



Announcement Summary

Entity name

TOP SHELF INTERNATIONAL HOLDINGS LTD

Announcement Type

New announcement

Date of this announcement

22/5/2024

The Proposed issue is:

An accelerated offer

Total number of +securities proposed to be issued for an accelerated offer

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Options exercisable at \$0.12 per option and expiring on the third anniversary of their grant date.	69,600,000
TSI	ORDINARY FULLY PAID	139,200,000

Trading resumes on an ex-entitlement basis (ex date)

24/5/2024

+Record date

24/5/2024

Offer closing date for retail +security holders

17/6/2024

Issue date for retail +security holders

24/6/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

TOP SHELF INTERNATIONAL HOLDINGS 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

22164175535

1.3 ASX issuer code

TSI

1.4 The announcement is

New announcement

1.5 Date of this announcement

22/5/2024

1.6 The Proposed issue is:

An accelerated offer

1.6b The proposed accelerated offer is

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



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

TSI : 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

TSI : 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 the offer (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)

Has the offer ratio been determined?

Yes

The quantity of additional +securities to be issued

2

For a given quantity of +securities held

3

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 139,200,000

Offer price details for retail security holders**Has the offer price for the retail offer been determined?**

Yes

In what currency will the offer be made?

AUD - Australian Dollar

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

AUD 0.10000

Offer price details for institutional security holders**Has the offer price for the institutional offer been determined?**

Yes

In what currency will the offer be made?

AUD - Australian Dollar

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

AUD 0.10000

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

The allocation of additional shares under the Oversubscription Facility will be subject to availability.

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

Yes

Describe the scale back arrangements

Applications may be made under the Oversubscription Facility may be scaled back pro rata in accordance with shareholdings and subject to the Corporations Act, the ASX Listing Rules and to other applicable laws and regulations.

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 the offer (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?

No

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

Options exercisable at \$0.12 per option and expiring on the third anniversary of their grant date.

+Security type

Options

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

Has the offer ratio been determined?

Yes

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)

69,600,000

Offer price details for retail security holders

Has the offer price for the retail offer been determined?

Yes

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

Offer price details for institutional security holders

Has the offer price for the institutional offer been determined?

Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the institutional 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

The allocation of additional shares under the Oversubscription Facility will be subject to availability.

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

Yes

Describe the scale back arrangements

Applications may be made under the Oversubscription Facility may be scaled back pro rata in accordance with shareholdings and subject to the Corporations Act, the ASX Listing Rules and to other applicable laws and regulations.



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 0.1200

Expiry date

24/6/2027

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

TSI : ORDINARY FULLY PAID

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

69,600,000 fully paid ordinary 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.

Part 3D - Timetable

3D.1a First day of trading halt

22/5/2024

3D.1b Announcement date of accelerated offer

22/5/2024

3D.2 Trading resumes on an ex-entitlement basis (ex date)

24/5/2024

3D.5 Date offer will be made to eligible institutional +security holders

22/5/2024

3D.6 Application closing date for institutional +security holders

23/5/2024

3D.8 Announcement of results of institutional offer

(The announcement should be made before the resumption of trading following the trading halt)

24/5/2024

3D.9 +Record date

24/5/2024

3D.10a Settlement date of new +securities issued under institutional



entitlement offer

30/5/2024

3D.10b +Issue date for institutional +security holders

31/5/2024

3D.10c Normal trading of new +securities issued under institutional entitlement offer

31/5/2024

3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue

29/5/2024

3D.12 Offer closing date for retail +security holders

17/6/2024

3D.13 Last day to extend retail offer close date

12/6/2024

3D.19 +Issue date for retail +security holders and last day for entity to announce results of retail offer

24/6/2024

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?

Salter Brothers Capital Pty Ltd and PAC Partners Securities Pty Ltd as Joint Lead Managers.

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

Capital Raising fee of up to 6.0% of the gross proceeds of the Offer.

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

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



Part 3F - Further Information

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

The proceeds from the Entitlement Offer will be used to repay a portion of the Company's senior secured loan facility with Longreach Credit Investors, provide sufficient working capital to fund the Company to profitability and pay transaction costs.

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

Countries other than Australia, New Zealand, Singapore and Hong Kong.

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

<https://www.topshelfgroup.com.au/investors>

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)?

No

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 cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)