



**BirdDog Technology Limited**

ACN 653 360 448

**Registered Office**

C/o JM Corporate Services

Level 21, 459 Collins Street

Melbourne VIC 3000

## Pre-Quotation Disclosure

The following information is provided to ASX Limited (**ASX**) for release to the market in connection with the official quotation of shares (**Shares**) in BirdDog Technology Limited (the **Company** or **BirdDog**) (ASX: BDT).

Capitalised and abbreviated terms (not otherwise defined) in this document have the meaning given to them in the prospectus lodged with the Australian Securities and Investments Commission on 18 November 2021 (**Prospectus**).

### Completion of Offer

BirdDog confirms that the Offer closed on Thursday 2 December 2021 and allotment of 50,769,231 fully paid ordinary shares (including conversion of all of the Convertible Notes) occurred on Wednesday 8 December 2021 at an issue price of \$0.65 per share.

### Despatch Date

The despatch date of CHESS allotment notices and issuer sponsored holding statements was Thursday 9 December 2021.

### Bookbuild Information

In relation to the funds raised pursuant to the Broker Firm Offer conducted by PAC Partners Securities Limited (**Lead Manager**) (**Bookbuild**):

- 50,769,231 new fully paid ordinary Shares allocated to investors under the Bookbuild at an issue price of \$0.65 per Share;
- there are no concessionary fees or other arrangements which have been entered into which have had the result that the effective transfer price paid by some allottees differs materially from the Bookbuild price announced by the Company;
- there are no arrangements which have been entered into which have had the result that some allottees receive a material benefit for agreeing to participate in the Bookbuild at the Bookbuild price announced by the Company and which is not received by other allottees; and
- there are no arrangements which have been entered into with associates of the Company or the bookrunner to avoid a shortfall, or the appearance of a shortfall, in the Bookbuild.

### Capital Structure

The capital structure of BirdDog following the completion of the Offer and Restructure is as follows:

Security	Number
Fully paid ordinary shares	204,615,385
Options - see below	7,616,695
Share Rights - see below	1,706,538
Performance Rights - Jamie Ambrose	729,167



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## Share Rights

As set out in the table below, the Company has issued Share Rights pursuant to its EIP as follows:

Holder	Position	Number
Dan Miall	Co-founder, MD and CEO	395,769
Eamon Drew	Co-founder and Chief Marketing Officer	395,769
Barry Calnon	Co-founder and Chief Financial Officer	395,769
Jamie Ambrose	Chief Revenue and Operating Officer	519,231
<b>Total</b>		<b>1,706,538</b>

## Options issued under BirdDog's Employee Incentive Plan (EIP), Lead Manager Options and others

As set out in the table below, the Company has issued options pursuant to its EIP as follows:

Holder	Position	Number
John Dixon (Jermah Pty Ltd ATF Dixon Family Trust)	Independent Non-Executive Director and Chair	300,000
Andrew Baxter	Non-Executive Director	200,000
Joanne Moss (Silver Street Holdings Pty Ltd ATF Silver Street Holdings Trust)	Non-Executive Director	200,000
Employee Offer		550,000
<b>Total Options issued under EIP</b>		<b>1,250,000</b>
Lead Manager Options		5,366,695
Skissebua AS		1,000,000
<b>Total Options</b>		<b>7,616,695</b>

## Voluntarily Restricted Securities

The following table shows the number of voluntarily restricted securities on issue in BirdDog and the applicable restriction periods.

Shareholder	Current Share holding	Shares released from the trading day after the Company's 31 December 2021 half-year results are announced	Shares released 12 months from the Listing Date	Shares released 24 months from the Listing Date
Eamon Drew (Home Made Robots Pty Ltd ACN 154 662 594 ATF Robot Super Awesome Extreme 3000 Trust)	44,602,564	4,460,256	-	40,142,308



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Barry Calnon (Khlebny Pereulok Pty Ltd ACN 154 662 610 ATF 525 Romashkavaya Trust)	18,846,154	1,884,615	-	16,961,538
Dan Miall (Restless Robot Pty Ltd ACN 154 662 585 ATF Miall Family Trust)	44,602,564	4,460,256	-	40,142,308
Adil Arshad	3,141,026	314,103	2,826,923	-
Greg Thomson (Gregory Robert Thomson ATFT GT Discretionary Trust)	12,564,103	1,256,410	11,307,692	-
Skissebua AS	1,884,615	188,462	1,696,154	-
<b>Total Shares</b>	<b>125,641,026</b>	<b>12,564,103</b>	<b>15,830,769</b>	<b>97,246,154</b>

In addition, the Lead Manager Options are voluntarily escrowed for 24 months from the Listing Date.

### **Restructure of the Group**

Prior to the Offer, BirdDog Australia Pty Ltd (**BDA**) was the holding company and the main operating entity of a group of entities consisting of BDA, BirdDog Australia (USA) Inc and BirdDog Australia Pty Ltd (UK) (**Group**). In 2021, BirdDog Technology Australia Limited (**BDTA**) became the interim holding company of the Group. In preparation for the Offer, the Group has undertaken a restructure (**Restructure**).

In order to interpose the Company as the ultimate holding company of the Group under the Restructure, the Company entered into a share swap agreement with BDTA, BDA, shareholders of BDTA and Gregory Robert Thomson as trustee for the GT Discretionary Trust (**GDT**), (a shareholder of BDA), under which:

- (a) the Company agreed to acquire all of the shares in BDTA from the BDTA shareholders; and
- (b) BDTA agreed to acquire all of the shares in BirdDog Australia held by GDT.

in exchange for an issue of Shares in the Company, subject to successful completion of the Offer (**Share Sale**).

The Company confirms that the Restructure has now completed.

### **Working capital/ financial position**

The Company confirms no change to the financial position as outlined in the Prospectus or to the expenditure program as outlined in the Prospectus.



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The Directors reaffirm the statement made in the Prospectus that, in the opinion of the Directors on completion of the Offer, BirdDog will have sufficient working capital to carry out its objectives as stated in the Prospectus.

#### **Waiver from ASX Listing Rule 1.1 condition 12**

ASX has granted the Company a waiver from ASX Listing Rule 1.1 condition 12 in relation to performance shares (**Performance Shares**) and share rights (**Share Rights**) issued to executive directors and key management personnel of BDT, such that the issue price of the Performance Shares and the Share Rights, and their underlying securities, do not need to be at least 20 cents in cash.

#### **Waiver from ASX Listing Rule 6.1**

ASX has also granted the Company a waiver from ASX Listing Rule 6.1 in relation to the Performance Shares, Share Rights and options issued to non-executive directors and employees.

#### **Waiver from Appendix 9B of Listing Rule 9.2**

ASX has granted the Company a waiver from Listing Rule 9.2 and clauses 1, 2, 3, 4, 6, 7, 8 and 9 of Appendix 9B on the basis that BDT has a track record of revenue acceptable to ASX.

**Authorised for release by**

**Dan Miall**

Director & CEO

BirdDog Technology Limited

**For more information, please contact:**

**BirdDog Limited**

Justin Mouchacca Company Secretary

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