



Holdings Limited

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Non-Executive Chairman

Mr Peter Wall

Executive Director

Mr Jason Tomkinson

Non-Executive Directors

Mr Paul Callander

Ms Charly Duffy

Company Secretary

Mrs Elizabeth Hunt

ASX Code: ZYB

10 October 2016

ASX Market Announcements

PLACEMENT AND NON-RENOUNCEABLE ENTITLEMENT OFFER

Zyber Holdings Limited (**ASX: ZYB**) (**the Company**) is pleased to announce that it has today completed a placement of fully paid ordinary shares (**Shares**) at an issue price of \$0.0065 per Share to clients and contacts of Patersons Securities Ltd to raise \$1,235,000 (**Placement**).

The Placement has been priced at 80% of the volume weight average price of the Shares as traded on ASX over the 5 trading days leading up to completion of the Placement. This is consistent with the approval obtained from shareholders at the general meeting held on 17 August 2016.

In addition, the Company is seeking to raise up to approximately \$1,068,018 (before costs) through an underwritten pro rata non-renounceable entitlements offer of one (1) fully paid ordinary share in the capital of the Company (**Share**) for every two (2) Shares held by eligible shareholders on 14 October 2016 (**Record Date**) at an issue price of \$0.005 per Share (together with one (1) free attaching option for every two (2) Shares subscribed for and issued exercisable at \$0.012 on or before 31 October 2019) (**Entitlement Offer**).

Patersons Securities Limited (the **Underwriter**) has agreed, subject to execution of an underwriting agreement, to fully underwrite the Entitlement Offer. Sub-underwriters to the Entitlement Offer will be entitled to subscribe for one (1) free Option for every two (2) shares of sub-underwriting subscriptions committed. This could result in a further 106,801,802 Options being issued. The issue of these Options will be subject to shareholder approval at a general meeting to be held in November.

Indicative use of proceeds of Entitlement Offer and Placement

The Company proposes to use the proceeds of the Entitlement Offer as follows:

Item	Proceeds of the Offer	Full Subscription (\$)	%
1.	Continued development of the Zyber business	400,000	37.5
2.	Review of new businesses	300,000	28.1
3.	Expenses of the Offer	165,000	15.4
4.	Working capital	203,018 ¹	19.0
	Total	1,068,018	100

The above expenditure budget is indicative only and may change according to circumstances prevailing at the time.

Summary of the Entitlement Offer

1. The Entitlement Offer comprises one (1) new Share for every two (2) existing Shares held by existing eligible shareholders on the Record Date at \$0.005 per Share (together with one (1) free attaching option for every two (2) Shares subscribed for and issued exercisable at \$0.012 on or before 31 October 2019).
2. Eligible shareholders will comprise those shareholders with a registered address in Hong Kong, Australia and New Zealand.
3. The Entitlement Offer is fully underwritten subject to certain terms and conditions by the Underwriter.
4. Any fractional entitlements arising from the Entitlement Offer will be rounded up.
5. Shares issued under the Entitlement Offer will rank equally with existing Shares on issue on the record date. The Company will make application for official quotation of the new Shares proposed to be issued under the Entitlement Offer. Share entitlements are non-renounceable and will not be tradeable on the ASX or otherwise transferable.
6. Up to approximately 213,603,605 Shares and 106,801,803 Options will be issued pursuant to the Entitlement Offer. The Options are proposed to be quoted on ASX, subject to granting official quotation, and each exercisable into one Share at an exercise price of \$0.012 until the expiry date of 31 October 2019. Shareholders who do not take up all or any part of their entitlement will not receive any payment or value in respect of the entitlement not taken up and their equity interest in the Company will be diluted.

Timetable

Event	Date
Lodgement of Prospectus with the ASIC	10 October 2016
Announcement of Entitlement Offer, Lodgement of Prospectus & Appendix 3B with ASX	10 October 2016
Notice sent to Optionholders	10 October 2016
Notice sent to Shareholders	12 October 2016
Ex date	13 October 2016
Record Date for determining Entitlements	14 October 2016
Prospectus despatched to Shareholders & Company announces despatch has been completed	19 October 2016
Closing Date*	28 October 2016
Securities quoted on a deferred settlement basis	31 October 2016
ASX notified of under subscriptions	3 November 2016
Despatch of holding statements	7 November 2016
Quotation of Securities issued under the Offer	7 November 2016

Further details of the Entitlement Offer, including details on how to accept and key risks of the Entitlement Offer together with a summary of the key terms of the underwriting agreement including the termination events, will be set out in a prospectus which is expected to be released to the ASX today and dispatched to shareholders on 19 October 2016. Outlined below is a timetable of relevant events and dates relating to the Entitlement Offer. These events and dates are indicative only and subject to change. Subject to the ASX Listing Rules, the Corporations Act and other applicable laws, the Company's Board reserves the right to modify all dates, including the Entitlement Offer closing date.

Application for new Shares and Options under the Entitlement Offer may only be made by completing the Application Form which accompanies the prospectus. Shareholders eligible to participate in the Entitlement Offer should read the prospectus carefully and consult professional advisers as necessary.

Commenting on the equity raising, Executive Director, Jason Tomkinson said:

“We are pleased to have the support of Patersons Securities Ltd to provide key supporting finance for Zyber’s future operations and plans. The Entitlement Offer has been priced attractively for existing shareholders in the Company and we are hopeful of their ongoing support.”

Enquiries

Any enquiries regarding the Entitlement Offer should be directed to:

Elizabeth Hunt

Company Secretary

Telephone: +61 (08) 9481 0389

Email: liz@miningcorporate.com.au

This release does not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States or in any other jurisdiction in which such an offer or sale would be illegal. This release may not be distributed or released in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the securities referred to in this release in any jurisdiction outside Australia. In particular, the new shares and options to be offered in the Entitlement Offer have not been, and none of them will be, registered under the U.S. Securities Act of 1933 (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the new shares and options may not be offered, directly or indirectly, to, any person in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.