



26 October 2021

SHARE PURCHASE PLAN OFFER DOCUMENTS

Ambertech Limited (ASX: AMO) (“Ambertech” or the “Company”) provides the attached offer documentation in respect to its recently announced Share Purchase Plan (“SPP”), including a booklet which sets out the terms and conditions of the SPP.

The SPP is an offer to acquire up to \$30,000 worth of new fully paid ordinary shares in the Company at \$0.40 per share. The offer is available to those Ambertech shareholders on the share register as at 7pm (AEDT) on the Record Date of Wednesday, 20 October 2021, and whose registered address is in Australia or New Zealand.

Ambertech advises that the SPP booklet, together with an application form, will be despatched to eligible Ambertech shareholders today. The Company encourages shareholders to consider the SPP offer early as it is scheduled to close Tuesday, 9 November 2021.

No brokerage costs apply to purchases under the SPP.

The Board reserves the right to scale and close the offer early. It is important that each shareholder review the SPP Booklet as well as all Company information as announced to the ASX.

Yours sincerely,

Peter Wallace
Chairman
Ambertech Limited



ACN 079 080 158

ASX: AMO

Share Purchase Plan Offer

This is an important document.

The Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision whether or not to accept the Offer, you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure document under the Corporations Act.

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO US
PERSONS**

1 Key offer information

Key dates

Event	Description	Date
Record Date	The date on which Ambertech determines Eligible Shareholders	7:00 pm (AEDT) on Wednesday, 20 October 2021
Announcement Date	SPP announced	Thursday, 21 October 2021
Offer opens	The date from which applications for New Shares can be submitted	Tuesday, 26 October 2021
Offer closes	SPP closes	5:00 pm (AEDT) on Tuesday, 9 November 2021
Issue of New Shares	Shares issued under the SPP	Tuesday, 16 November 2021
Quotation Commences	Share issued under the SPP expected to commence quotation on ASX	Wednesday, 17 November 2021
Despatch of holding statements	Despatch of holding statements in respect of Shares issued under the Share Purchase Plan	Wednesday, 17 November 2021

The timetable is indicative only and Ambertech may, at its discretion, vary any of the above dates by sending a revised timetable to ASX.

Defined terms and abbreviations used in this document are set out in **Clause 19** of the Terms and Conditions in **Section 4**.

Important notices

The offer contained in this document is not a recommendation to purchase Ambertech shares. If you are in any doubt about the Offer, you should consult your financial or other professional adviser.

If you apply to participate in the Offer by making a BPAY^{®1} payment or completing and returning the Application Form with a cheque or money order, you are accepting the risk that the market price of Shares may change between the date of the Offer and the Issue Date. This means it is possible that up to or after the Issue Date, you may be able to buy Shares at a lower price than the Offer Price.

Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person.

Ambertech recommends that you monitor its announcements and the Share price, which can be found on the ASX website at www.asx.com.au (ASX code: AMO). The Share price can also be found in the financial pages of major Australian metropolitan newspapers.

Questions

If you have any questions, please contact the offer information line on 1300 737 760 (callers inside Australia) or +61 2 9290 9600 (callers outside Australia), or consult your financial or other professional adviser.

¹ [®] Registered to BPAY Pty Limited ABN 69 079 137 518
[New Zealand based shareholders can only apply using BPAY[®] if they have an Australian bank account]

2 Letter from the Chairman

Dear Shareholder,

Ambertech Limited Share Purchase Plan Offer

On behalf of the Board, I am pleased to invite you to participate in the offer of ordinary shares in Ambertech Limited ACN 079 080 158 (**Ambertech**) under the share purchase plan established by Ambertech (**Offer**).

Overview of the Offer

The Offer provides you, as an 'Eligible Shareholder' of Ambertech (subject to certain conditions), with the opportunity to acquire up to \$30,000 of New Shares at an issue price of \$0.40 per Share, subject to the Terms and Conditions detailed in this booklet.

This is the same issue price that applied to the placement to sophisticated and professional investors, raising gross proceeds of \$4.7 million (Placement) which was completed by Ambertech on Thursday, 21 October 2021. Under the Offer, you may apply for New Shares from a minimum of \$1,000 up to a maximum of \$30,000.

