

11 April 2022

ASX ANNOUNCEMENT

## Gratifii successfully completes \$3.7 million equity raise via placement

Gratifii Limited (ACN 125 688 940) (ASX:GTI) (**GTI** or **Company**) is pleased to announce that it has received firm commitments for a \$3.7 million placement to institutional, professional and sophisticated investors (**Placement**). The Placement will be completed via a two-tranche placement of fully paid ordinary shares in the Company (**Shares**) at an issue price of \$0.026 per Share (**Placement Price**).

The Placement received strong support from existing shareholders, including from cornerstone investor Bombora Special Investments Growth Fund who committed \$0.7 million and new investors. Gratifii Director, Bryan Zekulich also committed \$40,000 under the Placement. Shares to be issued to Bombora Special Investments Growth Fund and Bryan Zekulich under the Placement will be subject to GTI obtaining shareholder approval. The Placement Price of \$0.026 represents a 7.1% discount to the last close price of \$0.028 and a discount of 10.5% to the five-trading day volume weighted average price of \$0.0291 as at 6 April 2022.

The Company will also undertake a Share Purchase Plan to existing shareholders with registered addresses in Australia and New Zealand with an aim to raise up to an additional \$300,000 (with Board discretion to accept oversubscriptions) (**SPP**), providing an opportunity for existing shareholders to further invest on the same terms as the Placement. The GTI Board fully supports the SPP.

Commenting on the capital raising, GTI's Managing Director and CEO, Iain Dunstan said: "We appreciate the support from existing investors as well as new shareholders who will join Gratifii's register. The additional funds received from the raising will, amongst other activities, accelerate our development of the Mosaic platform and integration into Ukheshe's eclipse payments platform."

### Placement Details

The Placement will be structured in two tranches as follows:

- **Tranche 1** – the issue of 94,372,842 Shares to raise approximately \$2.5 million utilising the Company's existing Listing Rule 7.1 capacity; and
- **Tranche 2** – subject to the Company obtaining shareholder approval at the extraordinary general meeting to be held in early June 2022 (**General Meeting**), the issue of an additional 47,934,850 Shares to raise an additional \$1.2 million approximately.

Funds raised under the Placement will be utilised for the expansion of the Company's technology platform, as well as:

- continued investment into the Mosaic enterprise platform, including integration into the Ukheshe Eclipse payments platform;
- any final earn-out payment that may be due under the Neat Ideas acquisition;
- net working capital; and
- transaction costs.

Settlement of Shares under Tranche 1 of the Placement is expected to occur on Thursday, 14 April 2022. Settlement of Shares under Tranche 2 of the Placement is expected to occur within five business days of the General Meeting.

Shares issued under the Placement will rank equally with existing shares in the Company. MST Financial Services Pty Ltd (**MST**) acted as Lead Manager with Candour Advisory Pty Ltd (**Candour**) acting as Co-Manager to the Placement.

## Share Purchase Plan Details

GTI is also offering existing eligible shareholders the opportunity to participate in the SPP to raise a further \$300,000, with the ability to accept oversubscriptions or scale back at the GTI Board's discretion. Shareholders in Australia and New Zealand recorded on GTI's share register as at 7:00pm (AEST) on Friday, 8 April 2022 will be eligible to participate in the SPP (**Eligible Shareholders**).

Eligible Shareholders will have the opportunity to acquire up to \$30,000 in new Shares via the Placement Price of \$0.026 per Share.

No brokerage or commissions are payable in respect of subscribing for Shares under the SPP. The new Shares issued under the SPP will rank equally with the Company's existing fully paid ordinary shares from the date of issue per the indicative timetable below.

An SPP booklet containing further details of the SPP offer will be released on the ASX separately and is expected to be dispatched to all eligible shareholders on or around Tuesday, 26 April 2022, being the date on which the SPP offer is expected to open. The SPP booklet and the accompanying application form will contain instructions on how to apply. Application forms and payments are due no later than 12.00pm (AEST) on Friday 6 May 2022.

Shareholders should consider the SPP booklet in full, before deciding whether to participate in the SPP. Shareholder approval is not required for the issue of new Shares under the SPP.

## Capital Raising Indicative Timetable\*

Record date for determining eligible participation to subscribe for new Shares under the SPP	7.00pm (AEST) on 8 April 2022
Settlement of new Shares under Tranche 1 of the Placement	14 April 2022
Allotment of new Shares issued under Tranche 1 of the Placement	19 April 2022
EGM NOM dispatched. SPP booklet dispatched to eligible shareholders	26 April 2022
SPP offer opening date	26 April 2022
SPP offer closing date	6 May 2022
EGM to approve issue of second tranche placement Shares	6 June 2022
Settlement of SPP Shares and second tranche placement Shares	9 June 2022
Allotment of SPP Shares and second tranche placement Shares	10 June 2022
Dispatch of holding statements	14 June 2022

\*Note: The dates in the table above are subject to ASX approval and indicative only and subject to change. GTI may also withdraw the offer of Shares pursuant to the SPP at any time before the allotment date in its discretion.

## Compliance with ASX Listing Rules

GTI confirms that GTI is in compliance with the Listing Rules and in particular Listing Rule 3.1.



GTI confirms that this announcement has been approved by the board of directors of GTI.

David Hwang  
**Company Secretary**

**For further information, contact:**

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**About Gratificii Limited**

Gratificii Limited (ASX:GTI) is a full-stack customer engagement technology provider that delivers end-to-end technology solutions for businesses to engage with their employees and customers. Its primary focus is providing liquidity for digital assets through its newly developed Mosaic Enterprise Engagement Platform. With mobile payment, ordering, booking and local offer capability; the Mosaic EEP will be the gateway to delivering a new digital lifestyle rewards program.

To learn more, please visit: [www.gratificii.com](http://www.gratificii.com)