



## Announcement Summary

**Entity name**

TOP SHELF INTERNATIONAL HOLDINGS LTD

**Announcement Type**

New announcement

**Date of this announcement**

1/6/2023

**The Proposed issue is:**

☒ A placement or other type of issue

**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
New class-code to be confirmed	Options exercisable at \$0.50 with 2 year term.	2,000,000
New class-code to be confirmed	Options exercisable at \$0.75 with 2 year term.	3,000,000
TSI	ORDINARY FULLY PAID	77,270,467

**Proposed +issue date**

11/7/2023

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

TOP SHELF INTERNATIONAL HOLDINGS LTD

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.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ACN

**Registration Number**

164175535

**1.3 ASX issuer code**

TSI

**1.4 The announcement is**☒ New announcement**1.5 Date of this announcement**

1/6/2023

**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 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

☒ Yes

#### 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	6/7/2023	<input checked="" type="checkbox"/> Estimated	No

#### Comments

### 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

TSI : ORDINARY FULLY PAID

##### Number of +securities proposed to be issued

75,830,467

##### 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 0.25000

**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**

Options exercisable at \$0.50 with 2 year term.

**+Security type**

Options

**Number of +securities proposed to be issued**

2,000,000

**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**

The Options will be issued to SB Capital (or its nominee) as part consideration for acting as lead manager and arranger of the Offer.



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

0.000001

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

☒ Yes

#### Options details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.5000	11/7/2025

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

TSI : ORDINARY FULLY PAID

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

One fully paid ordinary share (ASX:TSI) per Option

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://announcements.asx.com.au/asxpdf/20230529/pdf/05q45q39wdrnvk.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

Options exercisable at \$0.75 with 2 year term.

+Security type

Options



**Number of +securities proposed to be issued**

3,000,000

**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**

The Options will be issued to SB Capital (or its nominee) as part consideration for acting as lead manager and arranger of the Offer.

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

0.000001

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

☒ Yes

Options details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.7500	11/7/2025

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

TSI : ORDINARY FULLY PAID

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

One fully paid ordinary share (ASX:TSI) per Option

**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://announcements.asx.com.au/asxpdf/20230529/pdf/05q45q39wdrmvk.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)?**

☒ Existing class

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

☒ No



Details of +securities proposed to be issued

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**ASX +security code and description**

TSI : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

1,440,000

**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**

The Shares will be issued to SB Capital (or its nominee) as part consideration for acting as lead manager and arranger of the Offer, subject to obtaining shareholder approval.

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

360,000.000000

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

☒ Yes

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Part 7C - Timetable

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**7C.1 Proposed +issue date**

11/7/2023

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Part 7D - Listing Rule requirements

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**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**

6/7/2023

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

☒ Yes



**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?**

☒ Yes

**7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow**

Up to 1,440,000 Shares issued to SB Capital (or its nominee) will be subject to a 6-month voluntary escrow.

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?**

Salter Brothers Capital Pty Ltd (SB Capital)

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

SB Capital (or its nominee) will be entitled to the following consideration for acting as lead manager and arranger of the Offer (as set out in the ASX announcement released on 29 May 2023):

o a management and selling fee of 6% of the offer proceeds; and

o 5 million options to be granted to SB Capital or its nominees under a prospectus (comprising 2 million options with an exercise price of \$0.50 and 3 million options with an exercise price of \$0.75 and in each case having a two year term).

SB Capital and the Company have agreed that 15% of SB Capital's management and selling fee shall be settled by way of additional Shares at the Offer Price, subject to shareholder approval.

**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**

Refer to the ASX announcement released on 29 May 2023

**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**

Refer to the ASX announcement released on 29 May 2023



**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

☒ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)