4 traditionally stronger than Q2
- + **Q1:** US northern hemisphere summer, AU start of financial year
- + **Q2:** US lead-up to 1 January tax season start, AU lead up to summer break
- + **Q3:** US tax season runs 1 January – 15 April, AU summer break
- + **Q4:** US out of tax season and billing backlog, AU lead up to EOFY

Outlook



Focus on growing profitability

- + Focus on maximum profit growth: QuickFee Finance and QuickFee Connect
- + Continue to manage cost base carefully
- + Continued investment in Connect automation to capture revenue opportunity
- + Continued organic growth in Australia

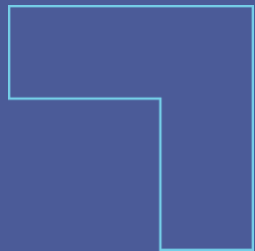


Unlocking transformational growth in the US

- + Scalable technology foundation with enhanced systems redundancy
- + Build and execute strategic partnerships to enable exponential growth
- + Expand Connect subscription model and additional integrations



IV. EQUITY RAISING OVERVIEW



Equity Raising Overview

Capital Raising

QuickFee is raising A\$ 1.5 million via the issuance of 30.0 million fully paid ordinary new shares ("**New Shares**") at an Offer Price of A\$ 0.05 per New Share ("**the Offer**"), comprising:

- + A Two-Tranche Institutional Placement ("**Placement**") to professional and sophisticated investors:
 - + 17.82 million shares to raise A\$ 891,000 under the Company's ASX Listing Rule 7.1A;
 - + 7.18 million shares to raise A\$ 359,000, subject to shareholder approval; and
 - + A Share Purchase Plan ("**SPP**") to raise approximately A\$ 250,000 via the issue of approximately 5.0 million ordinary shares to eligible existing shareholders.

The Company reserves the right to accept oversubscriptions and increase the size of the Offer subject to additional demand.

Offer Price

All shares under the Placement and SPP will be issued at A\$ 0.05 per New Share ("**Offer Price**"), representing:

- + A 2.0% discount to last close of A\$ 0.51 on 30 May 2025; and
- + A 1.0% discount to the 15-day VWAP of A\$ 0.0505 as of 30 May 2025.

Director Participation

QuickFee Directors Dale Smorgon (non-executive Chair). Bruce Coombes (Executive Director and Managing Director) and Michael McConnell (non-executive Director), intend to participate in the Placement, which would be subject to shareholder approval at an Extraordinary General Meeting ("**EGM**") to be held in or around July 2025 and allotted under the Tranche 2 Placement. QuickFee Directors and Key Management Personnel may also participate in the SPP in their capacity as eligible shareholders.

Equity Raising Overview (cont.)

Placement

Two-Tranche Placement to raise up to approximately A\$ 1.25 million via the issue of 25.0 million New Shares to Professional and Sophisticated investors, comprising:

- + A\$ 891,000 via the issue of 17.82 million New Shares at an Offer Price of A\$ 0.05 per share within the Offeror's existing placement capacity under ASX Listing Rule 7.1A (**"Tranche 1 Placement"**); and
- + A\$ 359,000 million via the issue of 7.18 million New Shares at an Offer Price of A\$ 0.05 per share, subject to shareholder approval at an Extraordinary General Meeting (**"EGM"**) to be held at a future date (**"Tranche 2 Placement"**).

The Company reserves the right to increase the size of the Placement if there is additional demand.

Share Purchase Plan

The Company intends to offer eligible shareholders the opportunity to participate in a Share Purchase Plan (**"SPP"**) and apply for up to A\$ 30,000 of New Shares, to raise an additional A\$ 250,000. The record date for determining eligibility for the SPP is 7:00pm (AEST) on Tuesday, 3 June 2025.

Further details in relation to the SPP, including the scale-back policy, will be provided to eligible shareholders in an SPP Offer Booklet.

The Company reserves the right to accept oversubscriptions under the SPP subject to the ASX Listing Rules and the *Corporations Act 2001* (Cth).

New Shares issued in the Placement are not eligible for participation in the SPP.

Ranking

New Securities issued in the Equity Raising will rank equally with existing fully paid ordinary shares on issue in the Offeror.

