Announcement Summary

Entity name

TINYBEANS GROUP LTD

Announcement Type

New announcement

Date of this announcement

Friday January 31, 2020

The Proposed issue is:

☑ An offer of securities under a securities purchase plan

☑ A placement or other type of issue

Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan

		Maximum Number of
ASX +Security Code	+Security Description	+securities to be issued

TNY ORDINARY FULLY PAID 1,500,000

+Record date

Thursday January 30, 2020

Offer closing date

Friday February 21, 2020

+Issue date

Tuesday March 3, 2020

Total number of +securities proposed to be issued for a placement or other type of issue

		Maximum Number of
ASX +Security Code	+Security Description	+securities to be issued

TNY ORDINARY FULLY PAID 6,825,000

Proposed +issue date

Monday February 17, 2020

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

TINYBEANS GROUP LTD

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

Registration Number

ABN

46168481614

1.3 ASX issuer code

TNY

1.4 The announcement is

☑ New announcement

1.5 Date of this announcement

Friday January 31, 2020

1.6 The Proposed issue is:

☑ An offer of +securities under a +securities purchase plan

☑ A placement or other type of issue

Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

4A.1 - Are any of the following approvals required for the offer of +securities under the +securities purchase plan issue to be unconditional?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☑ No

Part 4B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +Security Code and Description

TNY: ORDINARY FULLY PAID

Will the proposed issue of this +security include an offer of attaching +securities? ☑ No

Details of +securities proposed to be issued

ASX +Security Code and Description

TNY: ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

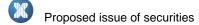
1,500,000

1,000

Minimum Number of +securities Maximum Number of proposed to be offered to each individual +security holder

+securities proposed to be offered to each individual +security holder

15,000



Minimum subscription \$ amount proposed to be offered to each individual security holder

Maximum subscription \$ amount proposed to be offered to each individual security holder

AUD 2,000 AUD 30,000

Purpose of the issue

A share purchase plan (SPP) to raise additional working capital to support the integration and growth of the combined business after the Company's acquisition of Red Tricycle Inc (for more information, please refer to the Company's announcement dated 31 January 2020).

Offer price details for retail security holders

Issue Currency Offer Price per +security Estimated or Actual?

AUD - Australian Dollar AUD 2.00000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

✓ Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

✓ Yes

Provide the scale back details

If the SPP (capped at \$3,000,000) is oversubscribed, Company may in its discretion scale-back SPP applications to the extent and in the manner it sees fit (subject to rounding up).

Part 4C - Timetable

4C.1 Date of announcement of +security purchase plan

Friday January 31, 2020

4C.2 +Record date

Thursday January 30, 2020

4C.3 Date on which offer documents will be made available to investors

Friday February 7, 2020

4C.4 Offer open date

Friday February 7, 2020

4C.5 Offer closing date

Friday February 21, 2020

	Proposed issue of securities 4C.6 Announcement of results
	Wednesday February 26, 2020
	wednesday February 26, 2020
	4C.7 +Issue date
	Tuesday March 3, 2020
art 4	4D - Listing Rule requirements
	 4D.1 Does the offer under the +securities purchase plan meet the requirements of listing rule 7.2 exception 5 that: the number of +securities to be issued is not greater than 30% of the number of fully paid +ordinary securities already on issue; and the issue price of the +securities is at least 80% of the +volume weighted average market price for +securities in that +class, calculated over the last 5 days on which sales in the +securities were recorded, either before the day on which the issue was announced or before the day on which the issue was made? Yes
	4E - Fees and expenses 4E.1 Will there be a lead manager or broker to the proposed offer? S No
	4E.1 Will there be a lead manager or broker to the proposed offer?
	4E.1 Will there be a lead manager or broker to the proposed offer? ⓒ No 4E.2 Is the proposed offer to be underwritten?

Part 4F - Further Information

4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful? $\ensuremath{\mathfrak{C}}$ No

4F.2 Countries in which the entity has security holders who will not be eligible to accept the proposed offer

Hong Kong, Malaysia, Papua New Guinea, Singapore, South Africa, Thailand, United Kingdom, United States, Vanuatu.

4F.3 URL on the entity's website where investors can download information about the proposed offer

https://tinybeans.com/investors/news-coverage/

4F.4 Any other information the entity wishes to provide about the proposed offer

N/A

Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☑ No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities? ☑ No

Details of +securities proposed to be issued

ASX +Security Code and Description

TNY: ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

6,000,000

Purpose of the issue

A Placement to new and existing institutional, sophisticated and professional investors to part fund the acquisition of Red Tricycle (approx. AUD\$9.35M) and provide additional growth capital for the combined business following completion of this acquisition (for more information, please refer to the announcement dated 31 January 2020).

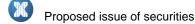
Offer price details for retail security holders

In what currency is the cash consideration being paid?

What is the issue price per +security?

AUD - Australian Dollar

AUD 2.00000



Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
☑ Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

⊗ No

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

Details of +securities proposed to be issued

ASX +Security Code and Description

TNY: ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

825,000

Purpose of the issue

Issue of 825,000 fully paid ordinary shares as part of the consideration for the acquisition of Red Tricycle, as announced to the ASX on 31 January 2020.

Offer price details for retail security holders

In what currency is the cash consideration being paid?

What is the issue price per +security?

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☑ Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

⊗ No

Part 7C - Timetable

7C.1 Proposed +issue date

Monday February 17, 2020

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?
⊗ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

✓ Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

2,961,553

7D.1c (i) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?

3,863,447

7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?

⊗ No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

⊗ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

✓ Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

825,000 fully paid ordinary shares which are being issued as part of the Red Tricycle acquistion will be escrowed for a period of 12 months, as announced to the ASX on 31 January 2020.

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

✓ Yes

7E.1a Who is the lead manager/broker?

Bell Potter Securities Limited (ACN 006 390 772)

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M)	Proposed issue of securities
	Froposed issue of securities

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

2.00% of proceeds as a Management Fee.

1.75% of proceeds as a Selling Fee.

7E.2 Is the proposed issue to be underwritten?

☑ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

N/A

Part 7F - Further Information

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds? $\ensuremath{\mathfrak{C}}$ No

7F.2 Any other information the entity wishes to provide about the proposed issue

The 825,000 consideration shares for the acquisition of Red Tricycle are subject to change depending on the USD:AUD exchange rate prior to completion.