



Announcement Summary

Entity name

ATOMOS LIMITED

Announcement Type

New announcement

Date of this announcement

12/4/2024

The Proposed issue is:

A standard pro rata issue (including non-renounceable or renounceable)

A placement or other type of issue

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Option to acquire one fully paid ordinary share at an exercise price of \$0.03, expiring 30 Nov 2025	201,115,426
AMS	ORDINARY FULLY PAID	402,230,851

Ex date

17/4/2024

+Record date

18/4/2024

Offer closing date

13/5/2024

Issue date

20/5/2024

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	Option to acquire a fully paid ordinary share at an exercise price of \$0.03, expiring 30 Nov 2025	200,000,000
New class-code to be confirmed	Option to acquire a fully paid ordinary share at an exercise price of \$0.03, expiring 30 Nov 2025	100,000,000
AMS	ORDINARY FULLY PAID	400,000,000

Proposed +issue date

20/5/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

ATOMOS 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

139730500

1.3 ASX issuer code

AMS

1.4 The announcement is

New announcement

1.5 Date of this announcement

12/4/2024

1.6 The Proposed issue is:

A standard +pro rata issue (non-renounceable or renounceable)

A placement or other type of issue

1.6a The proposed standard +pro rata issue is:

+ Non-renounceable



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

No

Part 3B - Offer details

+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued

ASX +security code and description

AMS : ORDINARY FULLY PAID

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?

Yes

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +security code and description

AMS : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities do not have +CDIs issued over them)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

1

For a given quantity of +securities held

1



What will be done with fractional entitlements?	Maximum number of +securities proposed to be issued (subject to rounding)
Fractions of 0.5 or more rounded up	402,230,851

Offer price details for retail security holders

In what currency will the offer be made?	What is the offer price per +security for the retail offer?
AUD - Australian Dollar	AUD 0.02000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?
Yes

Describe the limits on over-subscription

Subject to the terms of offer and applicable legal and regulatory requirements, there is no cap on the number of additional entitlement offer shares that eligible shareholders can apply to take up through their oversubscription applications.

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

Describe the scale back arrangements

If the total amount of oversubscription applications is greater than the amount of additional entitlement offer shares available under the offer, then the oversubscription applications will be scaled back on a pro rata basis (i.e. the proportion the eligible shareholder's shareholding represents of the total shareholding of all eligible shareholders who have lodged an oversubscription application).

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

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 do not have +CDIs issued over them)

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities do not have +CDIs issued over them)



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

Yes

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

Yes

ASX +security code

New class-code to be confirmed

+Security description

Option to acquire one fully paid ordinary share at an exercise price of \$0.03, expiring 30 Nov 2025

+Security type

Options

Offer ratio (ratio of attaching securities at which the new +securities will be issued)

The quantity of attaching +securities to be issued

1

For a given quantity of the new +securities issued

2

What will be done with fractional entitlements?

Fractions of 0.5 or more rounded up

Maximum number of +securities proposed to be issued (subject to rounding)

201,115,426

Offer price details for retail security holders

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.00000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?

Yes

Describe the limits on over-subscription

Subject to the terms of offer and applicable legal and regulatory requirements, there is no cap on the number of additional entitlement offer shares that eligible shareholders can apply to take up through their oversubscription applications.

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

Yes

Describe the scale back arrangements

If the total amount of oversubscription applications is greater than the amount of additional entitlement offer shares available under the offer, then the oversubscription applications will be scaled back on a pro rata basis (i.e. the proportion the eligible shareholder's shareholding represents of the total shareholding of all eligible shareholders who have lodged an oversubscription application).

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 0.0300

Expiry date

30/11/2025

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

AMS : ORDINARY FULLY PAID

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

One fully paid ordinary share

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.

Please see announcement and Prospectus lodged on the ASX Market Announcements Platform on 12 April 2024

Part 3C - Timetable

3C.1 +Record date

18/4/2024

3C.2 Ex date

17/4/2024

3C.4 Record date

18/4/2024

3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

23/4/2024

3C.6 Offer closing date

13/5/2024

3C.7 Last day to extend the offer closing date

8/5/2024

3C.9 Trading in new +securities commences on a deferred settlement basis

14/5/2024

3C.11 +Issue date and last day for entity to announce results of +pro rata issue

20/5/2024

3C.12 Date trading starts on a normal T+2 basis

21/5/2024

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

23/5/2024



Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

3E.1a Who is the lead manager/broker?

