



Share Purchase Plan Offer

TO RAISE UP TO A\$1,000,000 with oversubscriptions for a further \$500,000

CLOSING DATE: 5.00pm (Sydney time) on Friday 29 June 2018

This document is important and requires your immediate attention. Carefully read this Offer Booklet in full and consult your stockbroker, solicitor, accountant, licensed financial adviser or other professional adviser if you are in any doubt as to what to do.

This document is not a prospectus. It does not contain all information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered by this document. This Offer Booklet does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder.

If you do not lodge an Application for New Shares by 5.00pm (Sydney time) on Friday 29 June 2018 you will not be issued New Shares in Impelus Limited.

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Chairman's Letter

8 June 2018

Dear Shareholder,

SHARE PURCHASE PLAN

On behalf of the Board of Directors of Impelus Limited (ASX: **IMS, IMS** or **Company**), I am pleased to offer eligible shareholders an opportunity to participate in the IMS Share Purchase Plan (**SPP**).

The SPP allows eligible shareholders to apply for up to A\$15,000 worth of new Fully Paid Ordinary Shares (**Shares**) in the Company without brokerage or transaction costs, to raise up to A\$1,000,000 with the ability to take oversubscriptions for an additional \$500,000 (before expenses). The Company reserves the right to scale back applications if the amount applied for exceeds A\$1,500,000.

Funds raised from the SPP will be used for digital asset deployment, Australian marketing and UK market expansion as the Company aims to scale up its digital customer acquisition business, working capital purposes and for growth opportunities.

IMS recently conducted a significant placement of Shares to institutional and professional investors. The SPP gives you the opportunity to increase your IMS holding at a price of A\$0.02 per share, which is the same price institutional and professional investors were offered shares under the placement and represents an approximate discount of 19.5% to the volume weighted average price of IMS's ordinary shares during the five trading days before the Company went into a trading halt prior to the commencement of trading on Friday 1 June 2018.

Under the SPP, all eligible shareholders will be able to purchase additional shares in the capital of the Company at an issue price of \$0.02 per share.

Participation in the SPP is optional and is open to all shareholders who were registered holders of ordinary shares in the Company as at 7.00pm (Sydney time) on Tuesday 5 June 2018 with a registered address in either Australia or New Zealand.

Further details of the SPP are set out in this Offer Booklet.

The SPP offer opens on Friday 8 June 2018 and closes at 5:00pm (Sydney time) on Friday 29 June 2018.

You should consider seeking independent financial and taxation advice before making a decision as to whether or not to participate in the SPP.

I encourage you to carefully read the enclosed SPP documentation.

For all enquiries regarding the SPP, your holding of shares in the Company, change of address or other registry matters, please contact the Impelus Limited SPP Offer Information Line on 1300 402 422 (within Australia) and +61 1300 402 422 (outside Australia)

Yours sincerely,

Ian Elliot
Chairman

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Important Information

This Offer Booklet is dated **8 June** 2018. The information contained in this Offer Booklet is important and should be read in full.

The SPP Offer is only available for acceptance by Eligible Shareholders. This Offer Booklet does not constitute an offer in any place which, or to any person whom, it would not be lawful to make such an offer. Excluded Shareholders (being Shareholders with their registered addresses outside Australia and New Zealand as at the Record Date) will not be provided with this Offer Booklet and will not be able to participate in the SPP.

No person is authorised to give any information or make any representations in connection with the SPP other than as contained in this Offer Booklet. Any information or representation in connection with the SPP not contained in this Offer Booklet is not, and may not be relied on as having been, authorised by the Company (or any of its officers).

This is an Offer Booklet for an offer of continuously quoted securities (as defined in the Corporations Act) of the Company and has been prepared in accordance with ASIC Class Order 09/425 and the Corporations Act. In broad terms, ASIC Class Order 09/425 relates to share purchase plan offers that do not require the provision of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Booklet is significantly less than that required in a prospectus or other disclosure document. Eligible Shareholders should therefore rely upon their own knowledge of the Company, refer to disclosures made by it to the ASX, and refer to their professional advisers before deciding whether to participate in the SPP.

