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CORPORATION
LIMITED

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\$2.4m Capital Raising and Restructure of Debt

Mariner Corporation Limited (ASX:MCX) (**Company**) is pleased to announce that, subject to satisfaction of certain conditions (which includes receipt of shareholder approval), it has raised \$2.4m (before costs) via a placement, and also restructured its existing convertible notes, which will result in the notes being fully discharged (**Capital Raising**).

At completion of the Capital Raising, the Company intends to fully repay existing loans which will place it in a significantly improved financial position.

Further details of the Capital Raising

All material aspects of the Capital Raising will require shareholder approval. A notice of meeting is being prepared, which will be despatched to shareholders in due course.

As part of the Capital Raising:

- The Company will raise \$2.4m (before costs) from Panshan Capital, a sophisticated investor, which will result in 20,000,000 shares being issued at an issue price of \$0.12 (12 cents) per share, which represents a significant premium to the Company's recent share trading price. Shareholder approval will be sought for the placement.
- The terms of existing convertible notes will be amended (for which shareholder approval will be sought) to increase the conversion price to \$0.12 (12 cents) per share, instead of \$0.03 (3 cents) per share. Therefore, at conversion, this will be significantly less dilutionary for shareholders of the Company.
- The existing convertible noteholders have agreed to sell their amended convertible notes to the investor, who then intends to convert the amended convertible notes to shares, thereby ensuring that any debt related to the convertible notes are fully discharged.
- As a consequence of the placement and conversion of amended convertible notes, the investor will acquire a significant interest in the Company (up to 71%). Accordingly, shareholder approval will be sought for the purposes of section 611 (item 7) of the *Corporations Act 2001* (Cth) (**Corporations Act**) to permit the investor to acquire the shares.
- The investor is led and managed by executives with significant experience in the financial services and investments sector in Australia and overseas markets. Mr Kaiman Wong, a nominee of the investor, will be appointed to the Board of Directors, replacing Mr Matthew MacDougall, who intends to resign at completion of the Capital Raising. The remaining Board of Directors will remain the same.

In addition to receipt of shareholder approval, completion of the Capital Raising is subject to a number of conditions being satisfied and/or waived, such as:

- The Company obtaining all necessary approvals to give effect to the Capital Raising including, without limitation, shareholder approval;
- The investor, convertible noteholders and lenders obtaining all necessary approvals or waivers to give effect to the Capital Raising; and

- The loans owed by the Company to Global Clean Energy Finance Pty Ltd and Northquest SPV 10 Pty Ltd (formerly known as “Global SPV 10 Pty Ltd”) being fully discharged.

The investor has agreed to fund the costs of the Capital Raising by way of an unsecured interest-bearing loan to the Company which are on commercial terms.

Funds raised by the Company via the Capital Raising will be used to fully repay loans owed by the Company to Global Clean Energy Finance Pty Ltd and Northquest SPV 10 Pty Ltd (formerly known as “Global SPV 10 Pty Ltd”), and for general working capital purposes.

Timetable and next steps

A notice of meeting is being prepared which will need to be submitted to ASX and ASIC for their review. The notice of meeting will include an independent expert’s report which has been prepared for the purposes of section 611 (item 7) of the Corporations Act.

It is anticipated at this stage that the notice of meeting will be despatched to shareholders in early August 2019, with the shareholders’ meeting convened in September 2019.

If shareholder approval is obtained, the Capital Raising will be completed as soon as practicable afterwards.