

ASX Announcement | 18 September 2024
Spacetalk Limited (ASX:SPA)

Completion of Institutional Entitlement Offer and Placement

Highlights

- Successful completion of the institutional component of Accelerated Non-Renounceable Entitlement Offer (Entitlement Offer) and Placement raising an aggregate of A\$1.6 million.
- \$868,221.43 raised under the Placement, inclusive of Oversubscriptions accepted
- Retail component of Entitlement Offer (A\$1,785,542) anticipated to open on Monday, 23 September 2024.
- The partially underwritten equity raising, together with existing cash, will fund purchase of inventory, costs associated with data led growth marketing and, new product development, specifically the Adventurer 3 device, the Spacetalk APP, Life 2 device, related software and firmware and costs of the Offers .

Spacetalk Ltd (ASX: SPA) (**SPA** or the **Company**) is pleased to provide an update in relation to its partially underwritten \$3.2 million equity raising announced on 16 September 2024 (**Equity Raising**).

The Equity Raising is being conducted pursuant to a transaction specific prospectus, released to the ASX on 16 September 2024 (**Prospectus**).

SPA has now successfully closed:

- the institutional component (**Institutional Entitlement Offer**) of the Entitlement Offer, raising a total of A\$714,555.94 (before costs) at an offer price of A\$0.024 per Share (**Offer Price**), with an additional \$86,418.53 (before costs) raised under the shortfall offer; and
- the oversubscribed placement to professional, sophisticated and institutional investors (**Placement**), raising a further A\$868,221.43 (before costs).

The breakdown of funds raised (subject to settlement occurring) under these components of the Equity Raising, and the number of new fully paid ordinary shares (**Shares**) and free-attaching SPAAAC Options exercisable at \$0.035 each on or before 22 September 2025 (**Attaching Option**) to be issued, is set out below:

Equity Raising Component	Funds raised	Shares to be issued	Attaching Options to be issued
Institutional Entitlement Offer	\$714,555.94	29,773,164	14,886,584
Shortfall Offer	\$86,418.53	3,600,772	1,800,386
Placement	\$868,221.43	36,175,893	18,087,949
Total	\$1,669,195.90	69,549,829	34,774,919

Settlement of the Shares under the Institutional Entitlement Offer and the Placement is expected to occur on Friday, 20 September 2024, with the Shares expected to be issued and commence trading on Monday, 23 September 2024.

Placement and Institutional Entitlement Offer

A total of 69,549,829 Shares and 34,774,919 Attaching Options are expected to be issued under the Placement and the Institutional Entitlement Offer (including as part of the institutional shortfall bookbuild) raising approximately A\$1.6 million, comprising 36,175,893 Shares and 18,087,949 Attaching Options under the Placement (A\$0.8 million), 29,773,164 Shares and 14,886,584 Attaching Options under the Institutional Entitlement Offer (A\$0.7 million) and 3,600,772 Shares and 1,800,386 Attaching Options under the Shortfall Offer (\$0.08 million).

The Shares issued under the Placement will be issued out of the Company's available 15% placement capacity under Listing Rule 7.1.

It is intended that all of the SPAAAC Attaching Options issued under the Placement will be subject to shareholders approving the issue of Attaching Options at the Company's annual general meeting for the financial year ended 30 June 2024.

The Institutional Entitlement Offer was made to eligible institutional investors from Australia, New Zealand, Canada (British Columbia), China, Hong Kong, Malaysia, Sri Lanka, Thailand and the United Kingdom.

Retail component of the Entitlement Offer

The retail component of the Entitlement Offer (**Retail Entitlement Offer**) will raise up to approximately A\$1.7 million (before costs) in additional funds.

Eligible retail shareholders, being shareholders as at 5.00pm (AEST) on 18 September 2024 who are not eligible institutional shareholders (**Eligible Retail Shareholders**) will have the opportunity to take up their entitlement to Shares at the Offer Price, and Attaching Options, on the terms and conditions outlined in the Prospectus to be sent to Eligible Retail Shareholders on 23 September 2024 (being the date the Retail Entitlement Offer opens). The Retail Entitlement Offer is expected to close at 5:00pm (AEST) on 2 October 2024.

New Shares and Attaching Options under the Retail Entitlement Offer are expected to be issued on 9 October 2024.

Bell Potter Securities Limited (ACN 006 390 772) (AFSL 243480) (**Bell Potter**) is Lead Manager to the Offers and has agreed to act as partial underwriter to the Offers. The material terms of the underwriting agreement, including the fees payable to Bell Potter in consideration for its services are set out in the Prospectus.