The Offer will open at 10.00am (Melbourne time) on Tuesday, 21 October 2021 and is scheduled to remain open until 5.00 pm (Melbourne time) on Tuesday, 9 November 2021. Ambertech may, at its discretion, vary any of the above dates by sending a revised timetable to ASX.

The Offer aims to raise approximately \$1.0 million. The Company reserves the right close the SPP early, and to accept oversubscriptions or to reject and scale back applications under the SPP should total demand exceed \$2.0 million.

When determining the amount (if any) by which to scale back a SPP application, Ambertech may consider a number of factors, including the size of an applicant's shareholding in the Company after the SPP record date, the movement in shareholding between the record date and the closing date of the SPP and the date on which an application was made with earlier applications given precedence. If applications are scaled back, excess funds will be returned to applicants without interest.

Participation in the Offer is optional and is open to 'Eligible Shareholders' who, as at the Record Date (7.00pm (Melbourne time) on Wednesday, 20 October 2021), were registered as holders of Shares in Ambertech and whose address on the share register is in Australia or New Zealand.

If an 'Eligible Shareholder' holds Shares as a 'custodian' (as that term is defined in the Class Order), the Offer is also being made to the Custodian and, subject to a number of conditions, the Custodian has the discretion to extend the Offer to the relevant beneficiaries.

Proceeds of the Offer (along with the Placement) will be applied towards working capital to assist with the integration of an executed acquisition, fund other acquisition opportunities, for debt repayment, as well as transaction costs.

Full details of the Offer and how to participate are contained in the Terms and Conditions in **Section 4** of this document which I encourage you to read and consider carefully.

Timing Considerations

The Offer will be undertaken in accordance with the timetable as set out at page 1. However, Ambertech reserves the right to vary the dates and times set out below subject to the Corporations Act and other applicable laws.

If you have any questions, please contact the offer information line on 1300 737 760 (callers within Australia) or +61 2 9290 9600 (callers outside Australia), or consult your financial or other professional adviser.

Thank you for your continued support of Ambertech and I invite you to consider participating in the Offer.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Peter Wallace', is positioned above the printed name.

Peter Wallace
Chairman
Ambertech Limited

3 Frequently asked questions

Set out below are answers to some key questions that you may have about the Offer. This table is qualified by and should be read in conjunction with the Terms and Conditions in **Section 4**.

Question	Answer
What is the Offer?	<p>The Offer enables Eligible Shareholders to apply to purchase up to A\$30,000 worth of ordinary shares in Ambertech at \$0.40 per share.</p> <p>The purchase price of \$0.40 per Share is at a 7.3% discount to the average market closing price over the five ASX trading days immediately preceding the Announcement Date, Thursday, 21 October 2021, on which Ambertech shares were traded.</p>
Am I eligible to participate?	<p>You are eligible to participate if you fulfil the criteria set out in Clause 3 of the Terms and Conditions.</p> <p>For you to be eligible to participate in the Offer, you must have been a holder of Ambertech shares at 7.00 pm (AEDT) on Wednesday, 20 October 2021 (Record Date) and your registered address must be in Australia or New Zealand.</p> <p>If you are a nominee or custodian holding shares on behalf of one or more beneficial holders, you may also apply to purchase up to A\$30,000 worth of shares on behalf of each beneficial holder, subject to complying with the criteria set out in Clause 8.2 of the Terms and Conditions.</p>
Do I have to participate?	Participation is optional.
Can I transfer my entitlement to participate?	If you are eligible to participate in the Offer, you cannot transfer your right to purchase shares under the Offer to anyone else.
How do I apply?	<p>To apply for shares under the Offer you can either:</p> <p>Option 1: Pay by BPAY®</p> <p>Make payment by BPAY as shown on the Application Form. New Zealand based shareholders can only apply using BPAY if they have an Australian bank account.</p> <p>Option 2: Pay by cheque or money order</p> <p>Complete and return the enclosed Application Form together with a cheque or money order made payable to "Ambertech Limited Share Purchase Plan" as shown on the Application Form.</p>
What is the maximum investment for each shareholder?	The maximum investment for each shareholder is A\$30,000.
How many shares will I receive?	<p>You may apply for a parcel of shares under the Offer with one of the application amounts set out in Clause 6 of the Terms and Conditions of this document.</p> <p>The Offer Price for New Shares will be \$0.40.</p> <p>If Ambertech receives applications in excess of A\$2.0 million, Ambertech reserves the right to accept applications in excess of this amount or to scale back applications in its sole discretion. Details about any scale back are set out in Clause 11 of the Terms and Conditions. If applications are scaled back, excess funds will be returned to applicants without interest.</p>
When will I receive my shares?	Ambertech intends to issue New Shares on Tuesday, 16 November 2021 (Issue Date). Holding statements in respect of those New Shares are to be dispatched by Wednesday, 17 November 2021. However, these dates are indicative and Ambertech may, at its discretion, vary the Issue Date by sending a revised timetable to ASX.
When can I trade allocated shares?	You can trade your New Shares after the Issue Date. However, given the possibility that applications may be scaled back, you should confirm your holding on or after the Issue Date before trading any New Shares you believe you have acquired under the Offer.
What will funds raised under the Share Purchase Plan be used for?	Proceeds of the Offer will be applied towards working capital to assist with the integration of an executed acquisition, fund other acquisition opportunities, for debt repayment, as well as transaction costs.

