



13 November 2024

**NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001**

This notice is given by RBR Group Limited (ACN 115 857 988) (**Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**CI 2016/84**). References in this notice of the Corporations Act are references to the Corporations Act as modified or amended by CI 2016/84.

On Tuesday, 29 October 2024, the Company announced a capital raising, including a non-renounceable pro-rata entitlement offer of Shares, on the basis of one (1) new Share for every three (3) Shares held as at 5:00pm (AWST) on Monday, 18 November 2024 (**Record Date**) to eligible shareholders with a registered address in Australia, New Zealand and South Africa, at an issue price of \$0.001 per Share, to raise up to approximately \$619,802 (before costs) (**Entitlement Offer**).

The Entitlement Offer is managed by CPS Capital Group Pty Ltd (ABN 73 088 055 636) (AFSL 294848) (**CPS**). The Company has agreed to issue CPS 250,000,000 New Options at a nominal issue price of \$0.00001 per New Option to raise an additional \$2,500.

The Company expects to hold a general meeting of its Shareholders to obtain Shareholder approval for the issue of New Options to CPS in or around December 2024 (**General Meeting**).

Based on the current capital structure, an additional 619,801,554 Shares will be issued if the Entitlement Offer is fully subscribed.

Any shortfall under the Entitlement Offer will be dealt with in accordance with the allocation policy to be set out in the Entitlement Offer Booklet lodged with the ASX on 13 November 2024.

The Company hereby confirms that in respect of the Entitlement Offer (as per the requirements of paragraph 708AA(2)(f) of the Corporations Act):

- (a) the Company will offer the Shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) the Company is providing this notice under paragraph 2(f) of section 708AA of the Corporations Act;
- (c) as at the date of this notice the Company has complied with:
  - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
  - (ii) sections 674 and 674A of the Corporations Act;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act; and
- (e) the potential effect that the issue of the new Shares pursuant to the Entitlement Offer will have on the control of the Company, and the consequences of that effect, will





depend on a number of factors, including investor demand. If all shareholders subscribe for their entitlements, then all shareholders will retain their percentage ownership in the Company, and the issue of Shares under the Entitlement Offer is not expected to have any material effect on the control of the Company. Given the:

- (i) size and pricing of the Entitlement Offer;
- (ii) structure of the Entitlement Offer as a pro-rata issue; and
- (iii) fact that as at the date of this notice, there are only two shareholders of the Company (together with their associates) who have a relevant interest in more than 5% of the issued share capital of the Company (and whose relevant interests are both less than 6%),

the issue of Shares under the Entitlement Offer is not expected to have any material effect or consequence on the control of the Company and it is not expected that any person will acquire voting power of 20% or more in the Company as a result of participating in the Entitlement Offer.

Further details of the Entitlement Offer are set out in Entitlement Offer Booklet lodged with the ASX on 13 November 2024.

Yours sincerely

Ian Macpherson  
Executive Chairman

**This announcement has been authorised by the Board.**