Equity Raising Overview (cont.)

Share Purchase Plan Commitments

- + While the SPP is not underwritten, the Company intends to receive binding commitments ("**SPP Shortfall Commitments**") one or more investors who participate in the Placement (the "**SPP Shortfall Investors**"), to subscribe for up to an additional A\$ 250,000 of new, fully paid ordinary shares ("**SPP Shortfall Shares**"), in the event the SPP is undersubscribed and there is a shortfall.
- + If the SPP is undersubscribed and the Company decides to issue the SPP Shortfall Shares, it will do so without shareholder approval and by utilising the balance of the Company's existing 10% placement capacity for the purposes of ASX Listing Rule 7.1A
- + The SPP Shortfall Shares will not be issued under the SPP. To the extent the Company issues any SPP Shortfall Shares to the SPP Shortfall Investors, the issue price per SPP Shortfall Share will be the same as the issue price per SPP Share. Furthermore, one or more of the SPP Shortfall Commitments may be terminated by the Company in the event any of the SPP Shortfall Investors breach the terms of its SPP Shortfall Commitment.
- + If, however, the SPP is oversubscribed, the Company may determine to raise a higher amount under the SPP or decide to scale back applications received from eligible shareholders in its absolute discretion. No SPP Shortfall Shares will be issued in the event the SPP is oversubscribed or the Company receives applications from eligible shareholders for the entire A\$ 250,000.

Sources and Uses of Funds

Proceeds will be used to fund growth in loan books.

SOURCES OF FUNDS	A\$	%
Placement (Tranche 1)	\$0.891m	59.4%
Placement (Tranche 2)	\$0.359m	23.9%
SPP	\$0.250m	16.7%
Total	\$1.5m	100.0%
USES OF FUNDS	A\$	%
Lending book growth	\$1.4m	93.3%
Costs of the Offer	\$0.1m	6.7%
Total	\$1.5m	100.0%

Rationale

- Revenue growth in FY25 year-to-date is expected to continue in Q4 FY25 and FY26 and the capital raised will ensure Quickfee is well-funded to meet the 10% - 15% of Finance loan book growth that is funded from its own cash reserves.
- Key drivers of revenue growth include Connect subscription revenue, lending and payments revenue growth from existing firms and new firm sign-ups in the US, as well as opportunities in the Australian fee funding and legal disbursement funding market.
- While the Company has sufficient capital to remain profitable, the funds raised will be used to fund further loan book growth and selective investment in the Connect product, in order to support the positive momentum in the business.

Timetable

Trading Halt

Institutional Placement opens

Final bids due with the right to close early

Placement Confirmation Letters due

Record Date for the SPP

Trading Halt lifted and announcement to ASX of the Offer

Trade Date of Placement Shares (Tranche 1 Placement)

Settlement Date of Placement Shares (Tranche 1 Placement)

Quotation of New Shares (Tranche 1 Placement)

Retail Offer Booklet dispatched and SPP opens

Commencement of trading of Placement Shares

SPP Offer closes

Issue of New Shares under SPP Offer

Extraordinary General Meeting to approve Tranche 2 Placement Shares

Settlement Date of Placement Shares (Tranche 2 Placement)

Quotation of New Shares (Tranche 2 Placement)

Monday, 2 June 2025

Monday, 2 June 2025

12:00pm Tuesday, 3 June 2025

7:00pm Tuesday, 3 June 2025

7:00pm Tuesday, 3 June 2025

Wednesday, 4 June 2025

Thursday, 5 June 2025

Tuesday, 10 June 2025

Tuesday, 10 June 2025

Wednesday, 11 June 2025

Wednesday, 11 June 2025

Tuesday, 24 June 2025

Friday, 27 June 2025

TBC

TBC

TBC

This timetable is subject to change without notice. All references are to AEST.



