

Haodex Limited
ACN 623 392 325

Second Supplementary Prospectus

1. Important Information

This supplementary prospectus is dated 22 January 2021 and was lodged with ASIC on 22 January 2021 (**Second Supplementary Prospectus**). It is the second supplementary prospectus issued by Haodex Limited ACN 623 392 325 (**Company**) in relation to its Offer of Shares.

This Supplementary Prospectus supplements and is intended to be read together with:

- (a) the original prospectus dated 25 November 2020 (**Original Prospectus**);
- (b) the replacement prospectus dated 9 December 2020 (**First Replacement Prospectus**);
- (c) the supplementary prospectus dated 19 December 2020 (**First Supplementary Prospectus**); and
- (d) the replacement prospectus dated 31 December 2021 (**Prospectus**) issued by Haodex Limited.

Other than as set out below, all details in relation to the Prospectus remain unchanged. Unless otherwise indicated, terms used in this Second Supplementary Prospectus shall have the meaning ascribed to them in the Prospectus.

ASIC, NSX and their officers take no responsibility as to the contents of this Second Supplementary Prospectus.

This document is important and should be read in its entirety in conjunction with the Prospectus. If you are in any doubt as to the contents of this document, you should consult your professional adviser.

2. Purpose of this document

This Second Supplementary Prospectus has been prepared to:

- (a) amend disclosure regarding outstanding fees owed to the Company;
- (b) advise that as at the date of this Second Supplementary Prospectus, no Shares offered under the Prospectus have been admitted to quotation on the NSX; and
- (c) advise that as at the date of this Second Supplementary Prospectus, the Company has not issued any Shares pursuant to the Prospectus.

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3. Outstanding fees

The Board wishes to provide further disclosure with regard to fees received pursuant to the Asset Sale Agreement between the Company and Oilvest Pty Ltd (**Oilvest**) (**Asset Sale Agreement**).

3.1 Background to amendments

The Company wishes to advise that:

- (a) as at the date of this Second Supplementary Prospectus, the Company has received approximately \$540,000 of the fees due to it for the 30 June 2020 financial year pursuant to the Asset Sale Agreement; and
- (b) though the Company has the ability to enforce the payment of fees from Oilvest under the Asset Sale Agreement, there is no formal agreement between Oilvest and the Company that the remaining funds will be received within a certain time.

3.2 Amendments to Prospectus

Accordingly, the Company wishes to delete the paragraph at section 4.7.3(1) of the Prospectus and replace it with the below:

“4.7.3 (1) Under the terms of the asset sale agreement with Oilvest Pty Ltd (a related party) for the divestment of the Company’s cryptocurrency exchange business Dig- Exchange (refer section 9.5), the Company provides Oilvest with certain services (such as technical support) and a licence fee to use any intellectual property necessary to operate the Dig-Exchange business. The consideration for the provision of such services is a fee of \$2,100,000 per year payable by Oilvest, plus a bonus payment being 80% of Oilvest’s net profit after expenses, based on the previous years’ profitability. At 30 June 2020, this payment totalling \$2,100,000 had not been received and is recorded as an other receivable. Since 30 June 2020 the Company has received approximately \$540,000 of these fees. Though the Company expects to receive the remainder of these fees within the next 6 months and has the ability to enforce the payment of funds from Oilvest under the Asset Sale Agreement, there is no formal agreement between Oilvest and the Company that the remaining funds will be received within a certain time. For the financial year ending 30 June 2020, Oilvest did not generate any profit and no bonus amount is owing to Haodex.

As with any contract, there is a risk that counterparties may default in the performance of their obligations. In the event Oilvest fails to pay the fees owing to the Company under the Asset Sale Agreement, it may be necessary for the Company to seek legal remedies to enforce Oilvest’s performance

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obligations. Legal action can be costly and there is no guarantee that a legal remedy will be ultimately granted on the appropriate terms.”

4. No investor action required

The Company considers that:

- (a) there was no misleading or deceptive statement made in the Prospectus;
- (b) there was no omission from the Prospectus of information required by ss 710, 711, 712, 713, 714 or 715 of the *Corporations Act 2001* (Cth) (**Corporations Act**);
- (c) no new circumstances have arisen since the Prospectus was lodged that would have been required by ss 710, 711, 712, 713, 714 or 715 of the *Corporations Act* to be included in the disclosure document if it had arisen before the Prospectus was lodged,

and accordingly, that there are no new circumstances that are materially adverse from the point of view of an investor.

As the content of this Second Supplementary Prospectus is not considered by the Company to be materially adverse to investors, no action needs to be taken by investors who have already submitted proxy forms. As no applications may be made under this Second Supplementary Prospectus, there are no withdrawal rights offered pursuant to this Second Supplementary Prospectus.

5. Status of the Offer

At the date of this Second Supplementary Prospectus, the Company has received 172 valid applications for 6,398,850 Shares totalling \$1,279,770 and has raised the Minimum Subscription provided for in the Prospectus. No applications received have been processed and no Shares have been issued pursuant to the Prospectus.

6. Consents

The Company confirms that as at the date of this Second Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

7. Directors' authorisation and consent


This Second Supplementary Prospectus has been signed by a Director of the Company with the authority of each of the Directors and is dated 22 January 2021.

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Each Director has consented to lodgement of this Second Supplementary Prospectus with ASIC.



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Frank Huang

Chairman