



The Manager
Market Announcements Office
Australian Securities Exchange
Level 5, 20 Bridge Street
SYDNEY NSW 2000

23 September 2024

By electronic lodgment

Target Market Determination

Candy Club Holdings Limited (**ASX:CLB** or the **Company**) refers to the Replacement Prospectus lodged earlier today.

Attached is a copy of the Target Market Determination which must be read in conjunction with the Replacement Prospectus.

This announcement was authorised for release by the Board.

For personal use only

Target market determination

ABOUT THIS DOCUMENT

Product:

Ordinary Shares in CANDY CLUB HOLDINGS LIMITED ACN 629 598 778

Effective Date: 23 September 2024

1 Background

This Target Market Determination (**TMD**) has been prepared by Candy Club Holdings Limited (**Candy Club** or the **Company**) in relation to an offer (**Offer**) to issue fully paid ordinary shares (**Shares**) in under a replacement prospectus dated 23 September 2024 (**Prospectus**). Candy Club is acquiring 100% of Scalare Partners Pty Ltd which provides products and services to early stage technology companies and invests in early stage technology companies (**Scalare**). A copy of the Prospectus is available on the Company's website at <https://candyclublimited.com.au>. The Offer will only be made under, or accompanied by, a copy of the Prospectus.

The TMD is designed to help investors understand the class of consumers for whom the offer of Shares is most suitable. This TMD sets out the class of consumers whose financial objectives would likely be consistent with the distribution conditions and restrictions imposed on the distribution of the Shares, as well as reporting requirements for distributors in accordance with the requirements of section 994B of the *Corporations Act 2001* (Cth) (**Corporations Act**).

Any recipient of this TMD should carefully read and consider the Prospectus in full and consult their stockbroker, accountant, solicitor and/or other professional adviser if they have any questions regarding the contents of the Prospectus. This TMD is not a disclosure document for the purposes of the Corporations Act.

Any recipient of this TMD who wishes to acquire Shares under the Offer will need to complete the application form that will be in, or will accompany, the Prospectus. There is no cooling off period in respect of the issue of the Shares.

To the extent permitted by law, no liability is accepted for any loss or damage as a result of any reliance on this information. This TMD is not to be treated as a full summary of the product terms and conditions, and is not intended to provide you with financial advice, or take into account your objectives, financial situations or needs. It is important for you to consider these matters and read the Prospectus before you make an investment decision. The Company is not licensed to provide financial product advice in relation to the Shares.

Unless otherwise stated, capitalised terms in this TMD have the meaning set out in the Prospectus.

1 Product information and key features

Description of the Product, including key attributes

- **(Offer)** The Offer is for between 16,000,000 and 32,000,000 fully paid ordinary shares in the capital of Candy Club Holdings Limited, at an issue price of \$0.25 per Share;
- **(Offer Period)** the Offer opens on [date] September 2024 and closes on 27 September 2024, unless fully subscribed to earlier or extended;
- **(Eligibility)** The Offer is only open to persons with an address in Australia
- **(Investment amount)** Principal investment amount from \$2,000.00 or more in lots of \$200;
- **(Quotation)** The Company will apply for official quotation of the Shares on the ASX;
- **(Terms)** Shares rank equally with all existing Shares on issue and will rank behind creditors on a winding up.
- **(Fees)** There are no administration fees or exit fees.

The issue of Shares under the Offer is subject to shareholder approvals to be obtained by the Company at an extraordinary general meeting of shareholders on or about 23 September 2024

The Product is suited to investors seeking an exposure to the early stage technology sector and with a view to longer term investment.

The Product is suitable for consumers with a high risk profile because of the following attributes:

- the Company derives revenues from providing products and services to early stage technology companies and invests in early stage technology companies which generally have limited sources of funds, a high failure rate and limited exit opportunities; and

- investors may not be paid dividends and may not be able to recover their principal if the Company is unable to meet its liabilities or generate profits.