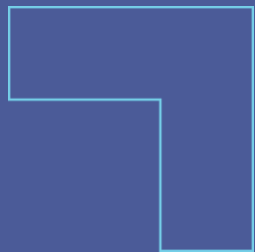
Pro Forma Capital Structure

ISSUED SHARE CAPITAL	NO. OF SECURITIES (PRE-EQUITY RAISING)	%	SECURITIES ISSUED IN EQUITY RAISING	NO. OF SECURITIES (POST-EQUITY RAISING)	% (ON AN UNDILUTED BASIS)
Existing investors	341,841,758	100.0%	-	341,841,758	91.9%
Other securities issued in equity raising	-	-	30,000,000	30,000,000	8.1%
Total	341,841,758	100.0%	30,000,000	371,841,758	100.0%
Options, Warrants and Performance Rights on Issue	16,880,551			16,880,551	

Pro Forma Balance Sheet (undiluted)

A\$'M	31 DECEMBER 2024	CAPITAL RAISING	PRO FORMA
Cash and cash equivalents	15.4	1.4	16.8
Loan receivables (current)	63.0	-	63.0
Trade and other current assets	1.2	-	1.2
Total current assets	79.6	1.4	81.0
Loan receivables (non-current)	1.4	-	1.4
Fixed assets and other non-current assets	0.6	-	0.6
Total assets	81.6	1.4	83.0
Borrowings	52.2	-	52.2
Firm settlements outstanding	19.0	-	19.0
Trade and other current liabilities	2.3	-	2.3
Total current liabilities	73.5	-	73.5
Total non-current liabilities	0.4	-	0.4
Total liabilities	73.9	-	73.9
Net assets	7.7	1.4	9.1
Contributed equity	51.9	1.4	53.3
Other reserves	1.0	-	1.0
Accumulated losses	(45.2)	-	(45.2)
Total equity	7.7	1.4	9.1

V. APPENDIX



RISKS

QUICKFEE SPECIFIC RISKS

An investment in QuickFee ("Company") is not risk free. Below are some of the risk factors that should be considered in connection with the Company, the Capital Raising and other general market risks.

Client and firm credit risk	There is a risk of potential failure of clients or firms to meet their obligations at the appropriate time with respect to loans granted to them. This could, in turn, impact the Company's ability to discharge its own payment obligations owing to its financiers and may give rise to a default by the Company under its facilities. The Company will seek to monitor and manage counterparty risk through internal controls and protocols. Three main drivers for why a client or firm may not repay their financial obligations include: (i) a deterioration in that client or firm's business' financial performance or the client or firm prioritises other financial payments ahead of their payments to the Company; (ii) a general economic slow-down resulting in a deterioration of the financial performance of the client or firm and a resulting inability to pay; (iii) failure by the Company to assess appropriately which clients and firms can and will repay their obligations and as a consequence, money has been lent to clients or firms who have not repaid, and who do not have the capacity to repay, their loans. There is a risk that the Company's credit systems and processes will not produce an accurate evaluation of a client or firm's credit risk, including as a result of reliance on inaccurate data provided by third parties, human error, software errors, technology failure and changes in the correlation of customer attributes with credit performance. If any of these events were to occur, this could result in higher levels of default by clients and firms, which could in turn have a material adverse impact on the Company's operations, financial performance, financial position and/or future prospects.
Company financing risk	Access to funding is a fundamental requirement for the success of the Company's business. A loss of, or adverse impact to one or more of the Company's funding sources, without access to alternative funding sources on comparable terms, could limit the Company's ability to write new loans or to write new loans on favourable terms. This includes an inability to extend or refinance expiring facilities, an inability to set up new funding platforms to fund growth in loans, or an increase in funding costs which reduces the Company's revenues or cash flow. The Company's ability to secure funding in the future may be affected by macroeconomic, market and industry conditions and events. If the Company is not able to secure financing on favourable terms, or at all, to meet its future capital needs, additional capital raisings that could dilute the capital of the Company may be required. If the Company is unsuccessful in extending and/or refinancing its corporate facilities in the future and there is no alternative funding available to support the business, this could have a material adverse impact on the Company's operations, financial performance, financial position and/or future prospects.
Failure to execute growth strategies	There is no guarantee that all or any of the Company's growth strategies will be successfully implemented, deliver the expected returns or ultimately be profitable. There is also a risk that the growth strategies may be subjected to unexpected delays and additional implementation costs. Furthermore, the Company may also fail to adopt and execute growth strategies that will enable it to successfully maintain or improve its product offering and match any change in customer preferences. Failure in achieving growth strategies is likely to have a significant adverse impact on the Company's share price.
Loss of customers	The loss of one or more customers through termination or expiry of contracts may adversely affect the operating results of the Company.

