



Announcement Summary

Entity name

NETLINKZ LIMITED

Announcement Type

New announcement

Date of this announcement

Thursday October 15, 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	NETO44 - Unlisted Options	2,500,000
n/a	NETO45 - Unlisted Options	2,500,000
n/a	NETO46 - Unlisted Options	3,000,000
n/a	PERF01 - Performance Rights	10,500,000
NET	ORDINARY FULLY PAID	20,000,000

Proposed +issue date

Thursday November 26, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

NETLINKZ 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

ABN

Registration Number

55141509426

1.3 ASX issuer code

NET

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

Thursday October 15, 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	Thursday November 19, 2020	<input checked="" type="checkbox"/> 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?

☒ No

Details of +securities proposed to be issued

ASX +security code and description

NET : ORDINARY FULLY PAID

Number of +securities proposed to be issued

20,000,000

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

To be issued in satisfaction of equity incentives due to Mr James Tsiolis under his Executive Services Agreement. Refer to Resolution 7 of the Notice of Meeting announced by the Company on 15 October 2020, for further information.

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?

☒ No

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

NETO44 - Unlisted Options

+Security type

Options

Number of +securities proposed to be issued

2,500,000

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**

To be issued to Mr Masamichi Tanaka as part consideration for services provided by Mr Tanaka to the Company under his Employment Agreement. Refer to Resolution 14 of the Notice of Meeting announced by the Company on 15 October 2020, for further information.

Please note that the expiry date noted below is an estimate only. The actual expiry date will be that date that is 3 years from the date of issue.

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	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.1600	Sunday November 26, 2023

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

NET : 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.

Refer to Schedule 3 of the Notice of Meeting announced by the Company on 15 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?
☒ No

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

NETO45 - Unlisted Options

+Security type

Options

Number of +securities proposed to be issued

2,500,000

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**

To be issued to Mr Masamichi Tanaka as part consideration for services provided by Mr Tanaka to the Company under his Employment Agreement. Refer to Resolution 14 of the Notice of Meeting announced by the Company on 15 October 2020, for further information.

Please note that the expiry date noted below is an estimate only. The actual expiry date will be that date that is 5 years from the date of issue.

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 0.1600

Expiry date

Wednesday November 26, 2025

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

NET : 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.

Refer to Schedule 3 of the Notice of Meeting announced by the Company on 15 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?

☒ No

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

NETO46 - Unlisted Options

+Security type

Options

Number of +securities proposed to be issued

3,000,000

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

To be issued to Mr Sandy Aitken (COO) as part consideration for services provided by Mr Aitken to the Company under his Engagement Agreement. Refer to Resolution 15 of the Notice of Meeting announced by the Company on 15 October 2020, for further information.

Please note that the expiry date noted below is an estimate only. The actual expiry date will be that date that is 3 years from the date of issue.

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	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.1000	Sunday November 26, 2023

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

NET : 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.

Refer to Schedule 4 of the Notice of Meeting announced by the Company on 15 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?

☒ No

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

PERF01 - Performance Rights

+Security type

Performance options/rights

Number of +securities proposed to be issued

10,500,000

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**

To be issued to Mr Matthew Ryan to incentivise and reward the achievement of certain service conditions in Mr Ryan's role as Chief Financial Officer at the Company. Refer to Resolution 16 of the Notice of Meeting announced by the Company on 15 October 2020, for further information.

Please note that the expiry date noted below is an estimate only. The actual expiry date will be that date that is 5 years from the date of issue.

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

Wednesday November 26, 2025

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

NET : 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.

Refer to Schedule 5 of the Notice of Meeting announced by the Company on 15 October 2020.

Part 7C - Timetable

7C.1 Proposed +issue date

Thursday November 26, 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

Thursday November 19, 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?

☒ 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?

☒ 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

The securities are proposed to be issued as part of the remuneration packages of various officers and employees of the Company. Refer to Resolutions 7, 14, 15 and 16 of the Notice of Meeting announced by the Company on 15 October 2020.

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