4 Terms and conditions

1 Offer

The Offer entitles eligible Ambertech shareholders to apply to purchase up to A\$30,000 worth of Shares in Ambertech at A\$0.40 per share.

2 Establishment

The Share Purchase Plan is established pursuant to the Class Order and in accordance with ASIC Regulatory Guide 125 and the ASX Listing Rules. The Class Order grants relief from the requirement to prepare a prospectus for the offer of New Shares under the Offer, subject to the satisfaction of certain conditions.

3 Eligibility to participate

3.1 You are eligible to participate in the Offer if you were a registered holder of Shares at 7.00 pm (AEDT) on Wednesday, 20 October 2021 (**Record Date**) with an address on the share register in Australia or New Zealand, unless:

- (a) you hold Shares on behalf of another person who resides outside Australia or New Zealand; or
- (b) you are, or are acting for the account or benefit of, a US Person.

3.2 Ambertech has determined that it is either unlawful or impracticable for holders of Shares with an address in jurisdictions outside Australia and New Zealand to participate in the Offer.

3.3 If you are the only registered holder of a holding of Shares, but you receive more than one offer (for example, due to multiple registered holdings), you may only apply in aggregate for one maximum parcel of New Shares.

3.4 Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification under **Clause 8.1(j)** by one joint holder will be effective in respect of the other joint holder(s).

3.5 If you are a Custodian for a beneficiary or beneficiaries, you may apply for one maximum parcel of New Shares for each beneficiary (or if you are a Custodian for two or more joint beneficiaries, for each such holding as if it was held by a single person). Further information in relation to how Custodians may apply for New Shares is set out in **Clause 8.2**.

3.6 Directors and employees of Ambertech who hold Shares may be Eligible Shareholders.

4 Rights are non-renounceable

If you are an Eligible Shareholder, your rights under the Offer are personal to you and are non-renounceable, which means that you cannot transfer your rights to another person.

5 Offer price

The Offer Price for New Shares is \$0.40 per share, which is at a 7.3% discount to the volume weighted average market closing price over the five ASX trading days immediately preceding the Announcement Date, Thursday, 21 October 2021, on which Ambertech shares were traded.

Important Note: Shareholders should note that there is a risk that the market price of Ambertech Shares may rise or fall between the date of this Offer and

the date when New Shares are issued to you under the Offer. This means it is possible that, between the time you make your application and the date on which New Shares are issued pursuant to the Share Purchase Plan, you may be able to buy Ambertech Shares at a lower price than the Offer Price. No cooling-off regime applies in relation to the application for or acquisition of New Shares under the Offer.

