



November 22, 2019

Australian Securities Exchange
Rialto Tower
525 Collins Street
MELBOURNE, VIC 3000

SPP Offer Booklet Despatch

Funtastic Limited (Funtastic) (ASX:FUN) confirms that the offer booklet (**SPP Offer Booklet**) in relation to the Company's recently announced Share Purchase Plan (**SPP**) was despatched to eligible shareholders earlier today. As such, the SPP is now open.

The key dates for the SPP are set out below.

Record Date	7pm (Melbourne time), Friday, 15 November 2019
Announcement Date	Monday, 18 November 2019
Opening Date	Friday, 22 November 2019
Closing Date	5pm (Melbourne time), Friday, 13 December 2019
Results Announcement	Wednesday, 18 December 2019
Issue Date	Thursday, 19 December 2019
New Shares Quoted on ASX	Friday, 20 December 2019

* These dates are indicative only. The Company may vary the dates and times of the SPP by lodging a revised notice with the ASX.

If you are an eligible shareholder and wish to participate in the SPP, you can apply using the BPAY® information provided on your personalised SPP Application Form, or by completing your personalised Application Form and returning it with an accompanying cheque. The SPP Offer Booklet, which includes a personalised SPP Application Form, has been made available to eligible shareholders in the following methods:

- Eligible shareholders who have previously registered to receive Company correspondence electronically will have received an email, at the email address provided to Automic Registry, which includes links to retrieve these documents electronically.



- Eligible shareholders can log in to the Automic investor portal and retrieve their personalised documentation at the following url: www.investor.automic.com.au
- For eligible shareholders who have not previously registered to receive company correspondence electronically, personalised documentation will be sent by priority post today to the address provided to Automic registry.

For further information please contact:

Bernie Brookes

Chairman

0438 101 422

Howard Abbey

Company Secretary & CFO

0439 594 880

About Funtastic Limited

Funtastic Limited (ASX: FUN) is an Australian based listed company which operates in the Toys and Plush, Tech, Apparel and Confectionery markets, principally aimed at the younger demographic market. Apart from distributing leading products throughout Australia for its key partners, Funtastic owns a number of its own products and distributes these to over 30 countries globally

Funtastic Limited

ACN 063 886 199

Share Purchase Plan

Including the Terms and Conditions

Opening date: Friday, 22 November 2019

This is an important document and should be read in its entirety. The Share Purchase Plan does not take into account the individual investment objectives, financial situation or particular needs of any Eligible Shareholder. If you are in any doubt about the action you should take or the contents of this document please seek independent financial advice from your broker, accountant or other professional adviser without delay. The contents of this document have not been reviewed by any regulatory authority. You are advised to exercise caution in relation to the Share Purchase Plan.

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

Dear Shareholder

Opportunity to participate in Funtastic's Share Purchase Plan

On behalf of the board of directors (**Board**) of Funtastic Limited ACN 063 886 199 (**Funtastic** or **Company**), I am pleased to offer Eligible Shareholders (defined below) the opportunity to participate in the Company's share purchase plan (**SPP** or **Share Purchase Plan**).

The Share Purchase Plan gives Eligible Shareholders the opportunity to subscribe for up to \$30,000 worth of new fully paid ordinary shares in the Company (**New Shares**), without incurring any brokerage or transaction costs.

The SPP aims to raise up to approximately \$1.675 million and is not underwritten. If necessary (and depending on the level of acceptances received from Eligible Shareholders), the Company may decide to scale back applications made under the SPP in its absolute discretion.

The Company is proposing to use the funds raised under the SPP to fund the Company's activities including the launch of new product ranges and the continuation of the Company's strategic turnaround plan and to pay the costs of the SPP.

Issue Price

Eligible Shareholders may subscribe for New Shares under the SPP at an issue price of \$0.024 (ie 2.4 cents) per share (**Issue Price**).

The Issue Price represents a:

- 23% discount to the closing price on ASX of the Company's existing shares (**Shares**) on Friday, 15 November 2019 (ie of \$0.031); and
- 20% discount to the volume weighted average price (**VWAP**) of Shares calculated over the last 5 days in which trades in Shares were recorded on ASX preceding the date the SPP was announced (ie of \$0.03).

Participation

Participation in the SPP is optional and open to Eligible Shareholders, including Eligible Shareholders who are custodians on behalf of "**participating beneficiaries**"¹ on the terms and subject to the conditions of the SPP (as to which, please see below).

The right to participate in the SPP is not transferable.

