

Confidential Term Sheet

THIS DOCUMENT IS A SUMMARY OF THE OFFER, THE INVESTMENT SUMMARY, UNDERLYING OFFER DOCUMENTS AND COMPANY PRESENTATION

STRICTLY PRIVATE AND CONFIDENTIAL

(All numbers are in AUD unless otherwise specified)

OVERVIEW	
Type of Transaction	Sophisticated Investor Capital Raising giving exposure to UnSecured Convertible Notes via an unregistered Managed Investment Scheme (MIS) (the Offer).
Issuer	Wholesale Holdings Pty Ltd ATF Wholesale Holdings Zetaris 2024 Trust ("Trust").
Country / Currency of Issuer	Australia / AUD.
Unit Price	AU\$1
Minimum Investment	AU\$100,000
Company	Zetaris Pty Ltd, ACN 158 548 997 ("Zetaris" or "the Company")
Capital Structure	<p>Issued shares – 6,647,188, consisting of;</p> <ul style="list-style-type: none"> • Ordinary Shares 1,332,974 • Series A Shares 5,314,214 <p>Options – 1,312,114, consisting of;</p> <ul style="list-style-type: none"> • Ordinary Shares 992,852 (issued) + 286,148 (approved, not issued) • Series A Shares 33,114 <p>7,959,302 Fully diluted shares assuming full exercise.</p>
Underlying Asset	Convertible Notes with Zetaris Pty Ltd ACN 158 548 997 ("Zetaris" or "the Company")
Country / Currency of Underlying Asset	Australia / AUD.
Raise Amount	<p>The Trust has an allocation of up to \$3,000,000 – with the ability to take over subscriptions at the Company's and Trust's sole discretion.</p> <p>The company is seeking to raise a total of \$6,000,000 with the ability to take up to \$10,000,000.</p>
Offer Document	Wholesale Holdings Zetaris 2024 Trust Investment Summary & Application Form.
Firm Bids Due	5pm, Friday 26th April 2024*
Offer Close Date	5pm, Monday 29th April 2024*
<i>*Both the Issuer and the Company reserves the right to alter the timetable at their discretion, including closing the offer early.</i>	
UNDERLYING ASSET TERMS - CONVERTIBLE NOTE	
Key Terms	<ul style="list-style-type: none"> - UnSecured Convertible Note - Maturing on 31st March 2026 - Auto conversion when the Company completes a Qualified Finance (QF) Round or at maturity date as per the terms below. - Redemption will only occur in the event of an administrator, receiver or liquidator being appointed, at which time the Convertible Notes will immediately become due and payable in full together with interest at the rate of 12%. .
Conversion Cap	AU\$300 million pre money
Conversion Terms	<p>The Notes will automatically convert as follows;</p> <ol style="list-style-type: none"> If a Qualified Financing occurs prior to the Maturity Date, then the outstanding principal amount of the Convertible Note will automatically convert into the securities issued in the Qualified Financing at a price per security equal to 80% of the price per security paid by the other purchasers

of the securities issued in the Qualified Financing with a valuation cap of A \$300,000,000;

ii. If no Qualified Financing occurs prior to the Maturity Date, then the outstanding principal amount of the Convertible Note will automatically convert into 9.6376 fully paid Series A Shares for every 100 Notes converted.

OFFER DETAILS

The Trust will use the funds raised to complete the purchase of the Underlying Asset on the terms disclosed above and in the Investment Summary & Application Form.

Use of Proceeds

The Company intends to use the proceeds for the following;

1. Bring US partners to productivity (bundling and revenue)
2. Expand into partner client networks
3. General working capital

Restrictions

Investors must be either:
“(i) “sophisticated investor” as defined in section 708(8) of the Corporations Act 2001 (Cth) or
(iii) “professional investor” as defined in section 708(11) of the Corporations Act 2001 (Cth).