The retail component of the Entitlement Offer will be partially sub-underwritten by Thorney Technologies Ltd (ACN 096 782 188) (**TEK**) and TIGA Trading Pty Ltd (ACN 118 961 210) (**TIGA**). TIGA is a substantial Shareholder of the Company, which has a relevant interest in 107,390,410 Shares as at the date of this Prospectus. TEK is an associate of TIGA.

TIGA subscribed for a portion of its entitlement under the Institutional Entitlement Offer, being to a sum of \$500,000 (20,833,333 Shares and 10,416,667 Attaching Options) and will sub-underwrite the Retail Entitlement Offer for up to \$1,000,000 (41,666,667 Shares and 20,833,334 Attaching Options) (**Commitment**). It is anticipated that TEK will be paid a sub-underwriting fee by the Underwriter to the extent of their Commitment taken up under the sub-underwriting.

Timetable

An indicative timetable for the Offers is set out below:

EVENT	DATE
Announcement of Placement and Entitlement Offer Lodgment of Appendix 3B with ASX Lodgment of this Prospectus with ASIC and ASX	Monday, 16 September 2024
Placement Offer and Institutional Offer opens	Monday, 16 September 2024
Placement Offer and Institutional Offer closes	Tuesday, 17 September 2024
Announcement of results of Placement and Institutional Offer	Wednesday, 18 September 2024
Trading resumes on an ex-entitlement basis	Wednesday, 18 September 2024
Record Date for Retail Offer	Wednesday, 18 September 2024
Settlement of Placement and Institutional Offer	Friday, 20 September 2024
Issue of Shares under Placement Offer and Institutional Offer	Monday, 23 September 2024
Prospectus dispatched to Eligible Retail Shareholders Retail Offer opens	Monday, 23 September 2024
Quotation of Shares issued under Placement Offer and Institutional Offer and lodgment of Appendix 2A	Tuesday, 24 September 2024
Last day to extend Retail Offer closing date	Friday, 27 September 2024
Closing date of Retail Offer	Wednesday, 2 October 2024
Announcement of results of Retail Offer	Monday, 7 October 2024
Issue of Shares under Retail Offer and Options under Entitlement Offer and Placement Offer and lodgment of Appendix 2A	Wednesday, 9 October 2024
Quotation of Shares issued under Retail Offer and Options issued under Entitlement Offer and Placement Offer	Thursday, 10 October 2024

Notes: The above timetable is indicative only and is subject to change.

AUTHORISATION

The release of this announcement has been approved by the board of directors of the Company.

To keep up to date with company news and announcements visit: investorhub.spacetalk.co

For further information or investor enquiries, please contact: investors@spacetalk.co

Spacetalk Limited (ASX: SPA)

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CEO and Managing Director

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ABOUT SPACETALK LIMITED

Spacetalk Limited (ASX: SPA) is a family safety technology business that develops and sells hardware and software products that address safety concerns at every stage of life. Spacetalk Mobile is a MVNO that sells mobile plans that connect our products and families. As a package, the company's product ecosystem provides a complete digital solution that supports safety and security for families across their life stages and for employees working in remote settings. The company's unique proprietary ecosystem, which has continued to evolve over time, is today recognised as a leader in family safety and the connected wearables industry.

The Spacetalk technology platform comprises both market-leading hardware and a trusted, client-controlled software platform that provides safety and security to users via the benefits of mobile technology. The multi-functional SaaS Spacetalk App can be customised, giving clients the ability to enable or disable individual features. Parents are empowered to block their kids access to the open internet, social media, and inappropriate adult content while simultaneously blocking calls and messages from unknown senders. The app can also monitor the location of vulnerable family members, including children and seniors bringing enhanced peace of mind for the entire family.

Spacetalk's core wearables hardware is effectively a child's first mobile phone. It offers all the benefits of a smart device, operating on a secure, private and parent-controlled ecosystem that can be customised to reflect each family's needs and values. To learn more, please visit: www.spacetalk.co

FORWARD-LOOKING STATEMENTS

This announcement may contain forward-looking statements. These statements are based on Spacetalk's expectations, estimates, and projections at the time the statements are made. These statements are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. Actual outcomes and results may differ materially from those expressed or implied in these forward-looking statements. Spacetalk undertakes no obligation to update these statements for events or circumstances occurring after the date of this announcement.