



Announcement Summary

Entity name

DAMSTRA HOLDINGS LIMITED

Announcement Type

New announcement

Date of this announcement

Wednesday October 7, 2020

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
DTC	ORDINARY FULLY PAID	44,136,905

Proposed +issue date

Monday October 19, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

DAMSTRA HOLDINGS LIMITED

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

ACN

Registration Number

610571607

1.3 ASX issuer code

DTC

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

Wednesday October 7, 2020

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 - 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

☒ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Friday October 2, 2020	<input checked="" type="checkbox"/> Actual	Yes

Comments

The new Damstra Holdings Limited (Damstra) shares the subject of this Appendix 3B are being issued in consideration for the acquisition by Damstra of all of the issued shares in Vault Intelligence Limited (Vault) under a scheme of arrangement (Scheme). No Damstra shareholder approval is required in connection with the issue of the new Damstra shares. Vault shareholders approved the Scheme on Friday, 2 October 2020.

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Court approval	Wednesday October 7, 2020	<input checked="" type="checkbox"/> Actual	Yes

Comments

Court approval of Scheme.

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Lodgement of court order with +ASIC	Thursday October 8, 2020	<input checked="" type="checkbox"/> Actual	No

Comments

Court order to be lodged with ASIC on Thursday, 8 October 2020.

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	Wednesday October 7, 2020	<input checked="" type="checkbox"/> Actual	Yes

Comments

Various other conditions precedent to the Scheme. These conditions have been satisfied.



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

DTC : ORDINARY FULLY PAID

Number of +securities proposed to be issued

44,136,905

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

The new Damstra shares the subject of this Appendix 3B are being issued in consideration for the acquisition by Damstra of all of the issued shares in Vault under the Scheme.

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

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

☒ Yes

Part 7C - Timetable

7C.1 Proposed +issue date

Monday October 19, 2020

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?

☒ 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?

☒ No

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No

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?

☒ No

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

As set out in the Scheme Booklet released to ASX on 28 August 2020, Damstra's estimated transaction costs are approximately \$0.5 million for the Scheme.

Part 7F - Further Information

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

The new Damstra shares the subject of this Appendix 3B are being issued in consideration for the acquisition of all of the issued shares in Vault under the Scheme.

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

The exact number of new Damstra shares to be issued is not known at the date of this Appendix 3B as it remains subject to the effects of rounding.