All New Shares issued under the SPP will rank equally with the Company's existing Shares.

How to apply

The SPP opens on Friday, 22 November 2019 and is expected to close at 5pm (Melbourne time) on Friday, 13 December 2019.

New Shares are expected to be issued on Thursday, 19 December 2019 and commence trading on ASX on Friday, 20 December 2019.

Applications for New Shares can only be made in \$1,000 increments and must be for a minimum of \$1,000 and a maximum of \$30,000.

¹ As defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC SPP Instrument)*.

To apply for New Shares, you must either:

- complete your personalised “SPP Application Form” and send it to the Registry (details below) along with your payment for New Shares by cheque, bank draft or money order; or
- simply make your payment for New Shares via BPAY® in accordance with the instructions on your personalised SPP Application Form².

In deciding whether to participate in the SPP, please take time to read the enclosed Terms and Conditions and seek your own investment or taxation advice if applicable to you.

If you have any questions regarding the SPP, please contact the Company’s Company Secretary, Mr Howard Abbey during business hours on +61 3 9081 9100.

On behalf of the Board, I thank you for your continued support of the Company and invite you to consider participating in the SPP.

Yours sincerely,



Bernie Brookes
Chairman

² If you make your payment for New Shares via BPAY® you do not need to submit your personalised SPP Application Form.

Funtastic SPP Terms and Conditions

This SPP offer booklet (**SPP Offer Booklet**) and the accompanying SPP Application Form set out the terms and conditions of the SPP (**Terms and Conditions**). By accepting the offer to subscribe for New Shares under the SPP you agree to be bound by these Terms and Conditions and to the Company's constitution.

Key dates for the SPP:

Record Date	7pm (Melbourne time), Friday, 15 November 2019
Announcement Date	Monday, 18 November 2019
Opening Date	Friday, 22 November 2019
Closing Date	5pm (Melbourne time), Friday, 13 December 2019
Results Announcement	Wednesday, 18 December 2019
Issue Date	Thursday, 19 December 2019
New Shares quoted on ASX	Friday, 20 December 2019

Note: The above timetable is indicative only and subject to change. The commencement of trading and quotation of New Shares is subject to confirmation from ASX. Subject to the requirements of the *Corporations Act 2001* (Cth) (**Corporations Act**), the ASX Listing Rules and other applicable rules, the Company reserves the right to amend this timetable at any time, including extending the period for the SPP or accepting late applications, either generally or in particular cases, without notice.

1. What is the SPP?

The SPP gives Eligible Shareholders the opportunity to subscribe for up to \$30,000 worth of New Shares at the Issue Price without incurring brokerage or other transaction costs.

New Shares issued under the SPP will rank equally with all other fully paid ordinary shares on issue in the capital of the Company from the Issue Date.

2. How much will be raised under the SPP and how will the funds be used?

The Company is seeking to raise up to approximately \$1.675 million (before costs) under the SPP. The Company is proposing to use these funds to fund the Company's activities including the launch of new product ranges and the continuation of the Company's strategic turnaround plan and to pay the costs of the SPP.

3. Am I eligible to participate in the SPP?

You will be considered an "**Eligible Shareholder**" (and therefore you will be eligible to participate in the SPP) if you were a registered holder of Shares at 7pm (Melbourne time) on Friday, 15 November 2019 (**Record Date**) with a registered address either in Australia or New Zealand (provided that any such Shareholder is not acting for the account or benefit of a person in the United States). The Board has determined that it is not practical for holders of Shares with registered addresses outside of Australia or New Zealand to participate in the SPP.

Shareholders who hold Shares on behalf of persons who reside outside of Australia or New Zealand or who are “**US persons**” as defined in Regulation S under the United States Securities Act of 1933 (as amended) (**Securities Act**) or who act for the account or benefit of a US Person are not entitled to participate in the SPP. The New Shares to be issued under the SPP have not been and will not be registered under the Securities Act (or any other act). Accordingly, shareholders who are located in the United States or who are acting for the account or benefit of, US Persons are not Eligible Shareholders and are therefore not entitled to participate in the SPP.

4. Do I have to participate?

No. Participation in the SPP is entirely voluntary. If you do not wish to participate in the SPP, do nothing.

5. How much can I invest and how many Shares will be issued to me?

Under the SPP, you may apply for a parcel of New Shares in \$1,000 increments from a minimum of \$1,000 up to a maximum of \$30,000. The \$30,000 limit applies irrespective of the number of Shares you hold on the Record Date.