6 Timing

6.1 The Offer opens on Tuesday, 26 October 2021 and closes at 5.00 pm (AEDT) on Tuesday, 9 November 2021 unless extended. Ambertech proposes to issue New Shares on Tuesday, 16 November 2021 and send written confirmations to shareholders by Wednesday, 17 November 2021.

Applicants will also be able to confirm the number of New Shares issued to them via the Share Registry's Investor Centre at www.investorserve.com.au/

6.2 Ambertech reserves the right to extend the Offer, or the proposed Issue Date at any time by making an announcement to ASX.

7 Applying for New Shares

7.1 You may apply for a parcel of New Shares under the Offer in increments of \$1,000. The minimum application amount is \$1,000. Ambertech reserves the right to accept applications outside of these set application amounts. The maximum investment under the Offer is A\$30,000.

7.2 The number of New Shares is rounded up to the nearest whole number after dividing the application money received by the Offer Price.

7.3 You may not spend more than A\$30,000 applying for New Shares in aggregate under the Offer, even though you may receive more than one offer, or offers in more than one capacity, under the Offer.

7.4 If you wish to apply for New Shares under the Offer you should either:

- (a) pay directly via BPAY[®] on the internet or by telephone, using your unique Customer Reference Number and the Biller Coder details on the Application Form (New Zealand based shareholders need to have an appropriate Australian bank account to apply using BPAY).² The Application Form does not need to be returned in this case; or
- (b) complete the Application Form and forward it with your payment by cheque (or money order) in Australian dollars made payable to "Ambertech Limited Share Purchase Plan" to the Share Registry, at the address set out on the Application Form. A reply paid envelope is enclosed for the convenience of Australian shareholders.

7.5 Do not forward cash. Receipts for payment will not be issued.

7.6 Funds paid via BPAY or Application Forms (with application payments) must be received by the Share Registry by **5.00 pm (AEDT) on Tuesday, 9 November 2021**. Ambertech may reject applications received after this time. If your cheque does not clear, your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred.

² Applicants should be aware that their own financial institution may implement earlier cut off times with respect to electronic payment, and should take this into consideration when making any electronic payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received in time.

7.7 If your Application Form or application is incomplete, contains errors or is otherwise invalid or defective, Ambertech may, in its sole discretion, accept, reject, correct or amend your application, issue such number of New Shares to you as it considers appropriate, refund your application money, or take any combination of these actions. Any necessary refund will be paid to you shortly after the close of the Offer. No interest will be paid on any refunded application money.

7.8 You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPAY.

8 Effect of making an application

8.1 If you submit a BPAY payment or complete and return the Application Form:

- (a) you will be deemed to have represented and warranted that you are an Eligible Shareholder, you have read and understood these Terms and Conditions and you subscribe for New Shares in accordance with these Terms and Conditions;
- (b) you authorise Ambertech to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor details;
- (c) you acknowledge that the market price of Shares may rise or fall between the date of this offer and the Issue Date and that the Offer Price you pay for the New Shares may exceed the market price of the Shares on the Issue Date;
- (d) you accept the risk associated with any refund that may be dispatched to you at your address as shown on the share register;
- (e) you are responsible for any dishonour fees or other costs Ambertech may incur in presenting a cheque for payment which is dishonoured;
- (f) you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand, and accordingly, the New Shares purchased under the Offer may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (g) you represent and warrant that you are not a US Person, and are not applying under the Offer for or on behalf of a US Person;
- (h) you represent and warrant that you have not and will not send any materials relating to the Offer to any person in the United States that is, or is acting for the account or benefit of, a US Person;
- (i) you acknowledge that you have not been provided with investment advice or financial product advice by Ambertech or the Share Registry; and
- (j) you certify that you have not applied for, or instructed a Custodian to apply on your behalf for, New Shares with an application price which, when aggregated with the application price for any Shares issued to you or a Custodian on your behalf under the Offer or any similar Ambertech arrangement in the 12 months prior to your application, exceeds A\$30,000. This certification by one joint holder of Shares will be effective in respect of the other joint holder(s).