Refer to Section 11.5 of the Prospectus for the terms and conditions of the Shares.

Refer to section 2 of this TMD for further key attributes of the product.

2 Target Market

The information set out in the table below summarises the overall class of investors that fall within the target market for the Shares, based on the key attributes of the product and the objectives, financial situation and needs that they have been designed to meet. The Shares have been designed for investors whose likely objectives, financial situation and needs are aligned with this product.

Factor	Target market
Investment objective	<p>The Company expects that an investment in Shares will be suitable to investors who:</p> <ul style="list-style-type: none">• wish to gain exposure to equities in a small to medium cap company which is listed on the ASX and which offers the potential for short to medium term capital growth (ie 2 to 5 years) as well as potential income from dividends from revenues derived from the provision of goods and services and investments in the early stage technology sector;• who do not wish to pay ongoing fees in respect of the management of their investment or their disposal of the Shares; and• are looking to diversify their investment holdings.
Investment timeframe	<p>The target market of investors will take a medium to long term (ie 5 to 7 years) outlook in relation to their investment in the Company and their financial position</p>

Investor suitability
metrics

While the Company does not have an established eligibility framework for Investors based on metrics such as employment status, income levels, age or an expected return or volatility, it is expected that the target market of investors will be those investors that wish to obtain exposure to the Company's ongoing operations and investment portfolio, and that will be able to withstand potential fluctuations in the value of their investment.

The target market would **not** include investors who:

- do not have a high risk appetite or require a short-term investment;
- seek capital preservation or are reliant on the distributions from the investment (noting that investors may not be paid dividends and may not be able to recover their principal if the Company is unable to meet its liabilities or generate profits);
- require income on the invested amount;
- do not have the capacity to lose some or all of the investment;
- commit a large allocation of their total investable assets to Candy Club (ie. greater than 10% of the investor's total investable assets excluding the investor's principal residence); or
- use debt finance to subscribe for the Product.

The Company has assessed the Shares and formed the view that the Shares, having the key attributes set out above in this section 2, is likely to be consistent with the objectives, financial situation and needs of investors in the target market as described above.

Risks

The Company considers that an investment in the Shares is highly speculative, such that an investment in Candy Club may not be appropriate for an investor who would not be able to bear the loss of some or all of their investment.

Investors should also have a sufficient level of financial literacy to understand and appreciate the risks of investing in the Shares and the more specific risks of investing in the Company. The risks of Investing in the Company are set out in detail in Section 7 of the Prospectus.

To assist investors, the Consumer Attributes for which the product is likely to be appropriate have been assessed using a red /green rating methodology with appropriate colour coding. In the tables below, Column 1, Consumer Attributes, indicates a description of the likely objectives, financial situation and needs of the class of consumers that are considering this product. Column 2, TMD indicator, indicates whether a consumer meeting the attribute in Column 1 is likely to be in the target market for this product.

(G) In target market

(R) Unlikely to be in target market

1. Consumer Attributes	2. TMD indicator	3. Product description including key attributes
Consumer's investment objective		
Capital Growth	G	Investment objective The Company's portfolio allocation in unlisted securities in the early stage technology space is considered high growth in the short to medium term (ie 2 to 5 years) Investment overview The Company Shares provide indirect access to the Company's portfolio of investments in unlisted securities in the early stage technology space as well as the Company's revenue generating business of providing services and products to the early stage technology sector. There are no fees charged by the Company in relation to an investment or disposal of the Shares. The Shares offer potential short to medium term capital growth along with potential dividend income and franking credits. As the Shares will largely provide exposure to equity securities, by virtue of the nature of these assets being growth assets, the Shares are likely to be appropriate for consumers who are seeking capital growth. Income The Company is not expected in the short term to make a dividend distribution but as the Company's product and services business matures and investments are realised there is the potential for dividends to be paid.
Capital Preservation	R	
Potential Income Distribution	G	
Consumer's intended product use (% of Investable Assets)		
Solution/Standalone (up to 100%)	R	