Disclaimer

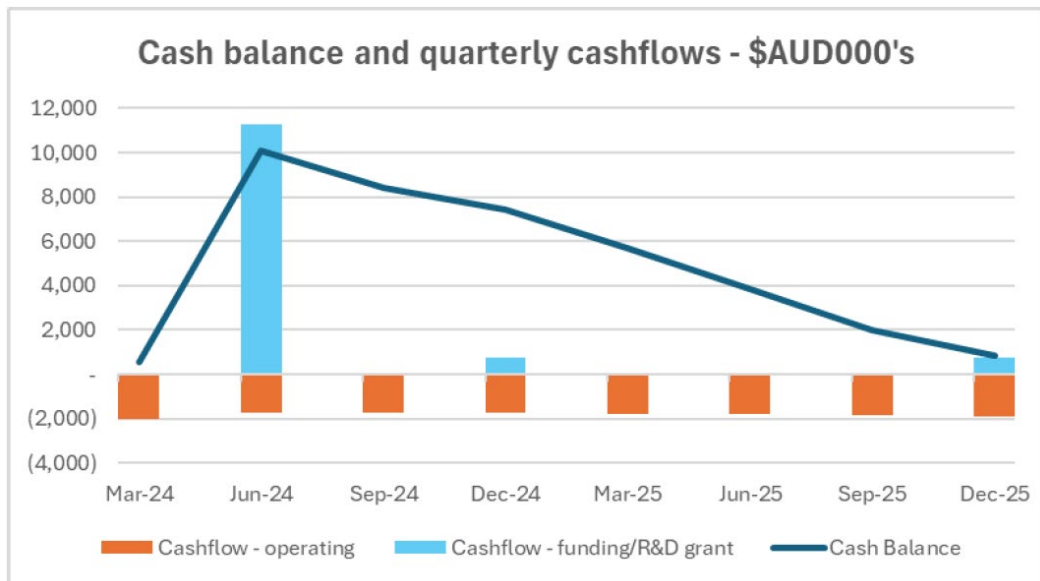
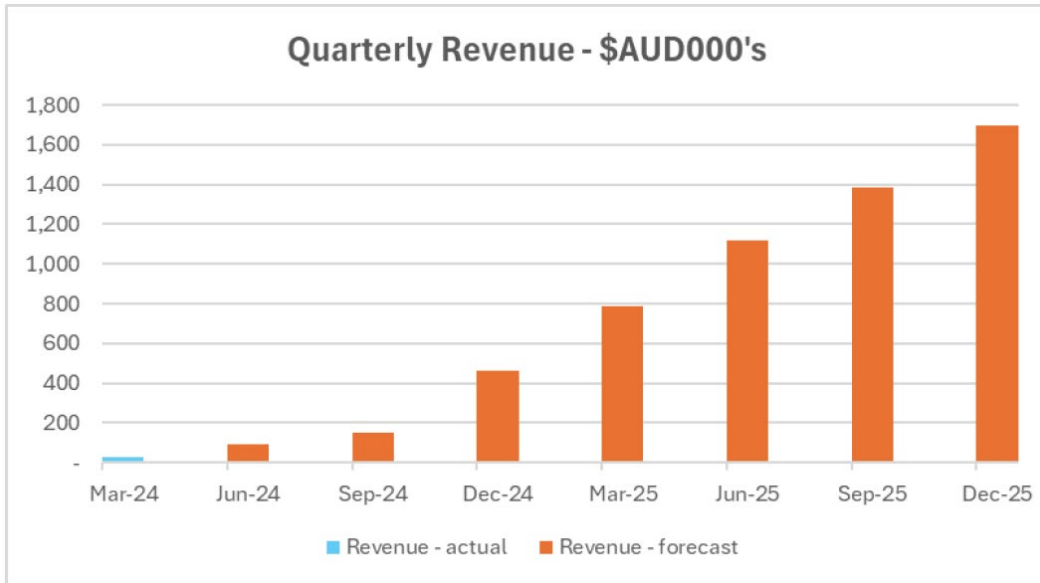
This Term Sheet is not a Private Placement Memorandum. It is for information purposes only and is not to be taken as a recommendation or advice to apply for units in the Trust. This Term Sheet is summary only information and you should read the full Offer Document prior to making an investment.