- 8.2 If you are a Custodian, you certify:
- (a) that as at the Record Date, you hold Shares on behalf of one or more beneficiaries, and that those beneficiaries have instructed you to apply for New Shares;
 - (b) details of the number of beneficiaries who have instructed you to apply for New Shares on their behalf, their names and addresses, the number of Shares you hold on their behalf and the number of New Shares they have instructed you to apply for are correct;
 - (c) you have not applied for New Shares on behalf of any beneficiary with an application price which, when aggregated with the application price for any Shares issued to you on behalf of that beneficiary under the Offer or any similar Ambertech arrangement in the 12 months prior to your application, exceeds A\$30,000; and
 - (d) you hold an Australian financial services licence that covers the provision of a custodial or depositary service (within the meaning given by Section 766E of the Corporations Act or includes a condition requiring the holder to comply with the requirements of ASIC class order 13/763 (or is exempt from the requirement to hold an Australian financial services licence as described in the Class Order).
- 8.3 A Custodian must not participate in the Offer if their participation under the Offer would breach the Class Order.
- 8.4 Custodians wishing to participate on behalf of one or more beneficiaries and are uncertain about how to do so should contact the Share Registry to obtain more information on how to apply and the form of certification to be given.
- 8.5 Please note that if you hold Shares in the capacity of a trustee or a nominee for another person but you do not hold an Australian financial services licence of the kind described in **Clause 8.2** above and you are not exempt from the requirement to hold such a licence as described in the Class Order, you cannot participate for beneficiaries in the manner outlined in **Clause 8.2** above. In this case, the rules for multiple registered holdings as described in **Clause 3.3** apply.

9 Rights attached to the New Shares

New Shares issued under the Offer will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the Issue Date. Ambertech will apply for the New Shares to be quoted on ASX.

10 Costs of participation

No brokerage costs apply to purchases under the SPP Offer.

11 Applications may be scaled back

- 11.1 The Share Purchase Plan is to be capped at \$2.0 million. However, Ambertech reserves the right to close the Offer early, accept applications under the SPP in excess of this amount or to scale back applications in its sole discretion.
- 11.2 When determining the amount (if any) by which to scale back an SPP application, the Board at its absolute discretion may determine and approve the methodology to be applied and may consider a number of factors, which may include, but not necessarily be limited to: the size of an applicant's shareholding in the Company after the SPP record date, the movement in shareholding between the record date and the closing date of the SPP and ensuring applicants receive an appropriate

basic entitlement to New Shares prior to Scaling Back any additional New Shares applied for. If the scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be issued will be rounded down to the nearest whole number of New Shares.

- 11.3 In the event of a scale back, the difference between the application monies received, and the number of New Shares issued to you multiplied by the Offer Price, will be refunded by Ambertech, without interest, following the issue of the New Shares.

12 Refunds

- 12.1 Refunds pursuant to the Offer may be paid under various circumstances. For example, if applications are made incorrectly the entire payment may be refunded, or if allocations are scaled back a partial refund may be made.
- 12.2 If a refund is made, payment will be by cheque mailed to your address as shown on Ambertech's share register.
- 12.3 You will not receive any interest on funds refunded to you.
- 12.4 Any refund made to you is dispatched at your risk.

13 United States

- 13.1 Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person. Participation in the Offer, directly or indirectly, in violation of these restrictions is not permitted, and any such participation will be invalid.
- 13.2 This document is not an offer of securities for sale in the United States or to any person that is, or is acting for the account or benefit of, a US Person. Ambertech Shares have not been, and will not be, registered under the US Securities Act and may not be offered, sold or delivered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person, except in accordance with an available exemption from registration.
- 13.3 Because of the legal restrictions summarised above, you must not send copies of any Offer materials to any of your clients (or any other person) in the United States or to any person that is, or is acting for the account or benefit of, a US Person. Consistent with the warranties set out above, you are also advised not to submit any Application Form or make payment by BPAY or otherwise in respect of the purchase of New Shares under the Offer on behalf of any of your clients (or any other person) in the United States or that is, or is acting for the account or benefit of, a US Person. Failure to comply with these restrictions may result in violations of applicable securities laws.