RISKS

QUICKFEE SPECIFIC RISKS

US regulatory risk	The commercial lending sector in the US is regulated on a State by State basis. QuickFee US's loan contract designates California as the state law that governs the transaction. US States fall into two categories: (i) States where the law does not generally apply to or regulate commercial non-real estate lending, either through licensing or substantive restrictions (Permissive States); and (ii) States where there may be a licensing law or interest rate limitation applicable to business-purpose loans (Choice-of-Law States) such that enforcement of the California choice-of-law clause has enhanced importance. QuickFee US may be subject to regulatory changes which may adversely affect its ability to advance funding. QuickFee US's competitors may also experience favourable regulatory changes to their funding arrangements which could result in increased competition.
Australian regulatory risk	The financial services sector in Australia is undergoing a period of political and regulatory scrutiny and expected regulatory change. Future changes to law or regulation, or potential changes to law or regulation which oblige industry participants to proactively change their business models, alter their funding arrangements or change their pricing disclosure could have a material adverse effect on the Company's business, financial position, operating and financial performance, and/or growth. The Company operates a "buy now pay later" (BNPL) product in Australia called "Q Pay Plan". There are a number of current regulatory developments that could impact the Company, including: (i) The National Credit Code has been extended to buy now pay later contracts, following royal assent of the Treasury Laws Amendment (Responsible Buy Now Pay Later and Other Measures) Act 2024 (the BNPL Act) on 10 December 2024. From 10 June 2025, providers of buy now pay later contracts will need to hold a credit licence that authorises them to engage in credit activities as a credit provider, subject to transitional arrangements. (ii) Transitional arrangements allow a provider to continue to provide buy now pay later contracts where they have applied for and had their application accepted for the appropriate Australian credit licence or variation of their existing credit licence. To meet the new licensing requirements, before 10 June 2025 buy now pay later providers who do not have a credit licence must: • apply for a credit licence; • have ASIC accept the application for lodgement; and • become a member of the Australian Financial Complaints Authority (AFCA). The Company has submitted an application for an Australian credit licence and has become a member of AFCA in accordance with the above requirements. ASIC has not yet issued a credit licence to the Company; if ASIC do not issue the licence, then the Company will not be able to provide BNPL contracts to its customers.
Competition risk	There are various companies providing services similar to QuickFee AU within the Australian market. Large finance providers maintain broad market presence and economies of scale not accessible for smaller players such as the Company. If a larger, better funded company markets or creates a comparable product at a lower price point, this could negatively impact the Company's growth in the US market or could diminish the Company's market share in the Australian market. Providing fee financing for clients and firms is available to potential competitors, of which are number currently exist in the Australian market. The Company will need to continue to differentiate itself on the fee financing front over time. It may prove difficult for the Company to establish itself as a well-known brand in the competitive financing space, and the product may be in a market where customers will not have brand loyalty. If competitors develop equal or better platforms and products, or competitors with existing platform on a pricing basis, which could negatively affect its revenue.
Reliance on key management	The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. The loss of any key personnel, including senior management, could cause disruption to the conduct of the Company's business and could have a material adverse impact on the Company's operations, financial performance, financial position and/or future prospects. It may be difficult to replace key personnel, or to do so in a timely manner or at comparable expense.