The number of New Shares to be issued to each applicant will be calculated by dividing the dollar value provided by the applicant by the Issue Price (subject to any scale back implemented at the discretion of Funtastic).

No fractions of New Shares will be issued. Any fraction of a New Share will be rounded up to the nearest whole number of New Shares.

Applications may be scaled back as described in section 14.

6. Can I transfer my right to purchase the Shares?

No. The offer under the SPP is non-renounceable. This means that you cannot transfer your right to acquire New Shares under the SPP to anyone else.

7. Will shares issued under the SPP rank equally with my existing Shares?

Yes. New Shares issued under the SPP will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the Issue Date.

8. What is the Issue Price of the Shares?

Eligible Shareholders may subscribe for New Shares under the SPP at the Issue Price. The Issue Price represents a:

- 23% discount to the closing price on ASX of Shares on Friday, 15 November 2019 (ie of \$0.031); and
- 20% discount to the VWAP of Shares calculated over the last 5 days in which trades in Shares were recorded on ASX preceding the date the SPP was announced (ie of \$0.03).

Shares in Funtastic are a speculative investment, and the market price of Shares might rise or fall between the date of this SPP offer and the date the New Shares are issued to you. This means that the price you pay for a New Share may be greater or less than the market price of Shares at the time those New Shares are issued to you.

The current Share price can be obtained from ASX at www.asx.com.au.

Your application for New Shares, once made, is irrevocable and may not be withdrawn even if the market price of Funtastic's Shares falls below the Issue Price.

The offer to acquire New Shares under the SPP is not a recommendation. Before you decide whether to participate in the SPP, Funtastic recommends that you seek independent financial advice from your broker, accountant or other professional adviser without delay.

9. How do I apply for New Shares under the SPP?

To apply for New Shares under the SPP, Eligible Shareholders must:

- complete their personalised SPP Application Form and send it to Automic Registry Services (**Registry**) at GPO Box 5193, Sydney NSW 2001 along with payment for the total number of New Shares that they wish to subscribe for by cheque³, bank draft or money order, in each case such that their application and payment is received by no later than 5pm (Melbourne time) on Friday, 13 December 2019 (**Closing Date**); or
- make a BPAY® payment by using the reference number shown on their personalised SPP Application Form, which is required to identify your holding. Payment must be received in cleared funds by 5pm (Melbourne time) on the Closing Date. If an Eligible Shareholder chooses to pay for New Shares by BPAY®, they do not also need to submit their personalised SPP Application Form.

Applications received after 5pm (Melbourne time) on the Closing Date will not be accepted.

Applications and any payments received under the SPP may not be withdrawn once they have been received. Application money will not bear interest in any circumstances.

By applying for New Shares under the SPP (and regardless of whether you apply for New Shares by making your payment by BPAY® or by completing your personalised SPP Application Form and providing it to the Register along with your application money), you:

- (a) are deemed to have accepted the offer under the SPP and irrevocably and unconditionally agree to the Terms and Conditions;
- (b) warrant that all details and statements in your completed SPP Application Form are true and complete and not misleading;
- (c) acknowledge that no interest will be paid on any application money held pending the issue of New Shares or subsequently refunded to you for any reason;
- (d) confirm that you are lawfully permitted to apply for New Shares and that you are not applying for New Shares on behalf of any person not so permitted;
- (e) acknowledge and agree that:
 - (i) you are not in the United States and are not acting for the account or benefit of any US Person;
 - (ii) the New Shares have not been, and will not be, registered under the Securities Act or any other Act;
 - (iii) you have not, and will not, send this SPP Offer Booklet or any materials relating to the SPP to any person who is not a resident of Australia or New Zealand;

³ If you are paying for New Shares by cheque, you should ensure that sufficient funds are held in the relevant account to cover your payment. If the amount of your cheque is insufficient to pay in full for the number of New Shares you have applied for on your personalised SPP Application Form, you will be taken to have applied for such lower number of New Shares as your cleared funds will pay for (and taken to have specified that number of New Shares on your personalised SPP Application Form). Alternatively, your application will not be accepted. All cheques must be made payable to Funtastic Limited, crossed "not negotiable" and drawn in Australian dollars.