1. Consumer Attributes	2. TMD indicator	3. Product description including key attributes
Major allocation (up to 75%)	R	The Company's portfolio allocation is in unlisted securities and is considered 'High Risk' and as such is only suitable for retail investors seeking to allocate a small percentage of their investment assets in the Shares.
Core component (up to 50%)	R	
Medium allocation (up to 25%)	R	
Minor allocation (up to 10%)	G	
Consumer's investment timeframe		
Investment timeframe	5 -7 years	The suggested timeframe for holding investments in the Company is 5 to 7 years. As the Company aims to deliver on its objectives over the long term, the Company is therefore likely to be appropriate for a consumer who has a medium to long investment timeframe.
Consumer's Risk (ability to bear loss) and Return profile		
Low	R	The Company is exposed to the early stage technology sector both in respect of its operating business and investment portfolio. Companies in the sector generally have limited sources of funds, a high failure rate and limited exit opportunities. As such an investment in the Company is considered to be of high risk.
Medium	R	
High	G	
Very high	G	
Extremely high	R	
Consumer's need to access capital		
Within one week	R	There is no mechanism available to investors for access to their capital invested at their discretion.
Within one month	R	
Within three months	R	There is no guarantee that investors will be able to access their capital.
Within one year	R	

1. Consumer Attributes	2. TMD indicator	3. Product description including key attributes
Within 5 years	R	<p>The product is ordinary shares in an ASX listed company. Investors' only access to capital invested will be through the disposal of Shares, primarily on the financial market operated by the ASX.</p> <p>The ability to sell Shares on-market will be impacted via the performance of the Company's operating business and the capital growth of its investment portfolio as well as market liquidity generally. There may be relatively few buyers or sellers of Shares on ASX at any given time. This may affect the volatility of the market price of the Shares and the prevailing market price at which shareholders are able to sell their Shares. This may result in shareholders receiving a market price for their Shares that is less than the issue price paid under an Offer.</p> <p>The Company may in the future, subject always to the Corporations Act and shareholder approval (if required), determine to undertake a return of capital via a reduction of capital, or a share buy-back. However, this is not currently anticipated.</p>
Within 10 years	R	
10 years or more	R	
At Company's discretion	R	

Appropriateness

The Company has assessed the product and formed the view that the product, including its key attributes, is likely to be consistent with the likely objectives, financial situation and needs of consumers in the target market as described above, as the features of the Shares in Column 3 of the table above are likely to be suitable for consumers with the attributes identified with a green "G" TMD indicator in Column 2.

3 Distribution Channels

This product is designed to be distributed through the following channels in the target market:

- Through the Automic Portal
- Through stockbrokers and other financial advisers who are holders of Australian Financial Services Licences or authorised representatives (**Distributors**), by making a valid application in accordance with the terms of the Prospectus.

4 Distribution conditions

The Shares under the Offer will only be issued to retail investors who meet the following criteria:

- they are eligible to participate in the Offer (being investors with a registered address in Australia);

- they make a valid application in accordance with the terms of the Prospectus.

The Shares will only be issued to eligible investors who make a valid application under the terms of the Prospectus. In the Prospectus, the Company has outlined key risks of investment in the Shares and emphasised that investment in the Shares should be regarded as speculative. This would make it not suitable for investors for whom such an investment is inappropriate.

Retail investors who apply directly via the Automic Portal must complete consumer attribute questions as part the completion of the application form to identify the purpose of their investment, and must confirm that the applicant has read and understands the Prospectus and this TMD when applying for Shares. The Company will also operate an Offer information telephone line with appropriate call scripts and general processes to mitigate the risk of inconsistent distribution.

