



## Announcement Summary

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**Entity name**

CRONOS AUSTRALIA LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

23/11/2021

**The Proposed issue is:**

☒ A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

**Total number of +securities proposed to be issued for a non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)**

ASX +security code	+Security description	Maximum Number of +securities to be issued
CAU	ORDINARY FULLY PAID	456047305

**Closing date for receipt of acceptances**

8/12/2021

**Proposed +issue date**

16/12/2021

Refer to next page for full details of the announcement



## Part 1 - Entity and announcement details

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### 1.1 Name of +Entity

CRONOS AUSTRALIA 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.

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

ACN

### Registration Number

629071594

### 1.3 ASX issuer code

CAU

### 1.4 The announcement is

☒ New announcement

### 1.5 Date of this announcement

23/11/2021

### 1.6 The Proposed issue is:

☒ A non-+pro rata offer of +securities under a +disclosure document or +PDS



## Part 5 - Details of proposed non-pro rata offer under a disclosure document or PDS

## Part 5A - Conditions

**5A.1 Do any external approvals need to be obtained or other conditions satisfied before the non-pro rata offer of +securities under a +disclosure document or + PDS can proceed on an unconditional basis?**

☒ Yes

## 5A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	15/12/2021	<input checked="" type="checkbox"/> Actual	No

## Comments

Approval for the issue of the securities will be sought at the Company's Annual General Meeting to be held on 15 December 2021.

## Part 5B - Offer 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**

CAU : ORDINARY FULLY PAID

**The number of +securities to be offered under the +disclosure document or +PDS**

456,047,305

**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

☒ No



**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

☒ No

**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

☒ No

#### **Offer price details**

**Has the offer price been determined?**

☒ Yes

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security?**

AUD 0.13800

#### **Oversubscription & Scale back details**

**Will the entity be entitled to accept over-subscriptions?**

☒ No

**Will a scale back be applied if the offer is over-subscribed?**

☒ No

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

☒ Yes

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#### **Part 5C - Timetable**

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##### **5C.1 Lodgement date of +disclosure document or +PDS with ASIC**

19/11/2021

##### **5C.2 Date when +disclosure document or +PDS and acceptance forms will be made available to investors**

22/11/2021

##### **5C.3 Offer open date**

22/11/2021

##### **5C.4 Closing date for receipt of acceptances**

8/12/2021



**5C.6 Proposed +issue date**

16/12/2021

Part 5D - Listing Rule requirements

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**5D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

☒ Yes

**5D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

15/12/2021

**5D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

☒ Yes

Part 5E - Fees and expenses

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**5E.1 Will there be a lead manager or broker to the proposed offer?**

☒ No

**5E.2 Is the proposed offer to be underwritten?**

☒ No

**5E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

☒ No

**5E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

A corporate advisory fee of \$750,000, plus GST, will be payable by CDA Health Pty Ltd to Cornwalls Capital Australia Pty Ltd in connection with the merger between CDA Health Pty Ltd and Cronos Australia Limited.

Part 5F - Further Information

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**5F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

Not applicable, as no cash is being raised from the issue of the shares.

**5F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

☒



No

**5F.2 Please explain the entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority**

Not applicable.

**5F.3 URL on the entity's website where investors can download the +disclosure document or +PDS**

[www.cronosaustralia.com](http://www.cronosaustralia.com)

**5F.4 Any other information the entity wishes to provide about the proposed offer**

The shares included in this Appendix 3B will be issued in connection with the merger of Cronos Australia Limited and CDA Health Pty Ltd. The shares will be issued to the following parties:

- a maximum of 439,784,283 shares will be issued to the current shareholders of CDA Health Pty Ltd
- 15,176,065 shares will be issued to Cronos Group Inc in consideration for the conversion of a loan
- 1,086,957 shares will be issued to Cornwalls Capital Australia Pty Ltd in part payment of its corporate advisory fee