

**Announcement Summary**

Entity name

BPH GLOBAL LTD

Announcement Type

New announcement

Date of this announcement

12/10/2023

The Proposed issue is:☒ A placement or other type of issue**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Options exercisable at A\$0.004 and expire 11/12/26	280,833,333
New class-code to be confirmed	Unlisted convertible notes	368,750
New class-code to be confirmed	Options exercisable at A\$0.004 and expire 11/12/26	368,750,000

Proposed +issue date

20/12/2023

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

BPH GLOBAL 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.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

57009104330

1.3 ASX issuer code

BP8

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

12/10/2023

1.6 The Proposed issue is:☒ A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

☒ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	21/11/2023	<input checked="" type="checkbox"/> Estimated	

Comments

As announced on 28 September 2023, subject to shareholder approval the Company will issue 280,833,333 attaching Placement Options and on conversion of the Convertible Notes there will be free attaching options issued with the shares (1:1 entitlement).

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)?

☒ New class

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

☒ No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

☒ No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☒ No

ASX +security code

New class-code to be confirmed

+Security description

Options exercisable at A\$0.004 and expire 11/12/26



+Security type

Options

Number of +securities proposed to be issued

280,833,333

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

Issued for nil consideration, the Company proposes to issue one (1) free attaching option for each Share subscribed for under the Placement

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

0.004000

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0040

Expiry date

11/12/2026

Details of the type of +security that will be issued if the option is exercised

BP8 : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

1 fully paid ordinary share will be issued for each option exercised

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

<https://announcements.asx.com.au/asxpdf/20230928/pdf/05vdl3jcz835pq.pdf>

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)?

☒ New class

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

☒ Yes



Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?
☒ No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?
☒ No

ASX +security code

New class-code to be confirmed

+Security description

Unlisted convertible notes

+Security type

+Convertible debt securities

Number of +securities proposed to be issued

368,750

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?
☒ Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 1.00000

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes

+Convertible debt securities details

These securities are:

Convertible

Type of security

Convertible note or bond

+Security currency

AUD - Australian Dollar

Face value

AUD 1.0000

Interest rate type

Fixed rate

Frequency of coupon/interest payments per year

No coupon/interest payments



s128F of the Income Tax Assessment Act status applicable to the +security

s128F exemption status unknown

Is the +security perpetual (ie. no maturity date)?

☒ No

Maturity date

12/4/2025

Select other features applicable to the +security

☒ None of the above

Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?

☒ No

Details of the type of +security that will be issued if the securities are converted, transformed or exchanged

BP8 : ORDINARY FULLY PAID

Number of +securities that will be issued if the +securities are converted, transformed or exchanged (including, if applicable, any interest)

Subject to conversion price as calculated to the Convertible Notes terms. If conversion price is: A\$0.001 = 368,750,000 Shares; if A\$0.0015 = 245,833,333 Shares; or if A\$0.002 = 184,375,000 Shares

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

<https://announcements.asx.com.au/asxpdf/20230928/pdf/05vdl3jcz835pq.pdf>

Attaching +Security

Is the proposed attaching 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)?

☒ New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

☒ No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☒ No

ASX +security code

New class-code to be confirmed

+Security description

Options exercisable at A\$0.004 and expire 11/12/26



+Security type

Options

Number of +securities proposed to be issued

368,750,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

Issued for nil consideration, the Company proposes to issue one (1) free attaching option for each Share upon conversion of the Convertible Notes

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

0.004000

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0040

Expiry date

11/12/2026

Details of the type of +security that will be issued if the option is exercised

BP8 : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

1 fully paid ordinary share will be issued for each option exercised

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

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Part 7C - Timetable

7C.1 Proposed +issue date

20/12/2023

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

21/11/2023

7D.2 Is a party referred to in listing rule 10.11 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?

☒ No

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?

Sanlam Private Wealth Pty Ltd

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

Sanlam will receive a fee of 6% of the total funds raised under the Placement and the issue of the Convertible Notes and a Lead Manager Fee of \$5,000 plus GST. Subject to shareholder approval, Sanlam will also be issued 60,000,000 options, exercisable at \$0.004 per option and expiring 11 December 2026.

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



Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Detailed with the ASX announcement released on 28 September 2023 <https://announcements.asx.com.au/asxpdf/20230928/pdf/05vdl3jcz835pq.pdf>

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

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

As announced on 28 September 2023, subject to shareholder approval the Company will issue 280,833,333 attaching Placement Options and on conversion of the Convertible Notes there will be free attaching options issued with the shares (1:1 entitlement). The number of attaching options on conversion of the Convertible Notes is subject to the conversion price as calculated pursuant to the terms of the Convertible Notes, as the number provided is approximate based on an example conversion price of A\$0.002. The attaching options issued with the shares (1:1 entitlement) are on the same terms as the Placement options.