Eligible Shareholders will receive an Application Form with this Offer Booklet.

Definitions of capitalised terms used in this Offer Booklet appear in the Glossary.

Privacy

The Company collects information about each Applicant provided on an Application for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Application, each Applicant agrees that the Company may use the information provided by that Applicant on that Application for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to the ASX and other regulatory authorities.

If you do not provide the information required on the Application, the Company may not be able to accept or process your Application.

An Applicant has a right to gain access to the information that the Company holds about that person subject to certain exemptions under law. Access requests must be made in writing to the Company's registered office.

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Terms of the SPP

On 6 June 2018, the Company announced the details of a Share Purchase Plan (**SPP**) to allow Eligible Shareholders to apply for up to A\$15,000 of New Shares, to raise up to A\$1,000,000 with the ability to take oversubscriptions for an additional A\$500,000 (before expenses).

The funds raised from the SPP will be used for digital asset deployment, Australian marketing and UK market expansion as the Company aims to scale up its digital customer acquisition business, working capital purposes and for growth opportunities.

This Offer Booklet explains the terms and conditions of the SPP.

1. Key Dates

The indicative key dates of the SPP are as follows:

Record Date	7.00 pm Tuesday 5 June 2018
Offer opens	Friday 8 June 2018
Offer closes	5.00 pm Friday 29 June 2018
Allotment date	Friday 6 July 2018
Despatch of holding statements	Friday 6 July 2018
Quotation of New Shares on the ASX	Monday 9 July 2018

**All dates specified in this Offer Booklet are indicative and may be subject to change.*

2. Eligibility to Participate

You are eligible to participate in the SPP (**Eligible Shareholders**) if you were a registered holder of fully paid ordinary shares in the Company as at 7.00pm (Sydney time) on Tuesday 5 June 2018 (**Record Date**) with a registered address in either Australia or New Zealand.

If you hold Shares on behalf of persons who reside outside Australia or New Zealand or who are "US Persons" (as defined in Regulation S of the *Securities Act of 1933* (as amended)) (**US Persons**) or who act for the account or benefit of a US Person, then you are not entitled to participate in the SPP.

Shareholders with registered addresses outside Australia or New Zealand as at the Record Date will also not be eligible to participate in the SPP.

The Company has decided that it is unreasonable to make the SPP Offer to Excluded Shareholders, having regard to the number of Excluded Shareholders, the number and value of New Shares they would be offered, and the costs of complying with the relevant legal and regulatory requirements in those jurisdictions outside Australia and New Zealand.

The SPP Offer is non-renounceable by Eligible Shareholders. This means that you cannot transfer your right to purchase New Shares to any other person.

Participation in the SPP is entirely optional (subject to the eligibility criteria set out above).

3. Offer Price

The offer price per New Share is A\$0.02, which represents a 20% discount to the Company's closing share price of A\$0.025 on 31 May 2018 and an approximate 19.5% discount to the volume weighted average price of the Company's shares on the 5 trading days before the announcement of the SPP was made on 6 June 2018.

No brokerage, commission or other participation costs are payable by you in respect of the acquisition of New Shares under the SPP.

Please note that the market price of Shares may rise or fall between the date on which the details of the SPP were announced, the date of this Offer Booklet and the date when the New Shares are allotted to you. This means that the price you pay per New Share may exceed the price of Shares at the time the New Shares are allotted to you. Accordingly, you should seek your own independent financial advice in relation to this Offer Booklet and your participation in the SPP.

4. Participation by Eligible Shareholders

The SPP Offer is being made pursuant to ASIC Class Order 09/425. One of the conditions of that ASIC Class Order is that the SPP Offer must comply with the prescribed subscription limit, which means Eligible Shareholders may only acquire a maximum of A\$15,000 worth of Shares under a share purchase plan or similar arrangement in any 12-month period.

