
TASFOODS LTD

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ABN 53 084 800 902 ACN 084 800 902

21 December 2017

By ASX Online

ASX Market Announcements Office
Australian Securities Exchange
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Placement and share purchase plan offers

TasFoods Limited (**Company**) is making a placement offer of ordinary shares in the Company to sophisticated and professional investors and intends to make offers of ordinary shares under a share purchase plan (**SPP**), to raise up to approximately \$7 million in total.

The Company has engaged Bell Potter to assist it with the capital raising.

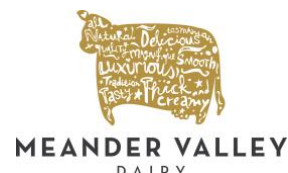
The funds to be raised (after costs) are intended to be used for the continuing development of the Company's businesses, in particular to expand production capacity, and for general working capital purposes.

Placement offer

The Company has received commitments under the placement offer to subscribe for approximately 27.7 million ordinary shares at \$0.18 each to raise approximately \$5 million.

The Company intends to issue approximately 16.6 million of those shares without shareholder approval, as they can be issued within the 15% annual share issue capacity under rule 7.1 of the ASX Listing Rules. It is expected that these shares will be issued on or about 28 December 2017. The issue of the balance of the placement shares will be subject to shareholder approval which will be sought at a general meeting of the Company to be held during February 2018. If shareholder approval is obtained, the shares are expected to be issued shortly after the general meeting.

The placement offer is to sophisticated and professional investors and other people without, and in circumstances and/or on terms that do not require, disclosure under part 6D.2 of the *Corporations Act 2001* (Cth) (**Corporations Act**) selected by or on behalf of the Company from clients of Bell Potter.



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All shares issued under the placement offer will rank from the date of issue equally with the other fully paid ordinary shares in the Company then on issue.

SPP offer

Under the SPP, ordinary shares in the Company will be offered to eligible shareholders to raise up to approximately \$2 million. The offer will be made without disclosure under part 6D.2 of the Corporations Act and in compliance with ASIC class order [CO 09/425].

Timetable

The board of directors of the Company has approved the following timetable for the SPP offer:

Event	Date
Record date to identify shareholders who may participate in the SPP offer	Wednesday 20 December 2017 at 7:00 pm (Melbourne time)
Announce details of SPP offer to ASX Limited (ASX)	Thursday 21 December 2017
Despatch SPP offer documents to eligible shareholders	Friday 5 January 2018
Close SPP offer	Thursday 25 January 2018 at 7:00 pm (Melbourne time)
Issue shares under SPP offer	Friday 2 February 2018

Apart from the record date, the above dates are indicative only and subject to change. Any change of a date may have a consequential effect on another date. The Company also reserves the right not to proceed with, or to withdraw, the offer at any time for any reason including, for example, if a requirement for the relief from disclosure under ASIC class order [CO 09/425] is not or cannot be met.



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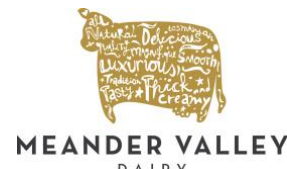
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Key terms of SPP offer

The key terms of the SPP offer will be as follows:

- (a) A person will be eligible to receive an offer under the SPP if the person was registered as a shareholder of the Company on 20 December 2017 at 7:00 pm (Melbourne time), and the person's address on the Company's register of members is in Australia or New Zealand.
- (b) Each eligible shareholder will be entitled to apply for fully paid ordinary shares in the Company with an aggregate issue price of \$2,500, \$5,000, \$7,500, \$10,000, \$12,500 or \$15,000 (with fractional entitlements to new shares being rounded up to the nearest whole number), subject to paragraph (c) below and the Company's right to scale back applications if the total issue price of the shares applied for exceeds \$2 million (see further below).
- (c) The SPP offer will enable an eligible shareholder who is a custodian (as defined in ASIC class order [CO 09/425]) to acquire \$2,500, \$5,000, \$7,500, \$10,000, \$12,500 or \$15,000 worth of fully paid ordinary shares in the Company for each person (**beneficiary**):
 - (1) on whose behalf the custodian is holding fully paid ordinary shares in the Company (provided the person is not also a custodian); or
 - (2) on whose behalf another custodian (**downstream custodian**) holds beneficial interests in fully paid ordinary shares in the Company and the custodian holds the shares to which those beneficial interests relate on behalf of the downstream custodian or another custodian;at the time noted in paragraph (a) above, and otherwise on the same basis as though the beneficiary were an eligible shareholder.
- (d) Participation in the SPP is optional.
- (e) The issue price for each share will be \$0.17.
- (f) Offers are expected to be despatched to eligible shareholders on 5 January 2018, and to close for acceptance 14 business days later on 25 January 2018 at 7:00 pm (Melbourne time).
- (g) Shares issued under the SPP offer will rank from the date of issue equally with the other fully paid ordinary shares in the Company then on issue.
- (h) Shares offered under the SPP are expected to be issued 5 business days after the closing date of the offer, namely on 2 February 2018.
- (i) Offers to acquire shares under the SPP will be non-renounceable, meaning that a person cannot transfer a right to acquire shares offered under the SPP to another person.

