



Announcement Summary

Entity name

3D METALFORGE LIMITED

Announcement Type

New announcement

Date of this announcement

23/9/2022

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	Attaching free unquoted options exercisable at \$0.02 each, expiring 3 years from date of issue	31,363,636
New class-code to be confirmed	Attaching free unquoted options exercisable at \$0.02 each, expiring 3 years from date of issue	159,545,454
New class-code to be confirmed	Unquoted options exercisable at \$0.02 each, expiring 3 years from date of issue	48,000,000
3MF	ORDINARY FULLY PAID	263,636,363

Proposed +issue date

18/11/2022

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

3D METALFORGE 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

53644780281

1.3 ASX issuer code

3MF

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

23/9/2022

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	7/11/2022	<input checked="" type="checkbox"/> Estimated	

Comments

The Company plans to do a Placement of up to 31,363,636 shares under LR7.1 as well as a further issue of up to 159,545,454 shares subject to relevant shareholder approvals.

The Company will also seek shareholder approval to issue 72,727,273 shares to convert debt into share as well as for the issue of up to 190,909,090 free attaching options on a 1:1 basis for every share issue (including the 31,363,636 shares issued under LR7.1).

The Company will further seek approval for director(s) and other persons identified under LR10.11 to participate in the Placement on the same terms as others.

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

3MF : ORDINARY FULLY PAID

Number of +securities proposed to be issued

72,727,273

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 0.01100

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?

☒ Yes

Details of +securities proposed to be issued

ASX +security code and description

3MF : ORDINARY FULLY PAID

Number of +securities proposed to be issued

31,363,636

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 0.01100

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

Attaching free unquoted options exercisable at \$0.02 each, expiring 3 years from date of issue

+Security type

Options

Number of +securities proposed to be issued

31,363,636

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

1 free attaching option for each share issued under the proposed placement.

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

0.020000

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 0.0200

Expiry date

18/11/2025

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

3MF : ORDINARY FULLY PAID

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

Upon conversion, each option becomes 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 ASX announcement lodged on 23 September 2022.

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?

☒ Yes

Details of +securities proposed to be issued**ASX +security code and description**

3MF : ORDINARY FULLY PAID

Number of +securities proposed to be issued

159,545,454

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 0.01100

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

Attaching free unquoted options exercisable at \$0.02 each, expiring 3 years from date of issue

+Security type

Options

Number of +securities proposed to be issued

159,545,454

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

1 free attaching option for each share issued under the proposed placement.

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

0.020000

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 0.0200

Expiry date

18/11/2025

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

3MF : ORDINARY FULLY PAID

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

Upon conversion, each option becomes 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 ASX announcement lodged on 23 September 2022.

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

Unquoted options exercisable at \$0.02 each, expiring 3 years from date of issue

+Security type

Options

Number of +securities proposed to be issued

48,000,000

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

Issued as options to broker and advisors who introduce investors in the proposed placement for the company.



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

0.020000

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 0.0200	18/11/2025

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

3MF : ORDINARY FULLY PAID

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

Upon conversion, each option becomes 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 ASX announcement lodged on 23 September 2022.

Part 7C - Timetable

7C.1 Proposed +issue date

18/11/2022

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?

☒ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

31,363,636 shares



7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No

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

The Company is leading the raise and has reserved the right to issue up to 48,000,000 unlisted options with an exercise price of \$0.02 and an expiry date of 3 years from the date of issue to advisers and brokers who introduce investments to the Company (subject to shareholder approval). In addition, the Company has also set aside up to 6% of the amount of funds raised by any advisers or broker who introduce investments to the Company under the Offer.

Part 7F - Further Information

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

The issue of these shares is part of the Finance Restructure announced and explained in an announcement made to ASX on 23 September 2022.

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 for the +securities proposed to be issued