The Company has not undertaken any other share purchase plan in the previous 12-month period.

Accordingly, each Eligible Shareholder may participate in the SPP in amounts of **A\$1,000, A\$2,500, A\$5,000, \$7,500, A\$10,000 or A\$15,000 with the maximum being A\$15,000 (subject to scale back)**.

The following table sets out how the A\$15,000 subscription limit will be applied:

If you receive more than one offer under the SPP.	You may only apply for up to a maximum amount of A\$15,000 of New Shares.
If you are recorded with one or more other persons as joint holder of Shares.	A joint holding is considered to be a single registered holding for the purpose of the SPP. Joint holders are only entitled to participate in the SPP in respect of that single holding. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, the joint holders may only apply for one maximum amount of A\$15,000 of New Shares.
If you hold Shares as a custodian or nominee for one or more beneficiaries.	<p><i>“Custodians” as defined in ASIC Class Order 09/425</i></p> <p>If you hold Shares as a "custodian" (as defined in ASIC Class Order 09/425), then you may apply for a maximum amount of A\$15,000 of New Shares for each participating beneficiary, provided that you complete the Application Form and a Custodian Certificate, and submit them together with the Application Payment to the Share Registry before the Closing Date.</p> <p>Please contact the Share Registry to obtain the form of the Custodian Certificate which you are required to submit.</p> <p><i>All other custodians and nominees</i></p> <p>If you hold Shares as a trustee or nominee for another person, but are not a “custodian” as defined in ASIC Class Order 09/425, you cannot participate for beneficiaries in the manner described above.</p> <p>You may only apply for up to a maximum amount of A\$15,000 of New Shares, regardless of the number of participating beneficiaries.</p>

The SPP will be capped at A\$1,000,000 with the ability to take oversubscriptions for an additional \$500,000. The Company reserves the right to scale back Applications in any of the following circumstances:

- (a) if total demand exceeds A\$1,500,000; or

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- (b) if a Shareholder's Application Payment exceeds A\$15,000; or
- (c) if a Shareholder's Application Payment is not in an amount of either **A\$1,000, A\$2,500, A\$5,000, \$7,500, A\$10,000 or A\$15,000.**

The Company will not accept an Application if the Shareholder's Application Payment is less than **A\$1,000.**

If total demand exceeds A\$1,500,000, the Company will scale back Applications substantially on a pro rata basis, based on the number of New Shares Shareholders have applied for respectively, subject to such adjustments as the Board determines appropriate. Fractional entitlements will be rounded down.

If an Application is scaled back, any difference between the Application Payment and the issue price of the New Shares allotted to you will be refunded by the Company, without interest, following allotment of New Shares.

5. Applying for New Shares

If you wish to apply for New Shares under the SPP, please do one of the following:

(a) Payments by Cheque

If you wish to make Application Payment by cheque, please complete the Application Form in accordance with the instructions set out on that form.

All Application Forms must be accompanied by payment in full of the issue price of A\$0.02 per New Share applied for.

Payments will only be accepted in Australian currency and as follows:

- (i) Bank cheque drawn on and payable at any Australian bank; or
- (ii) Personal cheque drawn on and payable at any Australian bank.

Cheques or bank cheques should be made payable to "**Impelus Limited**" and crossed "Not Negotiable". Applicants must not forward cash. Receipts for Application Payments will not be issued.

If you are a "custodian" as defined in ASIC Class Order 09/425, you must also submit a Custodian Certificate with your Application Form and Application Payment. Please contact the Share Registry to obtain the form of the Custodian Certificate which you are required to submit.

(b) Payments by BPay

If you wish to make Application Payment by BPay, please make a BPay payment using the personalised reference number shown on your Application Form. If you make payment using BPay you do not need to return your Application Form to the Share Registry.

Your Application Payment must be received by the Share Registry by 5.00pm (Sydney time) on the Closing Date. You should contact your financial institution to confirm that you are able to make a payment utilising BPay.

