

SCALARE

PARTNERS

CANDY CLUB HOLDINGS LIMITED
ACN 629 598 778

SUPPLEMENTARY PROSPECTUS

25 SEPTEMBER 2024

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IMPORTANT INFORMATION

This is an important document that should be read in its entirety.

If you do not understand it, you should consult your professional advisers without delay.

The Shares offered pursuant to the Prospectus should be considered highly speculative.

1. IMPORTANT INFORMATION

This is a supplementary prospectus and is dated 25 September 2024 (**Supplementary Prospectus**).

This Supplementary Prospectus supplements the prospectus dated 21 August 2024 and the Replacement Prospectus dated 23 September 2024 (together **Prospectus**) issued by Candy Club Holdings Limited ACN 629 598 778 (**Company**). A copy of this Supplementary Prospectus was lodged with ASIC and ASX on 25 September 2024. Neither ASIC nor ASX takes any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus.

Other than as set out below, all details in relation to the Prospectus remain unchanged.

If there is any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed via the Company's website www.candyclublimited.com.au.

A printed copy of this Supplementary Prospectus is available and will be supplied together with a printed Prospectus at the registered address of the Company.

The Company will send a copy of this Supplementary Prospectus to all Applicants who have subscribed for Shares in the Prospectus up to the date of the Supplementary Prospectus.

This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you do not fully understand the contents of this Supplementary Prospectus and the Prospectus, you should consult your professional adviser.

2. DEFINITIONS

Defined terms used in the Supplementary Prospectus have the same meaning given to those terms in the Prospectus, unless otherwise stated.

3. PURPOSE OF THIS SUPPLEMENTARY PROSPECTUS

The purpose of this Supplementary Prospectus is to:

- note that ASX has extended the deadline by which the Company must meet the conditions for being re-admitted to the Official List of the ASX from 11 October 2024 to 23 December 2024;
- To amend the indicative timetable for the extension of the Offer to 25 October 2024;
- To refresh the timelines applicable to the Offer regarding the quotation of Shares and the Minimum Subscription; and
- To provide investors with the relevant information required by the Corporations Act for a refresh document pursuant to ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (**ASIC CI**).

4. EXTENSION OF DEADLINE BY ASX

On 24 September 2024 ASX extended the deadline for the Company to meet the conditions for re-admission to the Official List of the ASX from 11 October 2024 to 23 December 2024. Accordingly, all references in the Prospectus to "11 October 2024" should now be read as "23 December 2024".

5. EXTENSION OF THE CLOSING DATE

The Closing Date of the Offer has been extended to 5.00pm Australian Eastern Daylight Time (AEDT) on 25 October 2024. Accordingly, the Important Dates as set out in the Key Offer Information section on page 10 and set out in Details of the Offer in respect of the question "What are the Key Offer Dates" on page 28 of the Prospectus and references to each corresponding date in the Prospectus are replaced with the following:

Key Dates

Lodgement date of the Supplementary Prospectus	25 September 2024
Offer closes	25 October 2024
Issue and allotment of "Shares under the Offer"	31 October 2024
Expected date of despatch of holding statements	4 November 2024
Expected date of quotation of Shares on the ASX	11 November 2024

Note: This timetable is indicative only and is subject to change. Unless otherwise indicated, all times are time in Sydney Australia. The Company reserves the right to vary the dates and times of the Offer, including to open or close the Offer early, to extend the time or date of the Closing Date or to accept late Applications, in each case without prior notice. Applicants are encouraged to submit their Applications as soon as possible.

6. INFORMATION PURSUANT TO SECTION 724(3H) OF THE CORPORATIONS ACT

This supplementary Prospectus is a "refresh document" as defined in section 724(3H) of the Corporations Act (as notionally inserted by ASIC CI).

6.1 MINIMUM SUBSCRIPTION CONDITION

Under Section 4.1 of the Prospectus, the Offer is for a minimum 16,000,000 Shares at an issue price of \$0.25 per Share to raise a minimum of 4 million dollars (\$4,000,000) (**Minimum Subscription**) and a maximum of 32,000,000 Shares at an issue price of \$0.25 per Share to raise a maximum of 8 million dollars (\$8,000,000) (**Maximum Subscription**).

Pursuant to ASIC CI, the purpose of this Supplementary Prospectus is to refresh the period for obtaining the Minimum Subscription for the Offer from the date that is four months from the date of the Prospectus to the date that is four months from the date of this Supplementary Prospectus, i.e. 25 January 2025.