As at the time noted in paragraph (a) above for determining who may participate in the SPP offer, the Company had 1796 shareholders with registered addresses in Australia and New Zealand. Assuming none is excluded from participating or holds shares as a custodian, the maximum number of



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securities that the Company could issue under the SPP offer is 158,470,588 fully paid ordinary shares.

However, were the Company to receive this level of interest under the SPP offer, it reserves the right to scale back applications for shares as noted below, such that the maximum capital raised under the SPP offer would be approximately \$2 million.

Scale back

If the total issue price of the shares applied for under the SPP offer exceeds more than \$2 million, the Company reserves the right to scale back applications for shares offered under the SPP offer so that the total issue price of the shares issued under the offer does not exceed approximately \$2 million. The extent and manner of any scale back will be determined by the Company in its absolute discretion on the basis that it results in an allocation of shares that best approximates a pro rata reduction in the value of shares applied for by eligible shareholders, provided that the Company may, in its absolute discretion, limit the application of any scale back such that it does not result in an applicant acquiring less than \$2,500 worth of shares or an applicant who is a custodian acquiring less than \$2,500 worth of shares for each of its beneficiaries (or such lesser amount determined by the Company in its absolute discretion as may be required to ensure the total capital raised does not exceed the maximum noted above).

If scale back applies, eligible shareholders may receive less than the shares applied for, in which case any money received in excess of the amount required to pay the issue price of the shares acquired will be refunded without interest.

If a scale back would result in a fractional number of shares, the entitlement will be rounded down to the nearest whole number of shares.

Shortfall

If there is a shortfall due to the total issue price of the shares applied for under the SPP offer being less than \$2 million, the Company intends to offer the shortfall shares to other investors at the same price offered under the SPP offer.

The shortfall offer will be made to sophisticated and professional investors and other people without, and in circumstances and/or on terms that do not require, disclosure under part 6D.2 of the Corporations Act.

The investors will be selected by or on behalf of the Company from clients of Bell Potter, and any shares applied for in consequence of the shortfall offer will be issued as soon as practicable after shareholders have approved the issue of the balance of the placement shares at the general meeting referred to above.

All shares issued under the shortfall offer will rank from the date of issue equally with the other fully paid ordinary shares in the Company then on issue.

Shareholder approval not required for shares issued under SPP

The Company does not intend to seek shareholder approval of the proposed issue of shares under the SPP offer.



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Exception 15 in rule 7.2 of the ASX Listing Rules applies so that the issue of shares under the SPP offer will not require shareholder approval under rule 7.1, nor will it deplete the 15% annual share issue capacity under that rule, as the number of shares to be issued under the SPP offer will not exceed 30% of the total number of fully paid ordinary shares in the Company already on issue, and the issue price of the offered shares is more than 80% of the volume weighted average market price for the Company's ordinary shares on the ASX calculated over the last 5 days on which sales in the shares were recorded before the day on which the issue is announced to ASX.

Further, exception 8 in rule 10.12 of the ASX Listing Rules allows directors and other related parties of the Company to participate in the proposed SPP offer without shareholder approval.

If shares are issued under the shortfall offer described above, the issue of those shares will deplete the 15% annual capacity to issue shares without shareholder approval under rule 7.1.

* * *

If you have a query about any matter covered by this announcement, please contact Tony Robinson on +61 (0)407 355 616.

Tony Robinson
Chair