- (iv) if in the future you decide to sell New Shares issued to you, you will only do so in the regular way for transactions on ASX where neither you nor the person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a US Person; and
- (v) if you are acting as a trustee, nominee or custodian, each beneficial holder on whose behalf you are participating for New Shares is a resident in Australia or New Zealand, and you have not sent this SPP Offer Booklet or any materials relating to the SPP to any person outside of Australia or New Zealand;
- (f) agree to be bound by the Company's constitution (as in force from time to time);
- (g) acknowledge that none of Funtastic, its officers, employees, advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (h) authorise Funtastic and its offers and agents to do anything on your behalf necessary or desirable for New Shares to be issued to you in accordance with the Terms and Conditions;
- (i) without limiting clause 9(h), authorise Funtastic and its officers and agents to correct minor or easily rectified errors in, or omissions from, your SPP Application Form and to complete the SPP Application Form by the insertion of any missing minor detail; and
- (j) acknowledge that Funtastic may at any time determine that your application for New Shares is valid, in accordance with the Terms and Conditions, even if your SPP Application Form is incomplete, contains errors or is otherwise defective.

10. What are the participation costs of the SPP?

No brokerage or other transaction costs are payable by participants in the SPP. These costs will be paid by Funtastic.

11. When will I receive the Shares?

Funtastic intends to issue the New Shares as soon as reasonably practicable after the Closing Date and will apply for quotation of these shares on ASX.

It is expected that New Shares will be issued on Thursday, 19 December 2019 and will be quoted on ASX on Friday, 20 December 2019.

You should receive your updated holding statement shortly after the Issue Date.

12. I have several holdings. Can I purchase a separate parcel of New Shares for each holding?

No. If you receive more than one offer to participate in the SPP (for example, because you hold more than one shareholding under separate share accounts), the maximum you may invest under the SPP in all capacities is \$30,000. If you are a custodian, see section 13.

If two or more persons are registered on the Company's register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder.

13. What do I do if I am a custodian?

If you are a custodian holding Shares as at the record date on behalf of one or more persons who reside in Australia or New Zealand (each, a participating beneficiary), you may apply for up to a maximum of \$30,000 worth of New Shares for each participating beneficiary.

You must submit a Custodian Certificate that contains further certifications and details as required by the ASIC SPP Instrument before your SPP Application Form will be accepted. Applications by custodians that are not accompanied by a Custodian Certificate will be rejected.

By applying as a custodian on behalf of participating beneficiaries to purchase New Shares, you certify (amongst other things) that each participating beneficiary has not exceeded the \$30,000 limit as required by the ASIC SPP Instrument.

To request a Custodian Certificate or to obtain further information about the custodian application process, please contact the Registry during business hours on business days on 1300 288 664 (if calling from within Australia) or +61 2 9698 5414 (if calling from New Zealand).

Custodians must not participate in the SPP on behalf of, and must not distribute this SPP Offer Booklet or any documents relating to the SPP to, any US Person.

A custodian will be ineligible to participate in the SPP if their participation would be in breach of the ASIC SPP Instrument.

For the purposes of the SPP, a custodian is a “custodian” as that term is defined in the ASIC SPP Instrument.

Custodians should request a “Custodian Certificate” from the Registry when making an application on behalf of a participating beneficiary.

If you hold Shares as a trustee or nominee for another person, but are not a custodian, you cannot participate for beneficiaries in the manner described in this section.

14. Scale back

The Company aims to raise up to a maximum of approximately \$1.675 million under the SPP. However, in order to comply with the terms of the ASIC SPP Instrument as well as the requirements in Exception 15 in ASX Listing Rule 7.2, the Company may decide to scale back applications under the SPP in its absolute discretion and in any manner it sees fit. If the Company is required to scale back applications under the SPP however, it intends to scale back all applications in the same proportions so that all applicants are, so far as is practicable, treated equally. If Funtastic is required to undertake a scale back, it is likely that you will receive less New Shares than you applied for. However, the excess application money which was not applied by the Company to purchase New Shares will be refunded to you either by direct credit (if the Company has your bank account details) or by cheque as soon as practicable and without interest.

15. Changes and Termination

The Company may change or terminate the SPP or the Terms and Conditions at any time, whether because of a change of law, ASIC requirements, ASX requirements or policy or any other circumstance relevant to the SPP or the Company. If Funtastic terminates the SPP, it will notify ASX and refund any application moneys received (without interest).

16. Refusal of applications and refunds

The Company reserves the right to reject any application for New Shares or issue a fewer number of New Shares subscribed for under the SPP at its discretion, including if it believes:

- the Terms and Conditions have not been complied with;
- the applicant is not an Eligible Shareholder; or
- the application might otherwise breach applicable law or the ASX Listing Rules.

If the amount of a BPAY payment is not equal to the amount of an application, the Company may at its absolute discretion either refund in full the application money and not issue any New Shares to the applicant, or issue to the applicant the number of New Shares which may be issued based on the payment made, and refund the excess to the applicant.