If the Minimum Subscription has not been raised within four (4) months of the date of this Supplementary Prospectus, all Applications will be dealt with in accordance with the Corporations Act.

As at 25 September 2024 the Company had:

- received applications and money from 3 investors for 160,000 Shares totalling \$40,000; and
- and received 4 unpaid applications for 3,365,600 Shares for \$841,400.

This represents 7 applicants, for 3,525,600 Shares raising \$881,400.

6.2. QUOTATION CONDITION

Pursuant to ASIC CI, the purpose of this Supplementary Prospectus is to refresh the period indicated in the Important Notices Section under the heading "Offer Conditional" and set out in Section 3.8 of the Prospectus, for admission to quotation of Shares offered under the Prospectus from the date that is three months from the date of the Original Prospectus to the date that is three months from the date of this Supplementary Prospectus, i.e 25 December 2024.

The Company lodged with ASX its application for admission to quotation of the Shares on 27 August 2024. ASX has not yet set any conditions for listing of the "Shares, however, the Company will need to satisfy all conditions to admission set out in Chapters 1 and 2 of the ASX Listing Rules.

6.3 STATEMENTS PURSUANT TO SECTION 724(3H)(C)

The Company notes that no Applications have yet been processed and no Shares offered under the Prospectus have yet been issued or admitted to quotation.

Existing Applicants: In accordance with section 724 of the Corporations Act (as modified by ASIC CI), investors who have lodged Application Forms prior to the date of this Supplementary Prospectus are allowed for one month from the date of this Supplementary Prospectus to obtain a refund of their Application Monies if they do not wish to proceed with their application (**Withdrawal Period**). This right will remain open at least until the end of the Withdrawal Period, i.e. until 5PM (Sydney time) on 25 October 2024. Any investor who wishes to obtain a refund under the Offer needs to write to the Company at Investor Centre Limited, C/- Automic Pty Limited, GPO Box 5193, SYDNEY NSW 2001 or by phone on 1300 288 664 within Australia and +61 9698 5414 outside Australia or by email at hello@automicgroup.com.au by 5PM (Sydney time) on 25 October 2024.

Requests received after this date would not be valid and therefore, would not be acted upon. The refund cheque is to be made payable to the full name of the Applicant and to be sent to the address as per the submitted Application Form. It is not possible to withdraw a partial amount of your Application or Application Monies.

If you have made an Application and you do not wish to withdraw your Application, you do not need to take any action.

7. APPLICATIONS

All new applications for Shares under the Offer after the date of this Supplementary Prospectus must be made using the new Application Form attached to or accompanying this Supplementary Prospectus (Supplementary Application Form) and otherwise on the terms set out in the Prospectus.

Applications made after the date of this Supplementary Prospectus must NOT be made on an application form attached to or accompanying the Prospectus.


The Supplementary Application Form contains detailed instructions on how it is to be completed.

8. DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director of the Company has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

This Supplementary Prospectus is signed for and on behalf of the Company by Mr Gary Simonite.



Non-Executive Chair

Dated: 25 September 2024

CORRECT FORMS OF REGISTRABLE TITLE

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual	Mr John Richard Sample	J R Sample
Joint Holdings	Mr John Richard Sample & Mrs Anne Sample	John Richard & Anne Sample
Company	ABC Pty Ltd	ABC P/L or ABC Co
Trusts	Mr John Richard Sample <Sample Family A/C>	John Sample Family Company
Superannuation Funds	Mr John Sample & Mrs Anne Sample <Sample Family Super A/C>	John & Anne Superannuation Fund
Partnerships	Mr John Sample & Mr Richard Sample <Sample & Son A/C>	John Sample & Son
Clubs/Unincorporated Bodies	Mr John Sample <Health Club A/C>	Health Club
Deceased Estates	Mr John Sample <Estate Late Anne Sample A/C>	Anne Sample (Deceased)

INSTRUCTIONS FOR COMPLETING THE FORM

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS PUBLIC OFFER APPLICATION FORM.

This is an Application Form for fully paid ordinary Shares in Candy Club Holdings Limited (to be renamed 'Scalare Partners Holdings Limited) (ACN 629 598 778) (**Company**) made under the terms of the Public Offer set out in the Prospectus dated 23 September 2024.