Henslow Pty Ltd

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

The lead manager is entitled to a selling, management and underwriting fee equal to 5% of the proceeds of the entitlement offer, and 50,000,000 options, plus reimbursement of certain expenses incurred in connection with the offer (in addition to a selling, management and bookrunning fee equal to 5% of the proceeds of the associated placement).

3E.2 Is the proposed offer to be underwritten?

Yes

3E.2a Who are the underwriter(s)?

Henslow Pty Ltd, with Domazet FT 3 Pty Ltd as trustee for The Domazet Family Trust A/C No 3 acting as sub-underwriter.

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

100%

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

The lead manager is entitled to a selling, management and underwriting fee equal to 5% of the proceeds of the entitlement offer, and 50,000,000 options, plus reimbursement of certain expenses incurred in connection with the offer (in addition to a selling, management and bookrunning fee equal to 5% of the proceeds of the associated placement).

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Please see the summary of the underwriting agreement terms provided in the Prospectus lodged on the ASX Market Announcements Platform on 12 April 2024.

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

No

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

No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Legal, registry and administrative costs usual to a transaction of this nature.

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

To repay the existing external debt facility and to fund a costs restructure (including redundancies), development and stocking of new products, working capital and the costs of the offer and associated placement.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

China, France, Germany, Hong Kong, Japan, Malaysia, Netherlands, Singapore, Thailand, USA.

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing



+securities

No

3F.6 URL on the entity's website where investors can download information about the proposed issue

Please see the Prospectus lodged on the ASX Market Announcements Platform on 12 April 2024.

3F.7 Any other information the entity wishes to provide about the proposed issue

3F.8 Will the offer of rights under the rights issue be made under a +disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

Yes

3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a +disclosure document or +PDS for the +securities proposed to be issued



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	16/5/2024	Actual	

Comments

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?
Yes

Details of +securities proposed to be issued

ASX +security code and description

AMS : ORDINARY FULLY PAID

Number of +securities proposed to be issued

400,000,000

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 0.02000

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

Yes



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 do not have +CDIs issued over them)

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

Yes

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

Yes

ASX +security code

New class-code to be confirmed

+Security description

Option to acquire a fully paid ordinary share at an exercise price of \$0.03, expiring 30 Nov 2025

+Security type

Options

Number of +securities proposed to be issued

200,000,000

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

Free attaching options.

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

0.00000001

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 0.0300

Expiry date

30/11/2025

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

AMS : ORDINARY FULLY PAID

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

One fully paid ordinary share

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.

Please see announcement and Prospectus lodged on the ASX Market Announcements Platform on 12 April 2024.

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 do not have +CDIs issued over them)

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

Yes

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

Yes

ASX +security code

New class-code to be confirmed

+Security description

Option to acquire a fully paid ordinary share at an exercise price of \$0.03, expiring 30 Nov 2025

+Security type

Options

Number of +securities proposed to be issued

100,000,000

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

Options to be issued to executive directors in recognition of valuable contributions to date.

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

0.007400

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

Yes



Options details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.0300	30/11/2025

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

AMS : ORDINARY FULLY PAID

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

100,000,000

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.

Please see Prospectus lodged on the ASX Market Announcements Platform on 12 April 2024.

Part 7C - Timetable

7C.1 Proposed +issue date

20/5/2024

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

16/5/2024

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

Yes

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?

Henslow Pty Ltd

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

The lead manager is entitled to a selling, management and bookrunning fee equal to 5% of the proceeds of the placement (in addition to 50,000,000 options and a selling, underwriting and management fee equal to 5% of the proceeds of the associated entitlement offer), plus reimbursement of certain expenses incurred in connection with the offer.



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

Legal, registry and administrative costs usual to a transaction of this nature.

Part 7F - Further Information

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

To repay the existing external debt facility and to fund a costs restructure (including redundancies), development and stocking of new products, working capital and the costs of the placement and associated entitlement offer.

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

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a +disclosure document or +PDS for the +securities proposed to be issued