RISKS

QUICKFEE SPECIFIC RISKS

International operations	The Company operates in Australia and the US, and may do business in other international jurisdictions at a later date. The Company's operations could therefore be subject to a number of risks inherent in global operations, including political and economic instability in foreign markets, inconsistent product regulation by foreign agencies or governments, imposition of product tariffs and burdens, cost of complying with a wide variety of international regulatory requirements, risks stemming from the Company's lack of local business experience in specific foreign countries, foreign currency fluctuations, difficulty in enforcing intellectual property rights, foreign taxes, and language and other cultural barriers.
Protection of intellectual property rights	The commercial value of the Company's intellectual property assets is dependent on any relevant legal protections. These legal mechanisms, however, do not guarantee that the intellectual property will be protected or that the Company's competitive position will be maintained. No assurance can be given that employees or third parties will not breach confidentiality agreements, infringe or misappropriate the Company's intellectual property or commercially sensitive information, or that competitors will not be able to produce non-infringing competitive products. Competition in retaining and sustaining protection of technologies and the complex nature of technologies can lead to expensive and lengthy disputes for which there can be no guaranteed outcome. There can be no assurance that any intellectual property which the Company (or entities it deals with) may have an interest in now or in the future will afford the Company commercially significant protection of technologies, or that any of the projects that may arise from technologies will have commercial applications. In addition, there is a risk that measures implemented by the Company to protect its intellectual property may not always be sufficient. It is possible that third parties may assert intellectual property infringement, unfair competition or like claims against the Company under copyright, trade secret, patent, or other laws. There is also a risk that the validity, ownership or authorised use of intellectual property relevant to the Company's business may be successfully challenged by third parties. Such claims, if made, may harm, directly or indirectly, the Company's business and may potentially lead to the inability to use the intellectual property in question. If the Company is forced to defend claims of intellectual property infringement, whether they are with or without merit or are determined in the Company's favour, the costs of such litigation may be potentially significant and may divert management's attention from normal commercial operations, which could have a material adverse impact on the Company's operations, financial performance, financial position and/or future prospects.
Strategies	There are no limits on strategies that the Company may pursue. The strategy may evolve over time due to, among other things, market developments and trends, technical challenges, the emergence of new or enhanced technology, changing regulation and/or industry practice, and otherwise in the Company's sole discretion. As a result, the strategy, approaches, markets and products described in this document may not reflect the strategies, approaches, markets and products relevant to, or pursued by, the Company at a later date.
Product liability	As with all products, there is no assurance that unforeseen adverse events or defects will not arise in the Company's products. Adverse events could expose the Company to product liability claims or litigation, resulting in the removal of regulatory approval for the relevant products and/or monetary damages being awarded against the Company. In such event, the Company's liability may exceed the Company's insurance coverage, if any.
Litigation	The Company is exposed to possible litigation risks including, but not limited to, intellectual property ownership disputes, contractual claims, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position.
Insurance coverage	The Company faces various risks in conducting its business and may lack adequate insurance coverage or may not have the relevant insurance coverage. If the Company incurs substantial losses or liabilities and its insurance coverage is unavailable or inadequate to cover such losses or liabilities, the Company's financial position and financial performance may be adversely affected.

RISKS

QUICKFEE SPECIFIC RISKS

Data loss, theft or corruption	Through the ordinary course of business, the Company collects a wide range of confidential information from its customers (including personal, financial and credit related information). The cyber threat to companies in Australia, the United States and around the world is growing and unrelenting and as an online business, the Company is not immune to these risks. Cyber-attacks may compromise, or breach technology platforms used by the Company to protect confidential information. A cyberattack or hack of the Company systems, including those of third-party providers of information technology services to the Company, could have serious impacts on the Company's reputation, operational and financial performance. The Company's business may also be adversely affected by malicious third party applications that interfere with, or exploit, security flaws in its websites. Viruses, worms and other malicious software programs could, among other things, jeopardise the security of information stored in a user's computer or in the Company's computer systems or those of third party service providers or attempt to change the internet experience of users by interfering with the Company's ability to connect with its users. There is a risk that the measures taken by the Company may not be sufficient to detect or prevent unauthorised access to, or unauthorised disclosure of, such confidential information. Any data security breaches or the Company's failure to protect confidential information could result in the loss of information integrity, or breaches of the Company's obligations under applicable laws (including relevant privacy laws) or agreements, each of which could have a material adverse impact on the Company's operations, financial performance, financial position and/or future prospects. Further, laws relating to data privacy are evolving across all jurisdictions and any changes to standards may adversely impact the Company's systems and operating procedures.
Foreign exchange	The Company will be operating in a variety of jurisdictions, including the US and Australia, and as such, expects to generate revenue and incur costs and expenses in US dollars. Consequently, movements in currency exchange rates may adversely or beneficially affect the Company's results or operations and cash flows. For example, the appreciation or depreciation of the US dollar relative to the Australian dollar would result in a foreign currency loss or gain. Any depreciation of currencies in foreign jurisdictions in which the Company operates may result in lower than anticipated revenue, profit and earnings of the Company.
Disputes	The activities of the Company may result in disputes with third parties, including, without limitation, the Company's investors, competitors, regulators, partners, distributors, customers, directors, officers and employees, and service providers. The Company may incur substantial costs in connection with such disputes. Further, a change in strategy may involve material and as yet unanticipated risks, as well as a high degree of risk, including a higher degree of risk than the Company's strategy in place as of the date hereof.
Additional requirements for capital	The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its development and research programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.
Economic conditions and other global or national issues	General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations.



