



Announcement Summary

Entity name

INTIGER GROUP LIMITED

Announcement Type

New announcement

Date of this announcement

Tuesday October 13, 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
n/a	Performance Rights	2,020,000,000
n/a	Options at \$0.000625 (\$0.05 on a post consolidation basis) expiry 31 December 2023	800,000,000
n/a	Options at \$0.000625 (\$0.05 on a post consolidation basis) expiry 31 December 2022	2,480,000,160
n/a	Options at \$0.00125 (\$0.10 on a post consolidation basis) expiry 31 December 2023	3,306,666,880
IAM	ORDINARY FULLY PAID	10,796,095,840

Proposed +issue date

Wednesday November 25, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

INTIGER 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.

1.2 Registered Number Type

ACN

Registration Number

098238585

1.3 ASX issuer code

IAM

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

Tuesday October 13, 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	Wednesday November 25, 2020	<input checked="" type="checkbox"/> Estimated	

Comments

On 5 October 2020, Intiger announced it had signed a Bid Implementation Agreement (BIA) with Complii FinTech Solutions Ltd (Complii), which sets out the terms on which the Company will offer to acquire all of the fully paid ordinary shares in Complii by way of an off-market takeover. The indicative timetable is disclosed within the announcement.

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

IAM : ORDINARY FULLY PAID

Number of +securities proposed to be issued

44,000,000

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

The issue price of the Director Fee Shares will be nil as the Shares are being issued in lieu of accrued Directors fees of \$27,500 payable to Mr Gaunt. The Company will not receive any other consideration in respect of the issue of the Director Fee Shares. However, the issue of the Director Fee Shares will result in the Company converting debt owing to Mr Greg Gaunt to equity.

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

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

IAM : 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?

☒ No

Please describe the consideration being provided for the +securities

The Company has agreed, subject to obtaining Shareholder approval, to issue 4,000,000 Facilitation Shares (on a post-Consolidation basis) to Euroz (or its nominee) as consideration for the provision of its services in introducing the Proposed Acquisition to the Company and assisting with its implementation.

In addition, the Company has agreed to pay Mr Michael Carter (or his nominee) a \$50,000 fee in consideration for introducing the Proposed Acquisition to the Company and assisting with its implementation. Subject to Shareholder approval being obtained, the fee will be payable in Shares at the relisting price of \$0.05 through the issue of 1,000,000 Facilitation Shares (on a post-Consolidation basis).



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

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

IAM : ORDINARY FULLY PAID

Number of +securities proposed to be issued

15,000,000

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

The Shares will be issued to Euroz in consideration for services provided in respect of the placement undertaken by the Company in June 2020. The Shares are equal to 6% of the funds raised under the placement at a deemed issue price of \$0.0005 per Share.

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

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

IAM : 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 0.00060

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

☒ Yes

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

IAM : ORDINARY FULLY PAID

Number of +securities proposed to be issued

9,920,000,000

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

Shares issued pursuant to the takeover offer of Complii Fintech as announced on 5 October 2020,

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

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 are non CDIs)

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?

☒ No

ASX +security code

New class-code to be confirmed

+Security description

Performance Rights

+Security type

Performance options/rights

Number of +securities proposed to be issued

2,020,000,000

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

Performance Rights issued pursuant to the takeover offer of Complii Fintech

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



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

☒ Yes

Performance options/rights details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0000

Expiry date

Sunday December 31, 2023

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

IAM : ORDINARY FULLY PAID

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

One share for every performance right that is converted up to a maximum of 2,020,000,000 shares upon achieving the milestones. The maximum expiry date will be 31/12/2023.

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.

See ASX announcement lodged on 5 October 2020. Further details to be provided in the Notice of meeting to be lodged around 26 October 2020.

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

IAM : ORDINARY FULLY PAID

Number of +securities proposed to be issued

17,095,840

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**

As announced on 5 October 2020 the Interest Shares are being issued in lieu of interest on the Convertible Notes. The purpose of the issue of the Interest Shares is to satisfy the Company's interest repayment obligations under the restated Binding Terms Sheet. The Interest Shares are likely to be escrowed.

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

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 are non CDIs)

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?

☒ No**ASX +security code**

New class-code to be confirmed

+Security description

Options at \$0.000625 (\$0.05 on a post consolidation basis) expiry 31 December 2023

+Security type

Options

Number of +securities proposed to be issued

800,000,000

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**

The convertible note holders will receive 5,000,000 Shares and 10,000,000 Options exercisable at \$0.000625 (\$0.05 on a post-consolidation basis) each on or before 31 December 2023 on conversion of the convertible notes.



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

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 0.0006

Expiry date

Sunday December 31, 2023

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

IAM : ORDINARY FULLY PAID

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

One Share for every one option exercised.

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.

The details have been disclosed in the ASX announcement lodged on 5 October 2020 and will be further disclosed within the Notice of Meeting.

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 are non CDIs)

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?

☒ No

ASX +security code

New class-code to be confirmed

+Security description

Options at \$0.000625 (\$0.05 on a post consolidation basis) expiry 31 December 2022



+Security type

Options

Number of +securities proposed to be issued

2,480,000,160

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 agreed to offer 0.31089478 options (on a post-consolidation basis) for every one Complii share held at the register date (subject to rounding and satisfaction or waiver of the conditions to the offer).

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

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 0.0006

Expiry date

Saturday December 31, 2022

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

IAM : ORDINARY FULLY PAID

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

One share issued for every one option exercised.

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.

See ASX announcement lodged on 5 October 2020

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 are non CDIs)

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?

☒ No

ASX +security code

New class-code to be confirmed

+Security description

Options at \$0.00125 (\$0.10 on a post consolidation basis) expiry 31 December 2023

+Security type

Options

Number of +securities proposed to be issued

3,306,666,880

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 agreed to offer 0.41452637 options (on a post-consolidation basis) for every one Complii share held at the register date (subject to rounding and satisfaction or waiver of the conditions to the offer).

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

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 0.0013

Expiry date

Sunday December 31, 2023

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

IAM : ORDINARY FULLY PAID

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

One share issued for every one option exercised.



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.

See ASX announcement lodged on 5 October 2020

Part 7C - Timetable

7C.1 Proposed +issue date

Wednesday November 25, 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?

☒ Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

Wednesday November 25, 2020

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?

☒ Yes

7D.3a Please enter, the number and +class of the +restricted securities and the date from which they will cease to be +restricted securities

The Shares, Options, Rights and Interest Shares are likely to be escrowed for a period of 12-24 months. The shares issued on conversion of the Convertible Notes are not likely to be escrowed.

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

Part 7F - Further Information

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

Please refer to the Company's ASX announcement of 5 October 2020 in connection with the acquisition of Complii Fintech.

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 Company's securities have been suspended from quotation since 31 August 2020 and will remain suspended from quotation until the Company has completed the Proposed Acquisition and re-complied with Chapters 1 and 2 of the Listing Rules, including by satisfaction of ASX's conditions precedent to reinstatement. See ASX announcement of 5 October 2020.