14 Dispute resolution

Ambertech reserves the right to settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Offer and the decision of Ambertech will be conclusive and binding on all shareholders and other persons to whom the determination relates.

15 Waiver, amendment, suspension and termination

15.1 Ambertech may, in its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions or suspend, withdraw or terminate the Offer at any time. Any such waiver, amendment, variation, suspension, withdrawal or termination will be binding on all Eligible Shareholders even where Ambertech does not notify you of the event.

15.2 Ambertech is not liable for loss, cost or expense arising out of any exercise of its discretions under these Terms and Conditions.

16 ASIC relief

16.1 The Offer is made in accordance with the Class Order. The Class Order grants relief from the requirement to prepare a prospectus for the offer of New Shares up to A\$30,000 under the Offer, subject to certain terms and conditions.

17 Governing law

These Terms and Conditions are governed by the laws in force in Victoria.

18 Binding terms

By accepting the offer to purchase New Shares under the Offer, you agree to be bound by these Terms and Conditions and the constitution of Ambertech.

19 Reliance on Terms and Conditions

These Terms and Conditions have been prepared in accordance with ASIC Class Order 09/425, which relates to share purchase plans that do not require a prospectus or disclosure document. Accordingly, the level of disclosure in these Terms and Conditions is considerably less than the level of disclosure required in a prospectus or other disclosure document.

Nothing in these Terms and Conditions constitutes financial or investment advice. In deciding whether or not to participate in the SPP, you should rely on your own knowledge of Ambertech, refer to disclosures made by Ambertech to ASX (which are available for inspection on ASX's website at www.asx.com.au and on Ambertech website at www.ambertech.com.au) and seek the advice of your professional adviser.

20 Privacy Notification

Ambertech and the Registry value your privacy and will take reasonable steps to protect your personal information in accordance with applicable data privacy laws and regulations. Note, however, that Ambertech and the Registry are located primarily in Australia and data privacy laws may be less strict in Australia than those of the country in which you reside when you receive this Offer.

This privacy statement sets out how information about you will be collected, held, used and disclosed to and accessed by third parties during your participation in the SPP and while you hold Shares.

Ambertech and the Registry are bound by the Privacy Act 1988 (Cth) in relation to the collection, use and disclosure of any personal information about you. Chapter 2C of the Corporations Act requires personal information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. If we are unable to collect this personal information about you, you will be unable to participate in the SPP. This personal information must continue to be included in the public register if you cease to be a shareholder.

21 **Definitions**

In this document the following terms have these meanings:

Definition	Meaning
AEDT	Australian Eastern Daylight Time.
Application Form	The application form which accompanies this Share Purchase Plan Offer.
ASIC	The Australian Securities and Investments Commission.
ASX	ASX Limited or the Australian Securities Exchange, as the context requires.
Class Order	ASIC class order CO 09/425.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Custodian	The meaning given in the Class Order.
Eligible Shareholder	A person who is eligible to participate in the Offer in accordance with Clause 3 of the Terms and Conditions.
Issue Date	The date the New Shares are issued, expected to be Tuesday, 16 November 2021.
New Shares	The Shares offered in the Share Purchase Plan Offer.
Offer	The offer of New Shares in the Share Purchase Plan Offer.
Offer Price	A\$0.40 per New Share, being the same price of Shares issued under the placement to sophisticated investors which preceded this SPP.
Ambertech	Ambertech Limited ACN 079 080 158.
Record Date	7pm (AEDT), Wednesday, 20 October 2021.
Share Purchase Plan Offer	This document.
Share Registry	Boardroom Pty Limited
Shares	Fully paid ordinary shares in Ambertech.
Share Purchase Plan	The Share Purchase Plan referred to in this document.
Terms and Conditions	The terms and conditions of the Offer set out in Section 4 of this Share Purchase Plan Offer.
US Person	A “U.S. person” as defined in <i>Regulation S</i> under the <i>US Securities Act of 1933</i> .
US Securities Act	<i>US Securities Act of 1933</i> .



