



Announcement Summary

Entity name

TRANSCENDENCE TECHNOLOGIES LIMITED

Announcement Type

New announcement

Date of this announcement

29/7/2021

The Proposed issue is:☒ A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)☒ A placement or other type of issue**Total number of +securities proposed to be issued for a non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)**

ASX +security code	+Security description	Maximum Number of +securities to be issued
TTL	ORDINARY FULLY PAID	225000000

Closing date for receipt of acceptances

9/9/2021

Proposed +issue date

16/9/2021

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	Unlisted Options exercisable at \$0.03 on or before the date which is 4 years from the date of issue.	12,000,000
New class-code to be confirmed	Unlisted Options exercisable at \$0.03 on or before the date which is 4 years from the date of issue.	30,000,000
TTL	ORDINARY FULLY PAID	42,500,000

Proposed +issue date

16/9/2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

TRANSCENDENCE TECHNOLOGIES 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

57096781716

1.3 ASX issuer code

TTL

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

29/7/2021

1.6 The Proposed issue is:

- ☒ A non-+pro rata offer of +securities under a +disclosure document or +PDS
- ☒ A placement or other type of issue



Part 5 - Details of proposed non-pro rata offer under a disclosure document or PDS

Part 5A - Conditions

5A.1 Do any external approvals need to be obtained or other conditions satisfied before the non-pro rata offer of +securities under a +disclosure document or + PDS can proceed on an unconditional basis?

☒ Yes

5A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	8/9/2021	<input checked="" type="checkbox"/> Estimated	No

Comments

Shareholder approval required for all issues of securities related to the acquisition of the Redcastle Gold Project announced to the ASX on 29 July 2021

Part 5B - Offer 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

TTL : ORDINARY FULLY PAID

The number of +securities to be offered under the +disclosure document or +PDS

225,000,000

Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?

☒ Yes



Describe the minimum subscription condition

Minimum of 225,000,000 shares to be issued under the public offer (on a post consolidation basis)

Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?

☒ Yes

Is the minimum acceptance unit based or dollar based?

☒ Dollar based (\$)

Please enter the minimum acceptance value

\$ 2,000

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

☒ No

Offer price details

Has the offer price been determined?

☒ Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security?

AUD 0.02000

Oversubscription & Scale back details

Will the entity be entitled to accept over-subscriptions?

☒ No

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

☒ Yes

Describe the scale back arrangements

Any scale back arrangement will be at determined at the discretion of the Directors in consultation with the Company's Lead Manager (Xcel Capital Pty Ltd)

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

☒ Yes



Part 5C - Timetable

5C.1 Lodgement date of +disclosure document or +PDS with ASIC

19/8/2021

5C.2 Date when +disclosure document or +PDS and acceptance forms will be made available to investors

26/8/2021

5C.3 Offer open date

26/8/2021

5C.4 Closing date for receipt of acceptances

9/9/2021

5C.6 Proposed +issue date

16/9/2021

Part 5D - Listing Rule requirements

5D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ Yes

5D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

8/9/2021

5D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ Yes

Part 5E - Fees and expenses

5E.1 Will there be a lead manager or broker to the proposed offer?

☒ Yes

5E.1a Who is the lead manager/broker?

Xcel Capital Pty Ltd

5E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

\$50,000 plus GST management fee, 6% commission on funds raised under the Public Offer and 30,000,000 Options exercisable at \$0.03 on or before the date which is 4 years from the date of issue.

5E.2 Is the proposed offer to be underwritten?

☒ No



5E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☒ No

5E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Part 5F - Further Information

5F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

To assist the Company to re-comply with Chapters 1 and 2 of the Listing Rules, for administrative costs, wages/salaries/contractor costs, data compilation, geological & geophysical interpretation and soil geochemical survey costs.

5F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

☒ No

5F.2 Please explain the entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority

The allocation policy will be at the Board's discretion in consultation with the Lead Manager (Xcel capital Pty Ltd)

5F.3 URL on the entity's website where investors can download the +disclosure document or +PDS

The Prospectus will be made available at the following URL:

<https://www.tt-limited.com/announcements.html>

5F.4 Any other information the entity wishes to provide about the proposed offer

The Company will complete a 1:2.858 share consolidation as part of the proposed acquisition of the Redcastle Gold Project. The number of securities to be issued under the Public Offer is on a post consolidation basis.



