



## Announcement Summary

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**Entity name**

LIVETILES LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

27/9/2021

**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	Unlisted Convertible Notes	4,000,000
New class-code to be confirmed	Unlisted Options	4,000,000

**Proposed +issue date**

1/12/2021

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**

LIVETILES 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.

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**

066139991

**1.3 ASX issuer code**

LVT

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

27/9/2021

**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	30/11/2021	<input checked="" type="checkbox"/> Estimated	No

## Comments

Shareholder approval will be sought at a general meeting to issue the Convertible Notes.

The Options (if issued) will be issued under LR 7.1

## 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)?**

☒ 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**

Unlisted Convertible Notes



**+Security type**

+Convertible debt securities

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

4,000,000

**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 1.00000

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

☒ Yes

**+Convertible debt securities details**

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**These securities are:**

Convertible

**Type of security**

Convertible note or bond

**+Security currency**

AUD - Australian Dollar

**Face value**

AUD 1.0000

**Interest rate type**

Zero coupon/no interest

**Frequency of coupon/interest payments per year**

No coupon/interest payments

**s128F of the Income Tax Assessment Act status applicable to the +security**

s128F exemption status unknown

**Is the +security perpetual (ie. no maturity date)?**

☒ No

**Maturity date**

1/6/2025

**Select other features applicable to the +security**

☒ Redeemable

**Is there a first trigger date on which a**



**right of conversion, redemption, call or put can be exercised (whichever is first)?**

☒ No

**Details of the type of +security that will be issued if the securities are converted, transformed or exchanged**

LVT : ORDINARY FULLY PAID

**Number of +securities that will be issued if the +securities are converted, transformed or exchanged (including, if applicable, any interest)**

Each Note converts into a number of shares determined by dividing the Conversion Amount (being the face value of the note) by the Conversion Price (\$0.20) which is subject to customary adjustments

**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 Convertible Notes will be issued pursuant to a Facility Agreement. The Options will be issued pursuant to a Call Option Deed. The material terms of these documents have been released to the ASX Market Announcements Platform.

**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**

Unlisted Options

**+Security type**

Options

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

4,000,000

**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 1.00000

**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 1.0000

**Expiry date**

1/6/2025

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

LVT : ORDINARY FULLY PAID

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

In the event that the 4,000,000 Convertible Notes are redeemed before the redemption date, 4,000,000 Options will be issued

**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.**

In the event that the Convertible Notes are redeemed before the redemption date, unlisted Options will be issued (for the same value as the Convertible Notes). If the Options are issued, they will be issued under LR 7.1. The Options will be issued pursuant to a Call Option Deed. The material terms of these documents have been released to the ASX Market Announcements Platform.

## Part 7C - Timetable

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

1/12/2021

## 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?**☒ Yes**7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

30/11/2021



**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

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**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 fees and an upfront facility establishment fee on market terms. A loan exit fee will be applicable if shareholder / ASX approval for the security issuance is not obtained.

## Part 7F - Further Information

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

To raise additional working capital and funding will be used to assist in strategic investments

**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**