



Announcement Summary

Entity name

PAINCHEK LTD

Announcement Type

New announcement

Date of this announcement

14/2/2024

The Proposed issue is:

An offer of securities under a securities purchase plan  
A placement or other type of issue

Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan

ASX +security code	+Security description	Maximum Number of +securities to be issued
PCK	ORDINARY FULLY PAID	92,592,593

+Record date

13/2/2024

Offer closing date

4/3/2024

+Issue date

11/3/2024

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
PCK	ORDINARY FULLY PAID	92,592,593

Proposed +issue date

18/3/2024

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**

PAINCHEK 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**

146035127

**1.3 ASX issuer code**

PCK

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

14/2/2024

**1.6 The Proposed issue is:**

An offer of +securities under a +securities purchase plan

A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

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Part 4A - Conditions

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**4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?**

No



Part 4B - Offer details

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**+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued**

**ASX +security code and description**

PCK : ORDINARY FULLY PAID

**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**

PCK : ORDINARY FULLY PAID

**Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted**

92,592,593

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

Yes

**Describe the maximum subscription condition**

The company aims to raises up to \$2.5 million under the share purchase plan ("SPP") but reserves the right to increase the size of the SPP or scale back applications at its discretion.

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

Yes

**Is the minimum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the minimum acceptance value**

\$ 2,000

**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?**

Dollar based (\$)

**Please enter the maximum acceptance value**

\$ 30,000



**Describe all the applicable parcels available for this offer in number of securities or dollar value**

Parcels of \$2,000, \$5,000, \$10,000, \$20,000, \$30,000

**Offer price details**

**Has the offer price been determined?**

No

**In what currency will the offer be made?**

AUD - Australian Dollar

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

20% discount to the VWAP of the Company's Shares calculated over the last 5 days on which sales in the securities were recorded on ASX immediately prior to the Issue Date (being 11 March 2024)

**Oversubscription & Scale back details**

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

Yes

**Describe the scale back arrangements**

Scale-back arrangements for SPP participants will be applied on a pro rata basis to all participants based on the number of New Shares above the \$2,000 minimum application amount that the Eligible Shareholder has applied for.

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

Yes

Part 4C - Timetable

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**4C.1 Date of announcement of +security purchase plan**

14/2/2024

**4C.2 +Record date**

13/2/2024

**4C.3 Date on which offer documents will be made available to investors**

16/2/2024

**4C.4 Offer open date**

16/2/2024

**4C.5 Offer closing date**

4/3/2024

**4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer**

11/3/2024



## Part 4D - Listing Rule requirements

**4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?**

Yes

## Part 4E - Fees and expenses

**4E.1 Will there be a lead manager or broker to the proposed offer?**

Yes

**4E.1a Who is the lead manager/broker?**

Canaccord Genuity (Australia) Limited

**4E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

A management fee equal to 2.0% of funds raised under the SPP.

**4E.2 Is the proposed offer to be underwritten?**

Yes

**4E.2a Who are the underwriter(s)?**

Canaccord Genuity (Australia) Limited

**4E.2b What is the extent of the underwriting (ie the amount or proportion of the issue that is underwritten)?**

The SPP will be underwritten by Canaccord Genuity (Australia) Limited (Canaccord) to an amount of \$2,500,000, with the ability for the Company to accept oversubscriptions above this amount.

**4E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?**

An Underwriting fee equal to 4.0% of sub-underwriting introduced by Canaccord in the SPP.

**4E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.**

Events including the company being prevented from issuing the placement securities, not complying with its obligations or withdrawing the SPP, a material statement in a SPP document becoming misleading or deceptive, a material adverse change, notification of an ASIC or government investigation, ASX action preventing quotation of the SPP shares, events of involency, fraud, change of senior executive, political instability or delay.

**4E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?**

No

**4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

No

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

Legal and registry fees usual to an SPP transaction of this nature.

## Part 4F - Further Information

**4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

USA market entry and commercialisation (Adult App), including international markets, commence commercialisation of the Infant App, strengthening of the Company's cyber security, complete technology upgrade, working capital and costs of the SPP.

**4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

No



**4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer**

Countries except Australia, New Zealand and the United Kingdom.

**4F.3 URL on the entity's website where investors can download information about the proposed offer**

<https://www.asx.com.au/markets/company/pck>

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



Part 7 - Details of proposed placement or other issue

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Part 7A - Conditions

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**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?**

No

Part 7B - Issue details

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**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**

PCK : ORDINARY FULLY PAID

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

92,592,593

**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 0.00340

**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

18/3/2024

## 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?**

Approximately 178,937,439

**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?**

Approx. 6,247,747

**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?**  
No

**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**

Legal and registry fees usual to an SPP transaction of this nature.

## Part 7F - Further Information

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

USA market entry and commercialisation (Adult App), including international markets, commence commercialisation of the Infant App, strengthening of the Company's cyber security, complete technology upgrade, working capital and costs of the SPP.

**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**

**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)