17. Discretion and Disputes

The Company reserves the right to waive strict compliance with the Terms and Conditions including incorrect completion of a SPP Application Form. Any powers or discretions of the Company may be exercised by the directors of the Company or any delegate of them. The Company may determine, 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 SPP whether generally or in relation to any participant or application. A determination made by Funtastic will be conclusive and binding on all participants and other persons to whom the determination relates.

18. Privacy

By applying for New Shares under the SPP, you acknowledge that you will be providing personal information to the Company and the Registry. The Company and the Registry may collect personal information to process your application for New Shares, implement the SPP and administer your Shareholding. The personal information held by the Register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.

Chapter 2C of the Corporations Act requires information about you as securityholder (including your name, address and details of the securities you hold) to be included in the Company's public register (which is maintained by the Register). This information must continue to be included in the public register even if you cease to be a securityholder.

Your personal information may be disclosed to joint investors, the Registry, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of Funtastic and its agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

A copy of the Company's privacy policy is available by contacting the Company's Company Secretary, Mr Howard Abbey during business hours on +61 3 9081 9100.

19. Currency

Any reference to "\$" is a reference to the lawful currency of Australia.

20. Risks

An investment in New Shares is subject to investment and other known and unknown risks, some of which are beyond the control of Funtastic, including possible loss of income and capital invested. Funtastic does not guarantee any particular rate of return or the performance of Funtastic and nor does it guarantee the repayment of capital from Funtastic or any particular tax treatment. This SPP Offer Booklet should also be read in conjunction with Funtastic's continuous and periodic disclosures given to ASX which are available on ASX's website at www.asx.com.au. Past performance should not be relied upon as (and is not) an indication of future performance.

21. Not a prospectus or disclosure document

This SPP Offer Booklet is not a prospectus or disclosure document under the Corporations Act and has not (and will not) be lodged with ASIC or any other regulatory authority.

A cooling-off regime does not apply in relation to the acquisition of New Shares. This means that you cannot withdraw your application once it has been submitted.

22. New Zealand

The New Shares are not being offered or sold to the public in New Zealand other than to registered holders of Shares as at 7pm (Melbourne time) on the Record Date. The SPP is being made in reliance on and pursuant to the Financial Markets Conduct Act 2013 (NZ) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (NZ). This SPP Booklet has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and does not, contain all the information that a product disclosure statement is required to contain under New Zealand law.

23. Governing Law

The SPP is governed by the laws in force in Victoria. By participating in the SPP, you submit to the non-exclusive jurisdiction of the courts of that jurisdiction.

24. Where can I obtain further information in relation to the SPP?

If you have any questions about the Terms and Conditions, how to make an application or the SPP generally, please contact the Company's Company Secretary, Mr Howard Abbey on +61 3 9081 9100 or the Registry on 1300 288 664 (if calling from within Australia) or +61 2 9698 5414 (if calling from New Zealand), in either case during business hours.

None of the Company, the Registry nor any of their respective employees, are or are to be taken to be, giving any securities recommendation or investment advice in relation to the SPP and nor do any of them have any obligation to do so.

Before you decide whether to participate in the SPP, the Company recommends that you seek independent financial advice from your broker, accountant or other professional adviser and that you do so without delay.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

SRN/HIN: [HolderNumberMasked]

ASX Code: FUN

Record Date: 7.00 p.m. (AEDT) on 15 November 2019

Minimum value available to purchase: \$1,000

Maximum value available to purchase: \$30,000

SHARE PURCHASE PLAN APPLICATION FORM

IMPORTANT: CLOSING DATE 5.00 P.M. (MELBOURNE TIME) ON 13 DECEMBER 2019 (UNLESS VARIED)

1: SELECT THE VALUE OF SHARES APPLIED FOR

I/We being registered as the holder of Shares in Funtastic Limited as at the above noted record date, do hereby apply for the dollar amount of New Shares as indicated below at the Issue Price of **\$0.024 per New Share** in accordance with the Terms and Conditions of the Share Purchase Plan that accompanies this Application Form. Please note that all currency is in AUD.

OFFER DETAILS:

Minimum value to purchase

A

☐

\$1,000

Maximum value to purchase

B

☐

\$30,000

Other – You may apply for New Shares in \$1,000 increments between the maximum & minimum subscriptions identified above

C

☐

\$ _____

2: MAKE YOUR PAYMENT

Payment by BPAY



Bill Code: TBC

Ref No: [BPayCRN]

Contact your financial institution to make your payment from your cheque or savings account.

