



Announcement Summary

Entity name

NETLINKZ LIMITED

Announcement Type

New announcement

Date of this announcement

Friday September 18, 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)

ASX +security code	+Security description	Maximum Number of +securities to be issued
n/a	Unlisted Options - NETO36	5,000,000
n/a	Unlisted Options - NETO37	2,500,000
NET	ORDINARY FULLY PAID	15,868,659

Closing date for receipt of acceptances

Friday October 2, 2020

Proposed +issue date

Friday September 25, 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

ABN

Registration Number

55141509426

1.3 ASX issuer code

NET

1.4 The announcement is

New announcement

1.5 Date of this announcement

Friday September 18, 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	Thursday September 17, 2020	<input checked="" type="checkbox"/> Actual	Yes

Comments

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)?

Existing class

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

No

Details of securities proposed to be issued

ASX security code and description

NET : ORDINARY FULLY PAID

The number of securities to be offered under the disclosure document or PDS

868,659

Will the offer be conditional on applications for a minimum number of securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?

No



Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?

No

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

Yes

Is the maximum acceptance unit based or dollar based?

Unit based

Please enter the maximum acceptance value

868,659

Offer price details

Has the offer price been determined?

No

How and when will the offer price be determined?

The securities are being issued for nil cash consideration, in consideration for branding, identity development and positioning services provided by Helicopter to the Company. Refer to Resolution 21 of the Notice of Meeting released by the Company on 17 August 2020, for further details.

Will the offer price be determined by way of a bookbuild?

No

Oversubscription & Scale back details

Will the entity be entitled to accept over-subscriptions?

No

Will a scale back be applied if the offer is over-subscribed?

No

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

Yes

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



ASX +security code and description

NET : ORDINARY FULLY PAID

The number of +securities to be offered under the +disclosure document or +PDS

15,000,000

Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?

No

Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?

No

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

Yes

Is the maximum acceptance unit based or dollar based?

Unit based

Please enter the maximum acceptance value

15,000,000

Offer price details

Has the offer price been determined?

No

How and when will the offer price be determined?

The securities are being issued for nil cash consideration, as consideration for Systemic Pty Ltd (a provider of software development services to the Company) (Systemic) entering into a deed of compromise with the Company. Refer to Resolution 18 of the Notice of Meeting released by the Company on 17 August 2020 for further information.

Will the offer price be determined by way of a bookbuild?

No

Oversubscription & Scale back details

Will the entity be entitled to accept over-subscriptions?

No

Will a scale back be applied if the offer is over-subscribed?

No

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

Yes



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?

No

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

Unlisted Options - NETO36

+Security type

Options

The number of +securities to be offered under the +disclosure document or +PDS

5,000,000

Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?

No

Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?

No

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

Yes

Is the maximum acceptance unit based or dollar based?

Unit based

Please enter the maximum acceptance value

5,000,000

Offer price details

Has the offer price been determined?

No

**How and when will the offer price be determined?**

The securities are being issued for nil cash consideration, to the nominee of BJS Robb Pty Ltd (BJS Robb), in consideration for corporate and strategic services provided to the Company by BJS Robb. Refer to Resolution 19 of the Notice of Meeting released by the Company on 17 August 2020, for further details.

Note that the Option expiry date noted below is indicative only, and the actual expiry date will be the date that is two years from the date of issue.

Will the offer price be determined by way of a bookbuild?

No

Oversubscription & Scale back details**Will the entity be entitled to accept over-subscriptions?**

No

Will a scale back be applied if the offer is over-subscribed?

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 0.0600

Expiry date

Sunday September 25, 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

One fully paid ordinary share (ASX:NET)

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/20200917/pdf/44mq4c7mq3lzxw.pdf>

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?
 No

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

Unlisted Options - NETO37

+Security type

Options

The number of +securities to be offered under the +disclosure document or +PDS

2,500,000

Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?

No

Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?

No

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

Yes

Is the maximum acceptance unit based or dollar based?

Unit based

Please enter the maximum acceptance value

2,500,000

Offer price details

Has the offer price been determined?

No

How and when will the offer price be determined?

The securities are being issued for nil cash consideration, to Masamichi Tanaka as remuneration for advisory board services provided by Mr Tanaka to the Company. Refer to Resolution 20 of the Notice of Meeting released by the Company on 17 August 2020, for further details.

Note that the Option expiry date noted below is indicative only, and the actual expiry date will be the date that is three years from the date of issue.

Will the offer price be determined by way of a bookbuild?

No



Oversubscription & Scale back details

Will the entity be entitled to accept over-subscriptions?

No

Will a scale back be applied if the offer is over-subscribed?

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 0.1600

Expiry date

Monday September 25, 2023

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

One fully paid ordinary share (ASX:NET)

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/20200917/pdf/44mq4c7mq3lzwx.pdf>

Part 5C - Timetable

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

Wednesday September 16, 2020

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

Friday September 18, 2020

5C.3 Offer open date

Thursday September 17, 2020

5C.4 Closing date for receipt of acceptances

Friday October 2, 2020

5C.6 Proposed +issue date

Friday September 25, 2020



Part 5D - Listing Rule requirements

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

Yes

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

Thursday September 17, 2020

5D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

Part 5E - Fees and expenses

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

No

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?

No

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

N/A

Part 5F - Further Information

5F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

N/A - no funds will be raised by the issue of securities the subject of this Appendix 3B. Refer to the Prospectus released by the Company to ASX on 17 September 2020 for further information.

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

No



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

The offers of securities the subject of this Appendix 3B are specific offers made to the parties described in the relevant parts of the Prospectus released by the Company to ASX on 17 September 2020.

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

<https://www.asx.com.au/asxpdf/20200917/pdf/44mq4c7mq3lzx.pdf>

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