RISKS

CAPITAL RAISING AND INVESTMENT RISKS

Shareholder dilution	Existing shareholders who do not participate in the Capital Raising will have their percentage shareholding in the Company diluted. Depending on the size of a shareholder's existing holding, a participating shareholder may still be diluted even though they participate in the Capital Raising, depending on the number of shares allocated to them under the Capital Raising. In the future, the Company may elect to issue Shares or other securities. While the Company will be subject to the constraints of the ASX Listing Rules regarding the issue of Shares or other securities, Shareholders may be diluted as a result of issues of Shares or other securities.
Market conditions	Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as: (i) general economic outlook; (ii) introduction of tax reform or other new legislation; (iii) interest rates and inflation rates; (iv) changes in investor sentiment toward particular market sectors; (v) the demand for, and supply of, capital; and (vi) terrorism or other hostilities. The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and technology or defence stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company. Further, the value of the Shares may fluctuate more sharply than that of other securities, given the fact that investment in the Company is highly speculative.
Taxation risk	The acquisition and disposal of Shares will have tax consequences for investors, which will vary depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent professional taxation and financial advice about the consequences of acquiring and disposing of Shares from a taxation viewpoint and generally. Changes in tax law, or changes in the way tax laws are interpreted may impact the tax liabilities of the Company, shareholder returns or the tax treatment of an investment. Tax law is frequently being changed, both prospectively and retrospectively. Any actual or alleged failure to comply with, or any change in the application or interpretation of tax rules applied in respect of such transactions, may increase the Company's tax liabilities or expose it to legal, regulatory or other actions.



RISKS

CAPITAL RAISING AND INVESTMENT RISKS

Price of Shares	As a publicly-listed company on ASX, the Company is subject to general market risk that is inherent in all securities listed on a stock exchange. After the end of the relevant escrow periods affecting Shares in the Company, a significant sale of then tradeable Shares (or the market perception that such a sale might occur) could have an adverse effect on the Company's Share price.
Investment speculative	Shares to be issued pursuant to this Offer carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares. Potential investors should consider that the investment in the Company is highly speculative.
Share Purchase Plan Commitment risk	As disclosed in this Investor Presentation, the Company intends securing binding commitments from one or more investors who are participating in the Placement to commit to cover the SPP component of the Capital Raising and take up additional shares in the event that the SPP is undersubscribed and existing, eligible shareholders do not take up the full \$0.25 million. There is a risk that the commitments may be terminated by an investor or that an investor may not ultimately have sufficient liquidity to meet its obligations under its commitment letter. If a commitment letter were terminated or an investor defaulted on its obligations under its commitment letter, this could have a material adverse impact on the Company's ability to cover the shortfall on the SPP (if any) and could ultimately lead to the Company raising less than the total \$1.25 million to \$1.5 million envisaged as part of the total Capital Raising proceeds. Failure to raise sufficient funds under the Capital Raising could have a material adverse impact on the Company's operations, financial performance, financial position and/or future prospects.

The above risks should not be taken as a complete list of the risks associated with an investment in the Company. The risks outlined above and other risks not specifically referred to may in the future materially adversely impact the value of the Company's securities and the Company's operations, financial performance, financial position and/or future prospects. Accordingly, no assurance or guarantee of future performance or profitability is given by the Company in respect of its shares.



Foreign Selling Restrictions

This document does not constitute an offer of New Securities of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of the New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

The Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Notice to nominees and custodians

Nominees and custodians may not distribute this Presentation, and may not permit any beneficial shareholder to participate in the SPP, in any country outside Australia and New Zealand except, with the consent of the Company, to beneficial shareholders resident in certain other countries where the Company may determine it is lawful and practical to make the offer constituted under the SPP.

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