

ASX Announcement

STOCK CODE:
HMO

SHARES ON ISSUES:
65,759,990

OPTIONS ON ISSUE:
16,293,473

BOARD:

Mr Glenn Whiddon
*Non-Executive Director
and Chairman*

Mr Howard Digby
Non-Executive Director

Mr David Tasker
Executive Director

Company Update

HearMeOut Limited (ASX: HMO) (**HMO** or **Company**) advises that it has been unable to meet the requirement for re-listing on the ASX and will be removed from the Official List in the coming days.

The removal of HMO from trading follows the termination of an agreement regarding a proposed transaction which the Company had developed to an advanced stage that would materially change the nature and scale of the Company's activities.

Discussions regarding the proposed acquisition commenced in November 2019 and throughout a seven-month period HMO and its directors worked diligently to progress this opportunity. A timeline of transaction milestones is below:

Transaction Timeline:

November 2019	HMO commences informal planning discussions with ASX regarding the proposed deal structure and ASX re-listing approval
17 December 2019	In-principle listing approval application lodged with ASX
16 January 2020	ASX approval of the in-principle listing application
6 May 2020	Conditional ASX approval to extend HMO's de-listing from 22 May 2020 to 25 August 2020
22 May 2020	Term Sheet signed by HMO and the Vendors (and draft announcement sent to ASX with release pending ASX approval of HMO's application for a 20 cent rule waiver)
11 June 2020	ASX approval of HMO's application for a 20 cent rule waiver for the proposed transaction. The terms and conditions of the waiver granted by ASX required the Vendors to restructure the proposed terms of their capital raising (with HMO unable to release its proposed announcement of the transaction terms until this was resolved).

In addition to the above, HMO and its legal advisors had substantially drafted the required Notice of Meeting and had sent this to the Vendors for final input. The Notice of Meeting was unable to be finalised, largely because the Vendors did not finalise the necessary audited accounts within the previously agreed time frame.

ASX Announcement

The parties were in daily contact during the waiver application process and in respect of finalising the draft Notice of Meeting for the transaction, and at no time did the Vendors communicate to HMO a desire to abandon the transaction or raise any meaningful concerns that may adversely impact completion of the transaction.

Regrettably, despite the above, the Vendors elected to terminate the Term Sheet for the transaction as a result of non-satisfaction of conditions precedent of the Term Sheet by the stipulated due dates.

Given the advanced stage of the transaction, the advanced progress of the ASX regulatory process for the transaction (including grant of the waiver), the HMO board is both surprised and disappointed by the Vendors' decision.

Since the Company was suspended, the Company has only incurred costs and expenditure to comply with all statutory and regulatory compliance requirements. No directors fees have been paid since 1 May 2019, and the only costs incurred during this period have been the reasonable costs associated with pursuing the transaction under the Term Sheet.

HMO reserves its rights to pursue the Vendors for damages associated with termination of the Term Sheet for the transaction.

As a result of the termination of the transaction the conditional extension of the de-listing deadline is no longer valid, and as such HMO will now be delisted from the ASX Official List.

At the time of delisting HMO will become a public unlisted company (i.e. having shareholders but not being listed on an exchange). HMO is continuing to proactively undertake a review of its technology platform and identify potential acquisition opportunities. Should a suitable project be secured, HMO plans to proceed with a recapitalisation of the Company and seek a listing of its securities on a suitable exchange in the future.

Below is a list of Frequently Asked Questions that provide further details for shareholders.

What does the delisting mean to me?

HearMeOut Limited (ASX: HMO) has requested to be delisted from the Australian Securities Exchange forthwith. After delisting, HMO will become an unlisted public company. Each shareholder will retain their existing fully paid ordinary shares in the Company which will have the same voting rights and entitlements as prior to delisting. Each shareholder will receive a share certificate in the mail post delisting.

What is the Holding Statement that I will receive in the mail?

As the Company's shares are currently quoted on ASX, you hold your shares in uncertificated form. After the delisting, your CHESS sponsored shareholding will be automatically converted to Issuer Sponsored on the Company's Australian share register, and a Holding Statement will be posted to your registered address. You are not required to do or pay anything to facilitate this.

How do I sell my shares now?

The only process for selling your unlisted stock is to locate a willing buyer and transfer the stock via an Off-Market Transfer.

ASX Announcement

The Transfer Form can be downloaded from the Automic Group Investor Centre Website under the Printable Forms link at <https://investor.automic.com.au/#/support/2/sub?faqId=62>.

How do I view/update my details?

You will still be able to view/update your holding details through the Automic Group website at <https://www.automicgroup.com.au/>. You will need your holder number which can be located on the right-hand side of your Holding Statement.

For any further information regarding your shareholding in the Company, you can contact the share register Automic Group on 1300 288 664.

How do I change my address?

Following delisting, you can change your address through the member sign in function on the Automic Group Investor Centre website <https://investor.automic.com.au/#/home/>

Alternatively, you can complete a Change of Address Form and mail to this Automic Group Registry for processing. The Change of Address Form including information on how to complete the form and where to mail it, a copy of the Form is available on Automic Group Website.

What if I lose my Holding Statement?

If you lose your Holding Statement, please contact Automic Group on 1300 288 664 to arrange a replacement.

How will I keep up with Company news?

The Company will continue to communicate with shareholders on a regular basis and all announcements will be posted on the HearMeOut Limited website (<http://home.hearmeoutapp.com/>).

We encourage all shareholders to subscribe to our email list which you can do via the homepage on the Company's website

This Announcement has been approved by the Board of Directors of the Company.

-ENDS-

For further information, please contact:

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