All Applications must reach the Share Registry by 5.00pm (Sydney time) on Friday 29 June 2018 (**Closing Date**). The Company reserves the right to extend the Closing Date and/or vary the indicative timetable generally.

By making an Application to purchase New Shares under the SPP:

- (a) you warrant that you are an Eligible Shareholder;

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- (b) you acknowledge your Application is irrevocable and unconditional;
- (c) you certify and represent in favour of the Company that the total of the application price for New Shares, whether the subject of your Application or the subject of any other application made by you, on your behalf (by a custodian or otherwise) or in conjunction with any other person, does not exceed A\$15,000;
- (d) you authorise the Company and the Share Registry (and their officers, employees or agents) to correct any error or omission in your Application Form and to complete the Application Form by the insertion of any missing details;
- (e) you accept the risk associated with any refund of your Application Payment that may be paid to you by direct credit or cheque to your address shown on the Company's members register; and
- (f) you irrevocably and unconditionally agree to be bound by the Terms of the SPP and the Company's constitution.

(Please note that the Company has not undertaken any other share purchase plan in the previous 12-month period.)

The Company reserves the right to reject any Application which it believes does not comply with the Terms of the SPP.

6. Allotment of New Shares

New Shares are expected to be allotted on Friday 6 July 2018 and the Company will apply for those New Shares to be listed for quotation on ASX.

The Company expects to dispatch a holding statement or confirmation advice in respect of the New Shares allotted to you under the SPP on Friday 6 July 2018.

All New Shares issued under the SPP will rank equally with existing Shares from the date of issue, and therefore will carry the same voting rights, dividend rights and other entitlements as existing Shares

7. Shortfall

The SPP Offer is not underwritten. The Directors reserve the right to place any Shortfall in their absolute discretion at a price no less than the price of New Shares offered under the SPP, subject to the ASX Listing Rules and the Corporations Act.

8. Disputes

The Board may settle, in any manner it thinks fit, any disputes or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any Shareholder, Applicant or Application. The decision of the Board will be conclusive and binding on all persons to whom the determination relates. The Company reserves the right to waive strict compliance with or vary any provision of the Terms of the SPP, or to vary, suspend or terminate the SPP at any time without notice.

9. Governing Law

This offer is governed by the law in force in New South Wales, Australia. By accepting the SPP Offer, you submit to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

10. Enquiries

For all enquiries regarding the SPP, your holding of Shares, change of address or other registry matters, please contact the Impelus Limited SPP Offer Information Line on 1300 402 422 (within Australia) and + 61 1300 402 422 (outside Australia).

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Glossary

A capitalised term used in this Offer Booklet has the meaning specified below:

A\$	Australian dollars.
Applicant	An Eligible Shareholder who returns an Application.
Application	An application for New Shares under the SPP.
Application Form	The application form attached to this Offer Booklet.
Application Payment	The payment of the issue price under the SPP (i.e., A\$0.02 per New Share) submitted by an Applicant for the purposes of making an Application.
ASX	ASX Limited (ABN 98 008 624 691).
ASX Listing Rules	The official Listing Rules of the ASX.
Board	The board of Directors.
Closing Date	5:00pm (Sydney time) on Friday 29 June 2018 (unless varied).
Company	Impelus Limited (ABN 24 089 805 416).
Corporations Act	<i>Corporations Act 2001</i> (Cth) as amended from time to time.
Custodian Certificate	A certificate required to be submitted by a custodian together with an Application in accordance with this Offer Letter.
Directors	The directors of the Company.
Eligible Shareholder	A Shareholder who is eligible to participate in the SPP as specified in this Offer Booklet.
Excluded Shareholders	Shareholders other than Eligible Shareholders.
New Shares	The Shares offered under the SPP Offer.
Offer Booklet	This offer booklet under which the SPP Offer is being made.
Record Date	7.00pm (Sydney time) on Tuesday 5 June 2018.
Share Registry	Link Market Services Limited (ABN 54 083 214 537).
Shareholder	A holder of Shares.
Shares	Ordinary shares in the capital of the Company.
Shortfall	Those New Shares not allotted to any Applicant.
SPP	The Share Purchase Plan being conducted by the Company as described in this Offer Booklet.
SPP Offer	The offer of New Shares pursuant to the SPP.
Terms of the SPP	The terms and conditions set out in this Offer Booklet, including any modifications made by the Company.

