



## Announcement Summary

**Entity name**

PROPELL HOLDINGS LIMITED

**Date of this announcement**

Wednesday February 28, 2024

**The +securities the subject of this notification are:**

+Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX

**Total number of +securities to be issued/transferred**

<b>ASX +security code</b>	<b>Security description</b>	<b>Total number of +securities to be issued/transferred</b>	<b>Issue date</b>
New class - code to be confirmed	Options to subscribe for ordinary class shares. Ex \$0.08 Exp 30.09.2024	16,100,000	28/02/2024
New class - code to be confirmed	Options to subscribe for ordinary class shares. Ex \$0.10, Exp 30.09.2025	2,300,000	28/02/2024
New class - code to be confirmed	Convertible Note with Face Value \$2,300,000	1	28/02/2024

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**

PROPELL HOLDINGS LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

**1.2 Registered number type**

ABN

**Registration number**

62614837099

**1.3 ASX issuer code**

PHL

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

28/2/2024



Part 2 - Issue details

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**2.1 The +securities the subject of this notification are:**

+Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX

**Previous Appendix 3B details:**

**Announcement Date and Time**

20-Feb-2024 18:18

**Announcement Title**

New - Proposed issue of securities - PHL

**Selected Appendix 3B to submit quotation request**

A placement or other type of issue

**2.3a.2 Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B?**

No



Part 3A - number and type of +securities the subject of this notification (existing class or new class) where issue has previously been notified to ASX in an Appendix 3B

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#### Placement Details

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**ASX +security code and description**

new unquoted class of security

**Date the +securities the subject of this notification were issued**

28/2/2024

**Any other information the entity wishes to provide about the +securities the subject of this notification**

16,100,000 Bonus Options exercisable at \$0.08 and expiring 30 September 2024.

#### Issue details

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**Number of +securities**

16,100,000

**Were the +securities issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

The Bonus Options will be issued to Wholesale Holdings Pty Ltd ACN 644 053 79 as trustee for the PHL Trust in consideration for the entry into and performance of the Convertible Note Facility.

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**ASX +security code and description**

new unquoted class of security

**Date the +securities the subject of this notification were issued**

28/2/2024

**Any other information the entity wishes to provide about the +securities the subject of this notification**

2,300,000 Arranger Options exercisable at \$0.10 and expiring 30 September 2025.



Issue details

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**Number of +securities**

2,300,000

**Were the +securities issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

The Arranger Options will be issued to Reach Markets Pty Ltd ACN 145 312 232 in consideration for raising the Convertible Note Facility.

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**ASX +security code and description**

new unquoted class of security

**Date the +securities the subject of this notification were issued**

28/2/2024

**Any other information the entity wishes to provide about the +securities the subject of this notification**

One convertible note with a face value of \$2.3m, 10%pa coupon maturing 28 February 2025.

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Issue details

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**Number of +securities**

1

**Were the +securities issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

The Company entered into a Convertible Note Deed on 11 July 2022 (approved by shareholders at a GM held 24.08.2022). The Company and Note holder have agreed to finalise at the drawn amount of \$2.3m.

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## Part 3C - number and type of +securities the subject of this notification (new class)

**ASX +security code**

New class - code to be confirmed

**+Security description**Options to subscribe for ordinary class shares. Ex \$0.08  
Exp 30.09.2024**+Security type**

Options

**ISIN code****Date the +securities the subject of this notification were issued**

28/2/2024

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

Yes

**Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?**

No

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.**

Schedule 1 of the Notice of Meeting released 26 October 2023:

<https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02730762-2A1483293>

## Options Details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.08000000

**Expiry date**

30/9/2024

**Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option**

PHL : ORDINARY FULLY PAID

**Any other information the entity wishes to provide about the +securities the subject of this notification**

## Issue details

**Number of +securities**

16,100,000

**ASX +security code**

New class - code to be confirmed

**+Security description**Options to subscribe for ordinary class shares. Ex \$0.10,  
Exp 30.09.2025

**+Security type**

Options

**ISIN code****Date the +securities the subject of this notification were issued**

28/2/2024

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

Yes

**Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?**

No

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.**

Schedule 2 of the Notice of Meeting released 26 October 2023:

<https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02730762-2A1483293>

## Options Details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.10000000

**Expiry date**

30/9/2025

**Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option**

PHL : ORDINARY FULLY PAID

**Any other information the entity wishes to provide about the +securities the subject of this notification**

## Issue details

**Number of +securities**

2,300,000

**ASX +security code**

New class - code to be confirmed

**+Security description**

Convertible Note with Face Value \$2,300,000

**+Security type**

+Convertible debt securities

**ISIN code****Date the +securities the subject of this notification were issued**

28/2/2024

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

Yes

**Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?**



No

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.**

Annexure C - Resolution 5 (1) of the Notice of Meeting released 26 October 2023

<https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02730762-2A1483293>

## +Convertible debt securities Details

**Type of +security**

Convertible note or bond

**+Security currency**

AUD - Australian Dollar

**Face value**

AUD 2,300,000.00000000

**Interest rate type**

Fixed rate

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

Quarterly

**First interest payment date****Interest rate per annum**

10.00 %

**Is the interest rate per annum estimated at this time?**

No

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

s128F exemption status unknown

**Is the +security perpetual (i.e. no maturity)?**

No

**Maturity date**

28/2/2025

**Select other feature(s) applicable to the +security**

Convertible

Exchangeable

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

PHL : ORDINARY FULLY PAID

**Any other information the entity wishes to provide about the +securities the subject of this notification**

The maximum number of shares that the convertible note may be converted into is 7,666,666 based on the floor (minimum) conversion price of \$0.03.

## Issue details

**Number of +securities**

1



## Part 4 - +Securities on issue

**Following the issue, conversion or payment up of the +securities the subject of this notification, the +securities of the entity will comprise:**

The figures in parts 4.1 and 4.2 below are automatically generated and may not reflect the entity's current issued capital if other Appendix 2A, Appendix 3G or Appendix 3H forms are currently with ASX for processing.

**4.1 Quoted +securities (Total number of each +class of +securities issued and quoted on ASX)**

<b>ASX +security code and description</b>	<b>Total number of +securities on issue</b>
PHL : ORDINARY FULLY PAID	257,838,116

**4.2 Unquoted +securities (Total number of each +class of +securities issued but not quoted on ASX)**

<b>ASX +security code and description</b>	<b>Total number of +securities on issue</b>
PHLAL : OPTION EXPIRING 21-SEP-2025 EX \$0.10	8,174,790
PHLAD : OPTION EXPIRING 22-FEB-2025 EX \$0.20	2,000,000
PHLAE : OPTION EXPIRING 06-APR-2024 EX \$0.30	2,000,000
PHLAF : OPTION EXPIRING 06-APR-2024 EX \$0.40	4,000,000
PHLAG : OPTION EXPIRING 06-APR-2024 EX \$0.30	75,000
PHLAH : OPTION EXPIRING 01-OCT-2024 EX \$0.30	5,358,333
PHLAJ : OPTION EXPIRING 22-FEB-2025 EX \$0.20	1,500,000
PHLAI : OPTION EXPIRING 01-OCT-2024 EX \$0.20	1,403,245
PHLAM : OPTION EXPIRING 12-JUN-2025 EX \$0.10	500,000
PHLAN : OPTION EXPIRING 30-JUN-2028 EX \$0.10	300,000
New class - code to be confirmed : Options to subscribe for ordinary class shares. Ex \$0.08 Exp 30.09.2024	16,100,000
New class - code to be confirmed : Options to subscribe for ordinary class shares. Ex \$0.10, Exp 30.09.2025	2,300,000
New class - code to be confirmed : Convertible Note with Face Value \$2,300,000	1

