Announcement Summary

Entity name

NETLINKZ LIMITED

Announcement Type

New announcement

Date of this announcement

Tuesday August 11, 2020

The Proposed issue is:

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
n/a	Convertible Notes	20,000,000
n/a	Options - NETO35	150,000,000

Proposed +issue date

Monday September 28, 2020

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

NETLINKZ 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

Registration Number

ACN

141509426

1.3 ASX issuer code

NET

1.4 The announcement is

☑ New announcement

1.5 Date of this announcement

Tuesday August 11, 2020

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 - Are any of the following approvals required for the placement or other type of issue?

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

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or	** Approval	
+Security holder approval	Monday September 28, 2020	actual?	received/condition met?	
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Comments

This is the last date for securityholder approval under the relevant settlement agreements with each of Lind Global Macro Fund, LP (Lind) and CST Capital Pty Ltd (CST), as announced by the Company on 31 July 2020. To the extent possible, the Company is intending to hold the Meeting earlier than this, and intends to send a Notice of Meeting to Shareholders shortly. The Maturity Date of Convertible Notes and Expiry Date of Options the subject of this Appendix 3B are based on a Meeting date of 28 September 2020 (and will be amended accordingly, should the Meeting be held earlier).

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)? New class

Will the proposed issue of this +security include an offer of attaching +securities? Yes

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 Will the entity be seeking quotation ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1? ✓ Yes

of the 'new' class of +securities on ASX? ☑ No



Proposed issue of securities

ASX +security code

+Security description

New class-code to be confirmed

Convertible Notes

+Security type

+Convertible debt securities

Number of +securities proposed to be issued

20,000,000

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?

What is the issue price per

+security?

AUD - Australian Dollar AUD 0.90000

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

Yes

+Convertible debt securities details

These securities are: Type of security

Convertible Convertible Bond

+Security currency Face value
AUD - Australian Dollar AUD 1.0000

Interest rate type

Fixed rate

Frequency of coupon/interest

payments per year

First interest payment date

Annual

Monday September 28, 2020

Is the interest rate per annum

Interest rate per annum

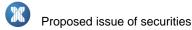
estimated at this time?

9.00000 %

☑ No

s128F of the Income Tax Assessment Act status applicable to the +security

s128F exemption status unknown



Is the +security perpetual (ie. no maturity date)? ☑ No

Maturity date

Tuesday September 28, 2021

Select other features applicable to the +security

Redeemable

right of conversion, redemption, call or put can be exercised (whichever is first)?

Is there a first trigger date on which a If yes, what is the first trigger date

Tuesday December 1, 2020

Yes

Details of the type of +security that will be issued if the securities to be quoted are converted, transformed or exchanged

NET: ORDINARY FULLY PAID

Number of +securities that will be issued if the +securities to be quoted are converted, transformed or exchanged

Up to 200,000,000

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.

https://www.asx.com.au/asxpdf/20200731/pdf/44l1z6hgh0k8wf.pdf

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 Will the entity be seeking quotation of the 'new' class of of the proposed +securities are appropriate and equitable under listing rule 6.1? ☑ No

+securities on ASX?

☑ No

ASX +security code

+Security description

New class-code to be confirmed

Options - NETO35

+Security type

Options

Number of +securities proposed to be issued

150,000,000

Offer price details

Are the +securities	proposed to k	oe issued	being is	sued for a	cash o	consideration	۱?
₹ No							

Please describe the consideration being provided for the +securities

Free-attaching to Convertible Notes

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

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

Expiry date

AUD 0.1000

Wednesday September 28, 2022

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

NET: ORDINARY FULLY PAID

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

150,000,000

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.

Terms and conditions of the Options will be included in the Notice of Meeting seeking shareholder approval for the issue of these securities, which will be released by the Company shortly.

Part 7C - Timetable

7C.1 Proposed +issue date

Monday September 28, 2020

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?
☑ Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

Monday September 28, 2020

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue? $\ensuremath{\mathfrak{C}}$ 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

7E.1 Will there be a lead manager or broker to the proposed issue?

✓ Yes

7E.1a Who is the lead manager/broker?

Everblu Capital Pty Ltd

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Up to 18,620,690 fully paid ordinary shares in NET, subject to shareholder approval. Refer to the ASX announcement dated 31 July 2020 for further details.

7E.2 Is the proposed issue to be underwritten?

⊗ No

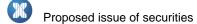
7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

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

To raise funds to repay current loan facilities and for general working capital expenditure.

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