



Announcement Summary

Entity name

UUV AQUABOTIX LTD

Announcement Type

New announcement

Date of this announcement

5/5/2022

The Proposed issue is: A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)**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
New class-code to be confirmed	Performance Rights	60000000
New class-code to be confirmed	Convertible Note Conversion Options (\$0.025, 3 year expiry)	12500000
New class-code to be confirmed	Lead Manager Options (\$0.03, 3 year expiry from re-listing)	25000000
UUV	ORDINARY FULLY PAID	565000000

Closing date for receipt of acceptances

4/7/2022

Proposed +issue date

11/7/2022

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

UUV AQUABOTIX 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

52616062072

1.3 ASX issuer code

UUV

1.4 The announcement is

New announcement

1.5 Date of this announcement

5/5/2022

1.6 The Proposed issue is:

A non-+pro rata offer of +securities under a +disclosure document or +PDS



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	20/6/2022	<input checked="" type="checkbox"/> Estimated	

Comments

The issue of the Public Offer Shares, Consideration Shares, Performance Rights and Convertible Note Conversion Securities are subject to completion of the acquisition of Mobile Business Devices Pty Ltd ("MBD") ("Acquisition") (refer to ASX announcement released 3 May 2022). The issue and quantum of the Lead Manager Options is subject to raising the minimum or maximum amount under the Public Offer.

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

UUV : ORDINARY FULLY PAID

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

275,000,000

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

The minimum subscription under the Public Offer is 225,000,000 shares to raise \$4,500,000.

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

The Company, in consultation with the Lead Manager, will determine any scale back under the Public Offer in its sole discretion.

Offers for the Consideration Shares, Performance Rights, Convertible Note Conversion Securities and Lead Manager Options may only be accepted by those people directed to do so by the Company. As such, no scale back arrangements shall apply.

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

UUV : ORDINARY FULLY PAID

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

265,000,000

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)?

No

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

No

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?

No

How and when will the offer price be determined?

The Consideration Shares are being issued for nil cash consideration to the current shareholders of MBD, in consideration for the Acquisition.

Will the offer price be determined by way of a bookbuild?

No

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

The Company, in consultation with the Lead Manager, will determine any scale back under the Public Offer in its sole discretion.

Offers for the Consideration Shares, Performance Rights, Convertible Note Conversion Securities and Lead Manager Options may only be accepted by those people directed to do so by the Company. As such, no scale back arrangements shall apply.

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

Performance Rights

+Security type

Other

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

60,000,000

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)?

No

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

No



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?

No

How and when will the offer price be determined?

The Performance Rights are being issued for nil cash consideration to MBD board, management and employees in connection with the Acquisition.

Will the offer price be determined by way of a bookbuild?

No

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

The Company, in consultation with the Lead Manager, will determine any scale back under the Public Offer in its sole discretion.

Offers for the Consideration Shares, Performance Rights, Convertible Note Conversion Securities and Lead Manager Options may only be accepted by those people directed to do so by the Company. As such, no scale back arrangements shall apply.

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

Yes

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 the ASX announcement dated 3 May 2022: https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02517770-6A1090271?access_token=83ff96335c2d45a094df02a206a39ff4

Full terms of the Performance Rights will be disclosed in a Notice of Meeting to be released by the Company shortly.

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)?

Will the proposed issue of this +security include an offer of attaching +securities?

Yes



Existing class

Details of +securities proposed to be issued

ASX +security code and description

UUV : ORDINARY FULLY PAID

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

25,000,000

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)?

No

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

No

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?

No

How and when will the offer price be determined?

The Convertible Note Conversion Shares are being issued on conversion of AU\$500,000 worth of Convertible Notes issued in MBD, at a conversion price of \$0.02 per Share.

Will the offer price be determined by way of a bookbuild?

No

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

The Company, in consultation with the Lead Manager, will determine any scale back under the Public Offer in its sole discretion.

Offers for the Consideration Shares, Performance Rights, Convertible Note Conversion Securities and Lead Manager



Options may only be accepted by those people directed to do so by the Company. As such, no scale back arrangements shall apply.

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 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

Convertible Note Conversion Options (\$0.025, 3 year expiry)

+Security type

Options

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

12,500,000

Offer price details

Has the offer price been determined?

No

How and when will the offer price be determined?

The Convertible Note Conversion Options are being issued for nil cash consideration, free-attaching on the basis of one Option for every two Shares issued on conversion of convertible notes issued in MBD.