Share Purchase Plan (SPP) - Application Form

Record Date: 7.00pm (AEDT time) Wednesday, 20 October 2021

Open Date: 10.00am (AEDT) Tuesday, 26 October 2021

Closing Date: 5.00pm (AEDT) Tuesday, 9 November 2021

SPP Issue Price per New Share: A\$0.40

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

This is an important document which requires your immediate attention. It can only be used in relation to the securityholder represented by the details above. If you are in doubt as to how to deal with this document, please contact your professional adviser. Terms not defined in this Application Form have the meaning given in the Share Purchase Plan Offer Booklet ("SPP Offer Booklet"), dated Tuesday, 26 October 2021, accompanying this Application Form.

A Offer Details

Eligible Shareholders are entitled to apply to purchase a parcel of fully paid ordinary shares in Ambertech Limited (ASX: **AMO**) (**New Shares**) with a minimum application amount of A\$1,000 and any additional New Shares in increments of A\$1,000, with a maximum application amount of A\$30,000.

Before applying for New Shares you should read the SPP Offer Booklet accompanying this Application Form and the 'Applicant's Certification and Acknowledgments' on the back of this Application Form carefully.

This SPP is non-renounceable meaning that you cannot transfer your right to purchase New Shares to another person. Applications can only be accepted in the name printed on the Application Form. If you are a custodian, trustee or nominee within the definition of "custodian" (as defined in paragraph 4 of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547) (**Custodian**), you must complete and return this Application Form together with the Custodian Certificate referred to in Section F of this Application Form.

AMO may make determinations in its absolute discretion, in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application.

Any determinations by AMO will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. AMO reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP ("**SPP Terms and Conditions**"), to amend or vary those terms and conditions, to suspend or terminate the SPP at any time or to implement a scale back of applications. Any such waiver, amendment, variation, suspension, termination or scale back will be binding on all Eligible Shareholders even where AMO does not notify you of that event. If you do not wish to subscribe for New Shares under the SPP, there is no need to take any action.

B Offer Choice

Indicate the parcel of New Shares you wish to apply for by marking one box only below:

Choice 1

Apply to purchase the minimum application amount of A\$1,000

OR

Choice 2

If you wish to select choice 2 please specify the dollar amount (up to a maximum of A\$30,000) applied for below in increments of A\$1,000

Amount applied for A\$ _____

C Payment Details

Payment may only be made by Australian resident shareholders by BPAY® or cheque, bank draft or money order and in Australian dollars. Cash will not be accepted and payments cannot be made at any bank.

Payment Option 1 – BPAY® (from Australian bank accounts only)



Biller Code:

Ref:

Telephone and Internet Banking - BPAY® Contact your bank, credit union or building society to make this payment from your cheque or savings account.

More info: www.bpay.com.au

© Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY® please contact your participating financial institution.
- If paying by BPAY® you will be deemed to have completed an Application Form for the value of New Shares the subject of your payment. You do not need to return this Application Form.
- Your payment must be received by Boardroom Pty Limited (the **Registry**) by 5.00pm (AEDT) on Tuesday, 9 November 2021.
- Please ensure you pay the correct amount. If your BPAY payment is:
 - an amount less than A\$1,000, AMO will reject your application for New Shares and refund your application money in full (without interest); or
 - an amount greater than A\$1,000 that is not an increment of A\$1,000 up to the maximum of A\$30,000, AMO may, at its discretion:
 - reject your application for New Shares and refund your application money in full (without interest); or
 - treat your application as if you had applied for a lower parcel of New Shares and refund the excess application money to you (without interest).
- Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY®. It is your responsibility to check that the amount you wish to pay via BPAY® does not exceed your limit.

