



Announcement Summary

Entity name

NOVATTI GROUP LIMITED

Announcement Type

New announcement

Date of this announcement

24/10/2024

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
New class-code to be confirmed	Listed option exercisable at \$0.04 each lapsing 31 December 2027.	90,118,784

Proposed +issue date

5/12/2024

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**

NOVATTI GROUP 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**

ABN

**Registration Number**

98606556183

**1.3 ASX issuer code**

NOV

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

24/10/2024

**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 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	28/11/2024	Estimated	

## 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)?

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?

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

Listed option exercisable at \$0.04 each lapsing 31 December 2027.

## +Security type

Options

## Number of +securities proposed to be issued

90,118,784

**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 Company has on issue 3,488,000 convertible notes that have a \$1 face value. The issue of the Notes occurred over two tranches on 8 January 2024 and 15 February 2024. If the Noteholder agrees to convert all of their Notes on 30 November 2024 (together with all capitalised interest on the Notes as at that date), then the Company will issue New Options to the Noteholder on the same terms as the Placement Options (Noteholder Incentive Options) on the basis of one (1) Noteholder Incentive Option for every one (1) Share issued to the Noteholder on conversion. The conversion price is \$0.04.

A maximum of 90,118,784 Options will be issued under the Noteholder Incentive Options Offer.

The Noteholder Incentive Options Offer will only be extended to Noteholders who elect to convert all of their Notes on 30 November 2024.

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

0.019000

**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 0.0400	31/12/2027

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

NOV : ORDINARY FULLY PAID

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

One fully paid ordinary share (ASX:NOV)

**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 7C - Timetable

**7C.1 Proposed +issue date**

5/12/2024



Part 7D - Listing Rule requirements

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**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**

28/11/2024

**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

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**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**

Part 7F - Further Information

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

The purpose of the issue is to incentivise Note holders to convert their Notes and capitalised interest into Shares. Given a coupon of 10% per annum and a maturity date of 22 December 2026, this will save the Company on interest and administration costs.

**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 involving the same class of securities as the +securities proposed to be issued that meets the requirements of section 708A(11) or 1012DA(11)