With respect to the Offer any Distributors engaged by the Company will be subject to the following conditions:

- to provide a copy of the Prospectus and this TMD to investors before they apply for the Shares; and
- not to procure investments from retail clients from whom the Distributor does not have actual knowledge or who does not fall within the target market.
- Distributors must take reasonable steps that will, or are reasonably likely to, result in distribution of the product being consistent with the TMD (unless the distribution is excluded conduct), including by implementing controls on content and materials used by Distributors to advertise the Offer, and marketing arrangements (such as, by confining email marketing to those consumers whom it is aware have certain characteristics set out in the TMD).

The Company considers that these distribution conditions will ensure that persons who invest in the Shares fall within the target market in circumstances where personal advice is not being provided to those persons by the Company.

5

Review triggers

The Shares are offered for a limited time period as set out in the Prospectus, after which they will no longer be available for issue. The TMD will only apply during the period between the Offer open date (ie, 23 September 2024) and the offer close date (ie, 27 September 2024) (or earlier if the Offer is fully subscribed) (the **Offer Period**).

The review triggers that apply for the Offer Period that would reasonably suggest that this target market determination is no longer appropriate include, but are not limited to:

- a significant dealing of the Shares outside of the target market occurs;
- an event or circumstance that would materially change a factor taken into account when making this TMD;
- there is a material change to the key attributes of the Shares that make it no longer consistent with the likely objectives, financial situation and needs of clients in the target market;

- the Company identifies a substantial divergence in how the Shares are being distributed and purchased from this TMD
- the Company lodges with ASIC a supplementary or replacement prospectus in relation to this Prospectus;
- ASIC raises concerns with Candy Club regarding the adequacy of the design or distribution of the Offer or this TMD;
- the necessary shareholder approvals in connection with the Offer are not obtained;
- a materially adverse change in the financial circumstances of Candy Club or Scalare Partners Pty Ltd or its subsidiaries;
- Candy Club receives a high number of complaints that indicate the Shares are not suitable for the target market or that the product is not being distributed to the target market;
- there are material changes to the regulatory environment that applies to an investment in the Shares;
- the Company identifies a substantial divergence in how the Shares are being distributed and purchased from this TMD;
- the nature and extent of any feedback received from those who distribute or acquire the Shares.

The Company may also amend this TMD at any time.

6 Review period

If a review trigger occurs during the Offer Period, the Company will review this TMD in light of the review trigger as soon as reasonably practicable and in any event, within 5 business days of the review trigger occurring. The Company will otherwise complete a review of the TMD immediately prior to the issue of the Shares under the Offer.

Periodic reviews of the TMD will not occur during the Offer Period, noting that the Offer Period is (subject to any decision to extend) less than one month. If the Offer Period is extended by more than one month, the TMD will be reviewed on a monthly basis.

7 Information reporting

The following reporting requirements apply to all Distributors who distribute the Product to retail investors:

Reporting requirement	Description of information to be provided	Period for reporting to the Company by the Distributor
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Complaints relating to the product design, product availability and distribution.	Number of complaints received and a brief description of each complaint (or a copy of each complaint) and any relevant feedback relating to the Shares and their performance.	During the Offer Period (ie, 23 September 2024 to 27 September 2024, unless extended). Within 5 business days after the Offer closes (ie, 27 September 2024, unless extended).
Significant dealing(s) that is not consistent with this TMD	Details of the Significant dealing(s) The reasons why the Distributor considers that the significant dealing is not consistent with the TMD.	As soon as practicable and in any case within 5 business days after becoming aware of the Significant dealing.
Distribution conditions are found to be inadequate.	Internal review of process finds that the distribution conditions are inadequate.	As soon as practicable, and in any case within 5 business days, after becoming aware of any issue.