Payment Option 2 - Cheque, bank draft or money order

Record your cheque details below if paying by cheque:

Drawer	Cheque No.	BSB No.	Account No.	Amount A\$

- If paying by cheque, bank draft or money order you must complete this Application Form and submit it together with your cheque, bank draft or money order.
- Only cheques, bank drafts or money orders in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque, bank draft or money order must be made payable to "Ambertech Limited" and crossed 'Not Negotiable'.
- Please ensure that you submit the correct amount. If your cheque, bank draft or money order is for:
 - an amount less than A\$1,000, AMO will reject your application for New Shares and refund your application money in full (without interest); or
 - an amount greater than A\$1,000 that is not an increment of A\$1,000 up to the maximum of A\$30,000, AMO may, at its discretion:
 - reject your application for New Shares and refund your application money in full (without interest); or
 - treat your application as if you had applied for a lower parcel of New Shares and refund the excess application money to you (without interest).
- Make sure you send your completed Application Form and payment allowing enough time for mail delivery so the Registry, Boardroom Pty Limited, receives them no later than 5.00pm (AEDT) on Tuesday, 9 November 2021.
- If paying by cheque, please ensure sufficient cleared funds are held in your account as your cheque will be banked as soon as it is received. If cheques are dishonoured by your bank, no New Shares will be issued and the cheque will be returned.
- AMO reserves the right not to process any Application Forms that are incomplete or where payment is received after 5.00pm (AEDT) on Tuesday, 9 November 2021.

D Contact Details

Please provide a telephone number and/or email address and contact name in case we need to contact you regarding your application.

Preferred contact telephone No.	Email contact	Contact name

E Applicant's Certification and Acknowledgements

By completing and returning this Application Form with your cheque, bank draft or money order to the Registry or making a BPAY® payment, you:

- represent and warrant that you have read and understood the SPP Offer Booklet (including the SPP Terms and Conditions) and that you acknowledge the matters, and make the representations, warranties and certifications, in the SPP Terms and Conditions, including as to your eligibility to participate in the SPP;
- represent and warrant that by making payment, you provide authorisation to be registered as the holder of New Shares acquired by you and you agree to be bound by the constitution of Ambertech Limited and that the submission of the payment constitutes an irrevocable offer by you to subscribe for New Shares on the terms of the SPP and you will be deemed to have accepted and be bound by the SPP Terms and Conditions;
- represent and warrant that the aggregate of the application price paid for, or on behalf of, you for:
 - the New Shares as indicated above;
 - any other New Shares in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the Application Form;
 - any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP; or
 - any other Shares issued to a custodian under an arrangement similar to the SPP in the 12 months before the date of your application under the SPP as a result of an instruction given by you to the Custodian or another custodian and which resulted in you holding beneficial interests in such Shares, does not exceed A\$30,000;
- acknowledge that this Application Form does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. This Application Form may not be distributed or released in the United States. None of the Shares offered under this SPP have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the **Securities Act**), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Shares to be offered and sold in this SPP may only be offered and sold to investors that are not in the United States and are not acting for the account or benefit of a person in the United States in "offshore transactions" (as defined in Regulation S under the Securities Act) in reliance on Regulation S under the Securities Act;
- are deemed to have made the declarations appearing in the SPP Offer Booklet, in particular you represent that you are not in the United States and you are not acting for the account or benefit of a person in the United States, and you are not otherwise a person to whom it would be illegal to make an offer of or issue of Shares under this SPP and under any applicable laws and regulations; and
- acknowledge that you may receive a lesser number of New Shares than the number of New Shares you apply for. In which case, excess application monies will be returned to you without interest.

NO SIGNATURE IS REQUIRED ON THIS FORM

THIS OFFER IS NON-RENOUNCEABLE

BPAY payments or Application Forms and accompanying cheques, bank drafts or money orders must be received no later than 5.00pm (AEST) on Tuesday, 9 November 2021 at:

MAILING ADDRESS

Ambertech Limited
C/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

EMAIL: corporateactions@boardroomlimited.com.au

HAND DELIVERY ADDRESS

Ambertech Limited
C/- Boardroom Pty Limited
Level 12
225 George Street
SYDNEY NSW 2000

FAX: + 61 2 02 9279 0664

F Information for Custodians

If you are a Custodian you must complete this Application Form and a Custodian Certificate (which must be requested from the Registry) and submit both documents together. Custodians can make payment by BPAY. Please contact the Registry, Boardroom Pty Limited, on 1300 737 760 (within Australia) and +61 2 9290 9600 (outside Australia) to obtain a copy of the Custodian Certificate. Applications received from Custodians that are not accompanied by the Custodian Certificate will be rejected.