



## Announcement Summary

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**Entity name**

DEVELOP GLOBAL LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

25/10/2023

**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
DVP	ORDINARY FULLY PAID	43,779,411

**Proposed +issue date**

6/11/2023

Refer to next page for full details of the announcement



## Part 1 - Entity and announcement details

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### 1.1 Name of +Entity

DEVELOP GLOBAL 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

ACN

### Registration Number

122180205

### 1.3 ASX issuer code

DVP

### 1.4 The announcement is

New announcement

### 1.5 Date of this announcement

25/10/2023

### 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?
Court approval	24/10/2023	<input checked="" type="checkbox"/> Actual	Yes

**Comments**

The new Develop shares the subject of this Appendix 3B will be issued pursuant to a scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) between Essential Metals Limited (Essential) and its shareholders (Scheme). No Develop shareholder approval is required, but the approval of the Essential shareholders and the Court is required for the Scheme. The approval of the Essential shareholders was obtained on 18 October 2023 and court approval was obtained on 24 October 2023.

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Lodgement of court order with +ASIC	26/10/2023	<input checked="" type="checkbox"/> Actual	No

**Comments**

Related to the Scheme described above.

## 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

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**ASX +security code and description**

DVP : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

43,779,411

**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 new Develop shares the subject of this Appendix 3B are being issued pursuant to Scheme, under which all of the fully paid ordinary shares in Essential will be transferred to Develop in consideration for the issue of 1 new Develop share for every 6.18 scheme shares held by Essential shareholders.

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

130,024,851.000000

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

Yes

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Part 7C - Timetable

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**7C.1 Proposed +issue date**

6/11/2023

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Part 7D - Listing Rule requirements

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**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?**

No

**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?**

No

**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

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**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**

Legal, advisory and other fees and transaction costs detailed in the Scheme Booklet.

#### Part 7F - Further Information

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

As consideration for the transfer of shares in Essential to Develop Global Limited under the Scheme. Under the Scheme, 1 new Develop share will be issued for every 6.18 scheme shares held by Essential shareholders.

**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**

Please refer to the Scheme Booklet lodged by Essential with ASX on 15 September 2023.  
Any fractional entitlement of an Essential shareholder (other than an Ineligible Foreign Holder and Non-electing Small Shareholder, as those terms are defined in the SID) to a part of a new Develop share will be rounded up or down to the nearest whole number of new Develop shares.

**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:**

An applicable ASIC instrument or class order