Definitions of Terms

Term	Definition
Automic Portal	Means the portal operated by Automic Pty Ltd (the share registry for the Company) to allow investors to apply and pay for Shares online.
Consumer's investment objective	
Capital Growth	The consumer seeks to invest in a product designed or expected to generate capital return over the investment timeframe. The consumer prefers exposure to growth assets (such as shares or property) or otherwise seeks an investment return above the current inflation rate.
Capital Preservation	The consumer seeks to invest in a product designed or expected to have low volatility and minimise capital loss. The consumer prefers exposure to defensive assets that are generally lower in risk and less volatile than growth investments (this may include cash or fixed income securities).

Income Distribution	The consumer seeks to invest in a product designed or expected to distribute regular and/or tax-effective income. The consumer prefers exposure to income-generating assets (this may include, high dividend-yielding equities, fixed income securities and money market instruments).
Consumer's intended product use (% of Investable Assets)	
Solution/Standalone (up to 100%)	The consumer may hold the investment as up to 100% of their total <i>investable assets</i> . The consumer is likely to seek a product with <i>very high</i> portfolio diversification.
Major allocation (up to 75%)	The consumer may hold the investment as up to 75% of their total <i>investable assets</i> . The consumer is likely to seek a product with at least <i>high</i> portfolio diversification.
Core Component (up to 50%)	The consumer may hold the investment as up to 50%, of their total <i>investable assets</i> . The consumer is likely to seek a product with at least <i>medium portfolio diversification</i> .
Medium allocation (up to 25%)	The consumer may hold the investment as up to 25% of their total <i>investable assets</i> . The consumer is likely to seek a product with at least <i>low</i> portfolio diversification.
Minor (up to 10%)	The consumer may hold the investment as up to 10% of the total <i>investable assets</i> . The consumer may seek a product with <i>very low portfolio diversification</i> (see definitions below). Products classified as <i>extremely high</i> risk are likely to meet this category only.
Investable Assets	Those assets that the consumer has available for investment, excluding the residential home.
Portfolio diversification (for completing the key product attribute section of consumer's intended product use)	
Note: exposures to cash and cash-like instruments may sit outside the diversification framework below.	
Very low	The product provides exposure to a single asset (for example, a commercial property) or a niche asset class (for example, minor commodities, crypto-assets or collectibles).
Low	The product provides exposure to a small number of holdings (for example, fewer than 25 securities) or a narrow asset class, sector or geographic market (for example, a single major commodity (e.g. gold) or equities from a single emerging market economy).
Medium	The product provides exposure to a moderate number of holdings (for example, up to 50 securities) in at least one broad asset class, sector or geographic market (for example, Australian fixed income securities or global natural resources).

High	The product provides exposure to a large number of holdings (for example, over 50 securities) in multiple broad asset classes, sectors or geographic markets (for example, global equities).
Very high	The product provides exposure to a large number of holdings across a broad range of asset classes, sectors and geographic markets with limited correlation to each other.

Distributor reporting

Significant dealings

Section 994F(6) of the Act requires distributors to notify the issuer if they become aware of a significant dealing in the product that is not consistent with the TMD. Neither the Act nor ASIC defines when a dealing is 'significant' and distributors have discretion to apply its ordinary meaning.

The issuer will rely on notifications of significant dealings to monitor and review the product, this TMD, and its distribution strategy, and to meet its own obligation to report significant dealings to ASIC.

Dealings outside this TMD may be significant because:

- they represent a material proportion of the overall distribution conduct carried out by the distributor in relation to the product; or
- they constitute an individual transaction which has resulted in, or will or is likely to result in, significant detriment to the consumer (or class of consumer).

In each case, the distributor should have regard to:

- the nature and risk profile of the product (which may be indicated by the product's risk rating or withdrawal timeframes),
- the actual or potential harm to a consumer (which may be indicated by the value of the consumer's investment, their intended product use or their ability to bear loss);

	<ul style="list-style-type: none">• the nature and extent of the inconsistency of distribution with the TMD (which may be indicated by the number of red ratings attributed to the consumer);• the proportion of gross income or premium obtained from the product in respect of consumers who are not in the target market acquiring the product; and• the time period in which acquisitions outside the target market occurred.
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