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

The Company, in consultation with the Lead Manager, will determine any scale back under the Public Offer in its sole discretion.

Offers for the Consideration Shares, Performance Rights, Convertible Note Conversion Securities and Lead Manager Options may only be accepted by those people directed to do so by the Company. As such, no scale back arrangements shall apply.

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 0.0250

Expiry date

11/7/2025

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

UUV : ORDINARY FULLY PAID

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

One fully paid ordinary share (ASX:UUV)

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 the ASX announcement dated 3 May 2022: https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02517770-6A1090271?access_token=83ff96335c2d45a094df02a206a39ff4

Full terms of the Options will be disclosed in a Notice of Meeting to be released by the Company shortly.

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

Lead Manager Options (\$0.03, 3 year expiry from re-listing)

+Security type

Options

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

25,000,000

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

The Lead Manager Options will only be issued if the maximum subscription under the Public Offer is raised. Where the minimum subscription under the Public Offer is raised, only 20,000,000 Lead Manager Options will be issued.

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

No

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?

No

How and when will the offer price be determined?

Lead Manager Options are being issued for nominal cash consideration to the Lead Manager of the Public Offer, in consideration for lead manager services provided.

Will the offer price be determined by way of a bookbuild?

No

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**

The Company, in consultation with the Lead Manager, will determine any scale back under the Public Offer in its sole discretion.

Offers for the Consideration Shares, Performance Rights, Convertible Note Conversion Securities and Lead Manager Options may only be accepted by those people directed to do so by the Company. As such, no scale back arrangements shall apply.

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 0.0300	14/7/2025

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

UUV : ORDINARY FULLY PAID

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

One fully paid ordinary share (ASX:UUV)

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 the ASX announcement dated 3 May 2022: https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02517770-6A1090271?access_token=83ff96335c2d45a094df02a206a39ff4

Full terms of the Options will be disclosed in a Notice of Meeting to be released by the Company shortly.

Part 5C - Timetable

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

27/5/2022

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

30/5/2022



5C.3 Offer open date

6/6/2022

5C.4 Closing date for receipt of acceptances

4/7/2022

5C.6 Proposed +issue date

11/7/2022

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

20/6/2022

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?

Canaccord Genuity is the Lead Manager for the Public Offer.

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

A 6% selling fee on gross proceeds raised under the Public Offer; and 20,000,000 unlisted Lead Manager Options (\$0.03, 3 year expiry from relisting) where the minimum subscription of \$4.5 million is raised under the Public Offer, plus an additional 5,000,000 Lead Manager Options, where the maximum subscription of \$5.5 million is raised under the Public Offer.

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

Costs in connection with the proposed offers are anticipated to be between \$500,000 (minimum subscription raised) and \$560,000 (maximum subscription raised), comprised of Lead Manager fees (detailed above), ASX fees, legal fees, accounting fees, share registry and printing fees, and miscellaneous expenses.

Refer to the ASX announcement dated 3 May 2022: https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02517770-6A1090271?access_token=83ff96335c2d45a094df02a206a39ff4

Part 5F - Further Information

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

Marketing, product development, corporate and administration costs, lodging patents, working capital, and funding expenses of the Public Offer and Acquisition.

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 Company and Lead Manager have an absolute discretion regarding the basis of allocation of Shares under the Public Offer and may allot a lesser number of Shares than applied for, or reject any application. If the number of Shares allotted is fewer than the number applied for, surplus application money will be refunded without interest as soon as practicable. Further detail of factors influencing the allocation policy will be set out in the Prospectus.

Offers for the Consideration Shares, Performance Rights, Convertible Note Conversion Securities and Lead Manager Options may only be accepted by those people directed to do so by the Company (being, vendors under the Acquisition; board, management and employees of MBD; Convertible Note holders; and the Lead Manager, respectively).

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

The Prospectus will be made available shortly on the Company's website at: <https://www.aquabotix.com/investor-relations.html>.

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

All security quantities, option exercise prices and security prices referred to in this Appendix 3B are on a post consolidation basis (where the Company is proposing to undertake a consolidation on a 20:1 basis).

Option expiry dates are an estimate as at the date of this Appendix 3B, and are subject to change, depending on the issue/relisting date.

Refer to the ASX announcement released by the Company on 3 May 2022 for detailed information regarding the issues contemplated by this Appendix 3B: https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02517770-6A1090271?access_token=83ff96335c2d45a094df02a206a39ff4.