Corporate Directory

Directors

Ian Elliot (Non-Executive Chairman)
Neil Wiles (CEO & Managing Director)
Drew Kelton (Non-Executive Director)
David Haines (Non-Executive Director)

Company Secretary

Justin Clyne (Company Secretary)

Registered Office

Level 23, 100 William Street, Sydney, NSW 2000

Legal Advisers

Thomson Geer
Level 25
1 O'Connell Street
Sydney NSW 2000
Australia

Share Registry

Link Market Services Limited
Level 12, 680 George Street, Sydney, NSW, Australia, 2000

Impelus Limited Share Purchase Plan Offer
Information line:
1300 402 422 (within Australia)
+61 1300 402 422 (outside Australia)



ABN 24 089 805 416

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone: 1300 402 422
From outside Australia: +61 1300 402 422
ASX Code: IMS
Website: www.linkmarketservices.com.au

SRN/HIN:
Entitlement Number:
Record Date: 5 June 2018
Offer Opens: 8 June 2018

Offer Closes
5:00pm (Sydney time): 29 June 2018

SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under this offer?

- Carefully read the SPP Offer Booklet (comprising the Chairman's Letter, Important Information and Terms of the SPP) (the SPP Terms and Conditions).
Decide on the amount you wish to apply for.
Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions Booklet and further important instructions on the reverse of this form.
Option 1: Paying by BPAY®.
Option 2: Paying by Cheque, Bank Draft or Money Order.
Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do NOT need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5:00pm (Sydney time) on 29 June 2018. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application Payment.

If you make a payment by BPAY® and Impelus Limited receives an amount which is not equal to either A\$1,000, A\$2,500, A\$5,000, A\$7,500, A\$10,000 or A\$15,000, Impelus Limited may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$1,000.

BPAY logo and Biller Code: XXXXXX Ref: field

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au
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Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- A. Tick the box beside the amount you wish to apply for, either A\$1,000, A\$2,500, A\$5,000, A\$7,500, A\$10,000 or A\$15,000.
B. Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Impelus Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to either A\$1,000, A\$2,500, A\$5,000, A\$7,500, A\$10,000 or A\$15,000, Impelus Limited may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$1,000.
C. Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.

Please detach and enclose with payment



ABN 24 089 805 416

SRN/HIN:
Entitlement Number:



A I/we wish to purchase a parcel of Shares to the dollar amount of (tick one box only):

Form with checkboxes for A\$1,000, A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$15,000

B Make your cheque, bank draft or money order payable to "Impelus Limited" and crossed "Not Negotiable"

Form with fields for Drawer, Cheque Number, BSB Number, Account Number, Amount of Cheque (A\$.00)

C Telephone Number – Business Hours Telephone Number – After Hours Contact Name

Form with fields for telephone numbers and contact name

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IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by contacting the Impelus Limited SPP Offer Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
 - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
 - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$15,000.
7. Impelus Limited reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as Impelus Limited may scaleback applications in its discretion.
9. By making an Application Payment, you hereby:
 - acknowledge that you have read and understood the SPP Terms and Conditions; and
 - agree to be bound by the SPP Terms and Conditions and the constitution of Impelus Limited.

How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Impelus Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

or

Hand Delivery

Impelus Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (Sydney time) on 29 June 2018. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Impelus Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact the Impelus Limited SPP Offer Information Line on 1300 402 422 if calling within Australia or +61 1300 402 422 if calling from outside of Australia.