Capitalised terms not otherwise defined in this document has the meaning given to them in the Prospectus. The Prospectus contains important information relevant to your decision to invest and you should read the entire Prospectus before applying for Shares. If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the Prospectus and any supplementary Prospectus (if applicable). While the Prospectus is current, the Company will send paper copies of the Prospectus, and any supplementary Prospectus (if applicable) and an Application Form, on request and without charge.

Please note that unless you are making an application via a licenced broker or AFSL holder, **the attaching Target Market Determination (TMD) Questionnaire must be completed and submitted with this application form.**

- Shares Applied For & Payment Amount** - Enter the number of Shares & the amount of the application monies payable you wish to apply for. Applications must be for a minimum of \$2,000 worth of Shares (8,000 Shares) and thereafter, in multiples of \$200 worth of Shares (800 Shares).
- Applicant Name(s) and Postal Address** - ONLY legal entities can hold Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable by the Company. At least one full given name and surname is required for each natural person. Refer to the table above for the correct forms of registrable title(s). Applicants using the wrong form of names may be rejected. Next, enter your postal address for the registration of your holding and all correspondence. Only one address can be recorded against a holding.
- Contact Details** - Please provide your contact details for us to contact you between 9:00am and 5:00pm (AEST) should we need to speak to you about your application. In providing your email address you elect to receive electronic communications. You can change your communication preferences at any time by logging in to the Investor Portal accessible at <https://investor.automic.com.au/#/home>
- CHESSE Holders** - If you are sponsored by a stockbroker or other participant and you wish to hold Shares allotted to you under this Application on the CHESSE subregister, enter your CHESSE HIN. Otherwise leave the section blank and on allotment you will be sponsored by the Company and a "Securityholder Reference Number" ("SRN") will be allocated to you.
- TFN/ABN/Exemption** - If you wish to have your Tax File Number, ABN or Exemption registered against your holding, please enter the details. Collection of TFN's is authorised by taxation laws but quotation is not compulsory and it will not affect your Application.
- Payment** - Applicants wishing to pay by BPAY® or EFT should complete the online Application, which can be accessed by following the web address provided on the front of the Application Form. Please ensure that payments are received by 5:00pm (AEST) on the Closing Date. Do not forward cash with this Application Form as it will not be accepted.

DECLARATIONS

BY SUBMITTING THIS APPLICATION FORM WITH THE APPLICATION MONIES, I/WE DECLARE THAT I/WE:

- Have received a copy of the Prospectus, either in printed or electronic form and have read the Prospectus in full;
- Have completed this Application Form in accordance with the instructions on the form and in the Prospectus;
- Declare that the Application Form and all details and statements made by me/us are complete and accurate;
- I/we agree to provide further information or personal details, including information related to tax-related requirements, and acknowledge that processing of my application may be delayed, or my application may be rejected if such required information has not been provided;
- Agree and consent to the Company collecting, holding, using and disclosing my/our personal information in accordance with the Prospectus;
- Where I/we have been provided information about another individual, warrant that I/we have obtained that individual's consent to the transfer of their information to the Company;
- Acknowledge that once the Company accepts my/our Application Form, I/we may not withdraw it;
- Apply for the number of Shares that I/we apply for (or a lower number allocated in a manner allowed under the Prospectus);
- Acknowledge that my/our Application may be rejected by the Company in its absolute discretion;
- Authorise the Company and their agents to do anything on my/our behalf necessary (including the completion and execution of documents) to enable the Shares to be allocated;
- Am/are over 18 years of age;
- Agree to be bound by the Constitution of the Company; and
- Acknowledge that neither the Company nor any person or entity guarantees any particular rate of return of the Shares, nor do they guarantee the repayment of capital.

LODGEMENT INSTRUCTIONS

The Offer opens on 23 September 2024 and is expected to close on 25 October 2024. The Directors reserve the right to close the Offer at any time once sufficient funds are received or to extend the Offer period. Applicants are encouraged to submit their Applications as early as possible. Completed Application Forms and payments must be submitted as follows:

Online Applications and BPAY® or EFT Payments

Online:

<https://apply.automic.com.au/CandyClub>

ASSISTANCE

Need help with your application, no problem. Please contact Automic on:



PHONE:

1300 288 664 within Australia
+61 (2) 9698 5414 from outside Australia



LIVE WEBCHAT:

Go to www.automicgroup.com.au



EMAIL:

corporate.actions@automic.com.au



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