Investors should read this Term Sheet in full, including the Risk information, prior to making their assessment of the Offer.

Underwriting

The Capital Raise is not underwritten.

FINANCIALS



KEY PERSONNEL

Name	Position	Biography
Vinay Samuel	Founder & CEO	Vinay has 20+ years of experience in IT, business development, operations and "Tech start-ups". Prior to founding Zetaris, Vinay held key positions in data platform companies like Teradata, Netezza, Greenplum and Vertica. He holds an MBA from Australian Institute of Business (AIB) and he is a member of the Australian Institute of Company Directors (MAICD).
Paul Cikala	Chief Revenue Officer	Paul has 33+ experience in information management, analytics, and AI domains. He has a background in leading large scale multifaceted and diverse teams. He is an effective communicator with over 30 years of industry experience, business acumen and technical skill that spans across Government, Financial, Telco, Retail, Power & Utilities, Media, Mining, and Entertainment Industries. Paul holds bachelor's degrees in computer science from Monash University.
Dr Stephen Anthony	Chief of AI	Dr. Stephen Anthony, Ph.D. specialises in Machine Learning, Natural Language Processing, and Advanced Analytics. Stephen has extensive computational and analytical experience in a diverse range of industries and application domains. Expertise includes architectural design, development, integration, and evaluation of text mining and decision support systems that involve the management and efficient analysis of web-scale datasets employing cutting-edge machine learning algorithms.
Julian Butler	Chief of Industry Solutions	Julian has over 20 years experience in product development, big data analytics, strategy, business process design and operational transformation with Fortune 500 companies in Australia, the UK and the US.

RISK INFORMATION

Investors should be aware that an investment in the Trust gives exposure to the Company and is subject to investment and other known and unknown risks, including possible loss of income and the principal invested. Investors should carefully consider the risks of this investment as part of their due diligence prior to making an investment decision.

An investment of this kind involves a number of risks, a number of which are specific to the Company and the industry in which it operates. However, these risks should not be taken to be exhaustive of the risks faced by the Company or its shareholders. Those risk factors referred to below and others not specifically referred to, may materially affect the financial performance of the Company and the value of its Shares in the future.

The Company has implemented strategies, actions, systems, and safeguards for known risks. However, some risks are beyond its control. Consequently, the prevailing price or value of Convertible Notes issued under the Offer may be more or less than the Issue Price. The Convertible Notes offered under this Offer carry no guarantee of profitability, dividends, return of capital or the price at which they may trade in the future – privately or on any exchange.

The past performance of the Company should not necessarily be considered a guide to their future performance.

Economic factors - Changes in economic and business conditions or government policies in Australia, or other operational jurisdictions may impact the fundamentals upon which the Company's target markets, cost structure and profitability rely. Adverse changes in such things as inflation, interest rates, , government policy or regulations, consumer spending, employment rate, amongst other things, are outside the control of the Company and may result in material adverse impacts on the Company or its operating results.

Management actions - The Directors will, to the best of their knowledge, experience and ability (in conjunction with their management) endeavour to anticipate, identify and manage the risks inherent in the activities of the Company, but without assuming any personal liability for same, with the aim of eliminating, avoiding and mitigating the impact of risks on the performance of the Company and its securities.

Unforeseen expenses - While the Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

Additional capital requirements - The Company's ability to effectively implement its business strategy over time may depend in part on its ability to raise additional funds. There can be no assurance that any such equity or debt funding will be available to the Company on favourable terms or at all. If adequate funds are not available on acceptable terms, the Company may not be able to take advantage of opportunities or otherwise respond to competitive pressures.