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	8/9/2021	<input checked="" type="checkbox"/> Estimated	No

Comments

The issue of all Options in connection with the acquisition will be on a post consolidation basis as per the announcement lodged with ASX on 29 July 2021.

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 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

Unlisted Options exercisable at \$0.03 on or before the date which is 4 years from the date of issue.

**+Security type**

Options

Number of +securities proposed to be issued

12,000,000

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 Options are to be issued to Directors in consideration for previous services provided to the Company in their role as directors. The Options will be issued on a post consolidation basis as per the ASX Announcement lodged on 29 July 2021.

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

0.003600

Will all the +securities issued in this class rank equally in all respects from their issue date?☒ No**If some of the issued +securities do not rank equally****Is the actual date from which the +securities will rank equally (non-ranking end date) known?**☒ No**Provide the estimated non-ranking end period**

30 September 2025 (estimated expiry date of Director Options)

Please state the extent to which the +securities do not rank equally:

- In relation to the next dividend, distribution or interest payment; or
- For any other reason

Upon exercise and conversion of the options into ordinary shares, the securities will rank equally with existing ordinary shares on issue.

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0300

Expiry date

30/9/2025

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

TTL : ORDINARY FULLY PAID

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

One (1) share issued for every one (1) 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 Terms and Conditions of the Director Options will be included in the Notice of Meeting to be lodged shortly seeking the shareholder approvals for the issues of securities associated with the proposed acquisition of the Redcastle Gold Project.

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

TTL : ORDINARY FULLY PAID

Number of +securities proposed to be issued

42,500,000

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

The 42,500,000 shares will be issued to vendors of the Redcastle Gold Project as consideration for the acquisition of this project (as detailed in the ASX announcement lodged on 29 July 2021). The Shares will be issued on a post consolidation basis as per the ASX Announcement lodged on 29 July 2021.

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

0.020000

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

Unlisted Options exercisable at \$0.03 on or before the date which is 4 years from the date of issue.

+Security type

Options

Number of +securities proposed to be issued

30,000,000

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 30,000,000 options will be issued to the Lead Manager (Xcel Capital Pty Ltd) in part consideration for their services as Lead Manager. The Options will be issued on a post consolidation basis as per the ASX Announcement lodged on 29 July 2021.

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

0.003620

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

☒ No

If some of the issued +securities do not rank equally

Is the actual date from which the +securities will rank equally (non-ranking end date) known?

☒ No

Provide the estimated non-ranking end period

30 September 2025 (estimated expiry date of the Lead Manager Options)

Please state the extent to which the +securities do not rank equally:

- In relation to the next dividend, distribution or interest payment; or
- For any other reason

Upon exercise and conversion of the options into ordinary shares, the securities will rank equally with existing ordinary shares on issue.



Options details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.0300	30/9/2025

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

TTL : ORDINARY FULLY PAID

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

One (1) share issued for every one (1) 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 Terms and Conditions of the Director Options will be included in the Notice of Meeting to be lodged shortly seeking the shareholder approvals for the issues of securities associated with the proposed acquisition of the Redcastle Gold Project.

Part 7C - Timetable

7C.1 Proposed +issue date

16/9/2021

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

8/9/2021

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

42,500,000 Vendor Shares to be escrowed for 12 months from date of quotation of the Company's securities on ASX. The
12,000,000 Director Options to be escrowed for 24 months from date of quotation of the Company's securities on ASX.
30,000,000 Lead Manager Options to be escrowed for 24 months from date of quotation of the Company's securities on ASX.

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?

Xcel Capital Pty Ltd

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

\$50,000 plus GST management fee, 6% commission on funds raised under the Public Offer and 30,000,000 Options exercisable at \$0.03 on or before the date which is 4 years from the date of issue.

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 issued are in connection with the acquisition of the Redcastle Gold Project as announced to ASX on 29 July 2021.

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

All securities issued in connection with the acquisition of Redcastle will be issued on a post consolidation basis as per the ASX Announcement lodged on 29 July 2021.

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

