



## Announcement Summary

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**Entity name**

RESA GROUP LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Friday June 12, 2020

**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)**

<b>ASX +Security Code</b>	<b>+Security Description</b>	<b>Maximum Number of +securities to be issued</b>
n/a	Broker options, with exercise price of \$0.035	15,000,000
n/a	Performance Rights	75,000,000

**Closing date for receipt of acceptances**

Friday August 7, 2020

**Proposed +issue date**

Monday August 10, 2020

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**

RESA GROUP 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.

**1.2 Registered Number Type**

ABN

**Registration Number**

20108958274

**1.3 ASX issuer code**

RE1

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

Friday June 12, 2020

**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 - Are any of the following approvals required for the non-pro rata offer of securities under a disclosure document or PDS?**

- Security holder approval
- Court approval
- Lodgement of court order with ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

Yes

5A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Wednesday July 29, 2020	<input checked="" type="checkbox"/> Estimated	

**Comments**

Shareholder approval will be sought at a General Meeting of Shareholders, to be held end July (indicative timing only)

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)?**

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?**

Yes

**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**

Broker options, with exercise price of \$0.035

**+Security Type**

Options

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

15,000,000

**Minimum Number of +securities proposed to be offered to each individual +security holder****Maximum Number of +securities proposed to be offered to each individual +security holder****Minimum subscription \$ amount proposed to be offered to each individual security holder****Maximum subscription \$ amount proposed to be offered to each individual security holder****Purpose of the issue**

In consideration for its services, the Lead Manager or its nominees will receive 15,000,000 options, exercisable at \$0.035 each and expiring on that date which is 3 years from Completion of the Acquisition.

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security?**

AUD 0.03500

**Offer price details for institutional security holders****Could offer price per +security be determined by bookbuild?** No**Oversubscription & Scale back details****Are +security holders allowed to oversubscribe?** No**May a scale back be applied to this event?** No**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 0.0350

**Expiry date**

Thursday August 1, 2024



**Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option**

RE1 : ORDINARY FULLY PAID

Please provide any further information relating to the principal terms of the +securities

**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?**

Yes

**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

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

75,000,000

**Minimum Number of +securities proposed to be offered to each individual +security holder**

**Maximum Number of +securities proposed to be offered to each individual +security holder**

**Minimum subscription \$ amount proposed to be offered to each individual security holder**

**Maximum subscription \$ amount proposed to be offered to each individual security holder**

**Purpose of the issue**

Each Performance Right entitles the Holder to subscribe for one Share in the capital of the Company upon satisfaction of the Milestone and issue of the Conversion Notice by the Holder.



**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security?**

AUD 0.02500

**Offer price details for institutional security holders**

**Could offer price per +security be determined by bookbuild?**

No

**Oversubscription & Scale back details**

**Are +security holders allowed to oversubscribe?**

No

**May a scale back be applied to this event?**

No

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

Yes

**Please provide any further information relating to the principal terms of the +securities**

Performance Rights will vest into RE1 shares if/when each of the 4 milestones are satisfied. (as detailed in the ASX Announcement released 12 June 2020)

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Part 5C - Timetable

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

Friday July 10, 2020

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

Friday July 17, 2020

**5C.3 Offer open date**

Friday July 17, 2020

**5C.4 Closing date for receipt of acceptances**

Friday August 7, 2020

**5C.6 Proposed +issue date**

Monday August 10, 2020

Part 5D - Listing Rule requirements

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

Yes

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

Wednesday July 29, 2020

Part 5E - Fees and expenses

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

Yes

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

Trident Capital

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

Unlisted options, exercisable at \$0.035, expiring on that date which is 3 years from completion of the Acquisition.

**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?**

Yes

**5E.3a Will the handling fee or commission be Dollar based or Percentage based?**

Percentage based (%)

**5E.3b Amount of any handling fee or commission payable to brokers who lodge acceptances on behalf of investors**

6.000000 %

**5E.3c Please provide any other relevant information about the handling fee or commission method**

Paid via unlisted options, exercisable at \$0.035, expiring on that date which is 3 years from completion of the Acquisition

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

Legal costs, ASX listing costs, independent valuation reports.

Part 5F - Further Information

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

No



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

The performance rights will be issued to consultants, senior managers and contractors at the discretion of the Board. The broker options will be issued to participating brokers.

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

[www.tombadoriron.com](http://www.tombadoriron.com) (TBC)

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