FOR MORE INFORMATION, PLEASE CONTACT THE ADVISORS ASSISTING WITH THE MANAGEMENT OF THIS OFFER

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If you complete an Application Form, you are providing personal information to the Issuer. The Issuer collects, holds and will use that information to assess your application, service your needs and to facilitate payments and corporate communications to you. The information may also be used periodically and disclosed to persons inspecting the company register, including but not limited to regulatory bodies, the Australian Taxation Office and print services providers. Collection, maintenance and disclosure of certain personal information are governed by legislation including the Privacy Act 1988 and the Act. You should note that if you do not provide the information required on the Application Form, the Issuer and the Company may not be able to accept or process your application. Reach has their own privacy policy which can be viewed here - <https://reachmarkets.com.au/privacy-reach>.

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summary information about the Company, and the information is of a general nature. It does not purport to be complete, nor does it contain all the information which a prospective investor may require in evaluating a possible investment in the Issuer or that would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Australian Corporations Act 2001 (Cth) ('**Corporations Act**'). Neither the Company, the Issuer nor Reach assume any responsibility for updating any advice, views, opinions, or recommendations contained in this document or for correcting any error or omission which may become apparent after the document has been issued. The Company, the Issuer and Reach do not give any warranty as to the accuracy, reliability or completeness of advice or information which is contained in this document. Except insofar as liability under any statute cannot be excluded, the Company, the Issuer and Reach and their respective directors, employees and consultants (including those of Reach's affiliates) do not accept any liability (whether arising in contract, in tort or negligence or otherwise) for any error or omission in this document or for any resulting loss or damage (whether direct, indirect, consequential or otherwise) suffered by the recipient of this document or by any other person. This document is being furnished to you solely for your information and may not be reproduced or redistributed to any other person. This is a private communication and was not intended for public circulation or publication or for the use of any third party, without the prior written approval of the Company, the Issuer and Reach. This document is not an offer, invitation, solicitation, advice or recommendation with respect to the subscription for, purchase or sale of, any security, and neither this document or anything in it will form the basis of any contract or commitment. This document has not been written for the specific needs of any particular person and it is not possible to take into account each investor's individual circumstances and investors should make their adviser aware of their particular needs before acting on any information or recommendation.

This document contains forward-looking statements that involve subjective judgment and analysis and accordingly, are subject to significant uncertainties and risks, many of which are outside the control of, and are unknown to the Company, the Issuer and Reach. Other forward-looking statements can be identified by the use of forward-looking words such as "may", "will", "expect", "intend", "seek", "estimate", "believe", "continue" or other similar words. No representation, warranty or assurance is given or made in relation to any forward-looking statement by the Company, the Issuer, Reach or any of their respective representatives. In addition, no representation, warranty or assurance is given in relation to any underlying assumption or that any forward-looking statements will be achieved. Actual future events may vary materially from the forward-looking statements and the assumptions on which the forward-looking statements are based. Accordingly, readers may not rely on such forward-looking statements as an indication or guarantee of future performance. Subject to any continuing obligations under the Corporations Act and the, the Company, the Issuer and Reach disclaim any obligation or undertaking to publicly update or revise any of the forward-looking statements, whether as a result of new information, or any change in events, conditions or circumstances on which any such statement is based.

Disclosure of interest: Reach, their employees, consultants and associates within the meaning of Chapter 7 of the Corporations Act and their affiliates, may receive brokerage, commissions, underwriting and management fees from transactions involving securities referred to in this document (which its representatives may directly share) and may from time to time hold interests in the securities referred to in this document, and may receive advantages whether pecuniary or not and whether direct or indirect, in connection with the making of a recommendation or a dealing by a client in these securities, which may reasonably be expected to be capable of having an influence in the making of any recommendation. Reach may make a market in the Company securities. Reach, their employees, consultants and associates within the meaning of Chapter 7 of the Corporations Act and their affiliates, may also participate in the issue of securities referred to in this document.

Master ECM Terms dated February 2022 available from Reach or from https://afma.com.au/Site/media/Media/Documents/Standards/Standard-Documentation/AUST_Master_ECM_Terms-February_2022.pdf, will apply to this Offer.

International Offer Restrictions

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