



Announcement Summary

Entity name

NETLINKZ LIMITED

Announcement Type

New announcement

Date of this announcement

Thursday December 17, 2020

The Proposed issue is:

- ☒ A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)
- ☒ A placement or other type of issue

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	NETO47 - Unlisted Options	4,057,520

Closing date for receipt of acceptances

Wednesday December 23, 2020

Proposed +issue date

Wednesday December 23, 2020

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
NET	ORDINARY FULLY PAID	287,790,347

Proposed +issue date

Monday December 21, 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

Thursday December 17, 2020

1.6 The Proposed issue is:

- ☒ A non-+pro rata offer of +securities under a +disclosure document or +PDS
- ☒ A placement or other type of issue



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

☒ No

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?

☒ 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

NETO47 - Unlisted Options

Security type

Options

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

4,057,520



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

4,057,520

Offer price details

Has the offer price been determined?

☒ No

How and when will the offer price be determined?

The Options are being issued for nil cash consideration, as a Lead Manager Fee in connection with the placement and debt offset announced by the Company on 17 December 2020, on the basis of 1 Option for every \$4 raised or offset.

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 0.1200

Expiry date

Thursday December 23, 2021



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

1 fully paid ordinary share in the capital of the Company (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.

The Company is proposing to release a Prospectus on 21 December 2020 containing full terms and conditions of the Options.

Part 5C - Timetable

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

Monday December 21, 2020

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

Tuesday December 22, 2020

5C.3 Offer open date

Tuesday December 22, 2020

5C.4 Closing date for receipt of acceptances

Wednesday December 23, 2020

5C.6 Proposed +issue date

Wednesday December 23, 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?

☒ No

5D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

5D.1b (i) How many +securities are proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

4,057,520 NETO47 Options

5D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No



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

The Options are Lead Manager Fees payable to Everblu Capital Pty Ltd in connection with the placement and debt offset announced by the Company on 17 December 2020.

Part 5F - Further Information

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

No cash will be raised by the issue of the Options. The Options are being issued as Lead Manager fees in connection with the placement and debt offset announced by the Company on 17 December 2020.

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

All Options will be issued to Everblu Capital Pty Ltd or its nominees, as Lead Manager fees in connection with the placement and debt offset announced by the Company on 17 December 2020.

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

The Company will make the disclosure document available at the following link, following its release on its ASX platform: <https://netlinkz.com/investors/>.

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



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

☒ No

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)?

☒ 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

Number of +securities proposed to be issued

131,899,999

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?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.06000

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

Number of +securities proposed to be issued

147,775,309

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

Shares are being issued in lieu of repayment of debt and convertible notes, and in lieu of cash broker/loan offset fees in respect of the placement and debt offset announced by the Company on 17 December 2020.

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

8,866,518.540000

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



Number of +securities proposed to be issued

8,115,039

Offer price details**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ No

Please describe the consideration being provided for the +securities

Issued as Lead Manager fees in connection with the placement and debt offset announced by the Company on 17 December 2020, on the basis of 1 Share for every \$2 raised or offset.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

☒ Yes

Part 7C - Timetable**7C.1 Proposed +issue date**

Monday December 21, 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?**

☒ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

155,890,348 fully paid ordinary shares

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ Yes

7D.1c (i) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?

131,899,999 fully paid ordinary shares



7D.1c (ii) Please explain why the entity has chosen to do a placement rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate

The Company has chosen to do a placement as it requires immediate funding, which could not reasonably be achieved by undertaking a pro rata issue or an offer under a security purchase plan.

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ 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?

Refer to the ASX announcement released by the Company on 17 December 2020.

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

Refer to the ASX announcement released by the Company on 17 December 2020.

Part 7F - Further Information

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

Refer to the ASX announcement released by the Company on 17 December 2020.

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

Subject to shareholder approval, the Company will issue 1 Option for every 2 Shares issued under the placement and debt offset (being those shares set out in this Appendix 3B (other than 8,115,039 Lead Manager Shares)). Refer to the ASX announcement released by the Company on 17 December 2020 and the separate Appendix 3B issued by the Company on 17 December 2020, in respect of the free-attaching Options.