Payment by Cheque

Cheques must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Funtastic Limited" and crossed "Not Negotiable". Return your cheque and this form to: Automic Group, GPO Box 5193 Sydney NSW 2001 by the Closing Date.

Cheque Number

BSB

-

Account Number

3: PROVIDE YOUR CONTACT DETAILS

Telephone Number

Contact Name (PLEASE PRINT)

Email Address

SUPPORT YOUR COMPANY: By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

INSTRUCTIONS FOR COMPLETION OF THIS FORM

The right to participate in the Share Purchase Plan is optional and is available exclusively to shareholders who are registered as holders of fully paid ordinary shares in Funtastic Limited (Company) as at the record date and whose address is in Australia or New Zealand (Eligible Shareholders).

If the Company rejects or scales-back an application or purported application, the Company will return to that applicant the relevant application monies, without interest.

HOW TO APPLY FOR SHARES UNDER THE SPP

1 Select the Value of Shares Applied For

Select the value of New Shares you wish to apply for by placing an "X" alongside the dollar value of your choice and in the case of choosing Box "C", please insert the dollar value of New Shares you wish to subscribe for (between \$1,000 and \$30,000 that is a multiple of \$1,000). You can only indicate one choice. Should you indicate more than one choice then it will be at the discretion of the Company as to which dollar value you will be deemed to have selected.

2 Payment Options

Payment by BPAY: You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number quoted on the front of this form. Multiple acceptances must be paid separately. Applicants should be aware of their financial institution's cut-off time (the payment must be made to be processed overnight).

It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

You do not need to return this form if you have made payment via BPAY®. Your BPAY® reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such New Shares for which you have paid.

Payment by Cheque: Cheques must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Funtastic Limited" and crossed "Not Negotiable". Please ensure sufficient funds are held in your account. If you provide a cheque for an incorrect amount the Company may treat you as applying for as many New Shares as your cheque will pay for.

Return your cheque and this application form to Automic Group by 5.00 p.m. (Melbourne Time) on 13 December 2019

BY MAIL Funtastic Limited C/- Automic Group GPO Box 5193 Sydney NSW 2001	BY HAND DELIVERY (Sydney office hours 9:00am – 5:00pm AEDT) Funtastic Limited C/- Automic Group Level 5 126 Phillip Street Sydney NSW 2000
---	--

3 Contact Details

Please enter a contact number we may reach you on between the hours of 9:00am and 5:00pm AEDT. We may use this email* or number to contact you regarding your acceptance of the New Shares, if necessary.

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 SPP Application Form, please consult a professional adviser.
2. If you do not wish to purchase shares under the Share Purchase Plan, there is no need to take action.
3. Please ensure you have read and understood the terms and conditions of the Share Purchase Plan in the Share Purchase Plan Offer Booklet accompanying this SPP Application Form and this section entitled "Important Information" before making payment by BPAY®.
4. The offer for New Shares under the Share Purchase Plan is non-renounceable. Applications can only be accepted in the name printed on the SPP Application Form.
5. If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional schedule that contains further certifications and details (Schedule) that must be provided before your application will be received. The Schedule can be obtained by contacting the Share Registry on the telephone number set out below. 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 making payment by BPAY®, you certify that the aggregate of the payment paid by you for:
 - the parcel of New Shares indicated on this SPP Application Form or BPAY® payment; and
 - any other New Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the Share Purchase Plan or any other similar arrangement in the 12 months prior to making payment by BPAY® does not exceed \$30,000.
7. The maximum subscription limitation of \$30,000 will apply even if an Eligible Shareholder has received more than one SPP Application Form (whether in respect of a joint holding or because the applicant has more than one holding under separate security accounts).
8. The Company reserves the right to make amendments to this Application Form where appropriate.
9. Applicants are not assured of receiving the New Shares for which they have applied as the Company may scale back applications in its discretion.
10. By making payment of application monies, you certify that:
 - you wish to apply for New Shares under the Share Purchase Plan as indicated on this Application Form;
 - you have read and understood the terms and conditions of the Share Purchase Plan;
 - you agree to be bound by the Constitution of the Company and the terms and conditions of the Share Purchase Plan;
 - you agree to accept any lesser number of New Shares than the number of New Shares applied for; and
 - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP offer to any person in the United States.

***By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible)**

If you require further information about the Offer, please contact Automic on 1300 288 664 between 9:00am and 5:00pm (AEDT).