

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Candy Club Holdings Limited

ABN

96 629 598 778

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Ordinary fully paid shares (CLB) (Shares), Listed Options (CLBO) and unlisted options. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 55,068,023 CLB Shares
27,774,939 CLBO Options
18,700,000 unlisted options |

+ See chapter 19 for defined terms.

3 Principal terms of the ⁺securities (e.g. if options, exercise price and expiry date; if partly paid ⁺securities, the amount outstanding and due dates for payment; if ⁺convertible securities, the conversion price and dates for conversion)

Ordinary Fully Paid Shares (CLB)

Listed Options with an exercise price of \$0.10 per option, each option exercisable for one fully paid ordinary share in the Company at any time up to and including 5pm on 31 May 2023 (CLBO)

3,100,000 Unlisted options with an exercise price being 150% of the Company's 10 day VWAP immediately prior to the Exercise Date per option, each option exercisable for one fully paid ordinary share in the Company at any time up to and including 5pm on 15 January 2024.

5,200,000 Unlisted options with an exercise price of \$0.20 per option, each option exercisable for one fully paid ordinary share in the Company at any time up to and including 5pm on 15 January 2024.

5,200,000 Unlisted options with an exercise price of \$0.25 per option, each option exercisable for one fully paid ordinary share in the Company at any time up to and including 5pm on 15 January 2024.

5,200,000 Unlisted options with an exercise price of \$0.30 per option, each option exercisable for one fully paid ordinary share in the Company at any time up to and including 5pm on 15 January 2024.

4 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?

If the additional ⁺securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Shares: Yes, CLB.

Listed Options: Yes, CLBO.

Upon exercise of the CLBO options to fully paid ordinary shares, the shares will rank equally with existing fully paid ordinary shares on issue.

The unlisted options are a new class of securities and may only be exercised in accordance with their terms and conditions. Upon exercise of the unlisted options to fully paid ordinary shares, the shares will rank equally with existing fully paid ordinary shares on issue.

5 Issue price or consideration

27,083,287 Shares issued at \$0.08 per Share.

27,984,736 Shares issued at a deemed issue price of \$0.057 per Share.

CLBO listed options issued for nil consideration.

Unlisted options issued for nil consideration.

<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>3,816,309 Shares and 8,612,439 Listed options issued pursuant to conversion of debts payable and in accordance with Resolutions 3, 4 and 5 as approved by shareholders at the General Meeting of the Company held on 9 January 2020.</p> <p>18,750,000 Shares and 18,750,000 Listed options issued under placement and in accordance with Resolution 7 as approved by shareholders at the General Meeting of the Company held on 9 January 2020.</p> <p>27,984,736 Shares issued upon conversion of a loan to the Company and in accordance with Resolution 8 as approved by shareholders at the General Meeting of the Company held on 9 January 2020.</p> <p>3,100,000 unlisted options issued to Company director Andrew Clark as part of this equity based remuneration and in accordance with Resolution 9 as approved by shareholders at the General Meeting of the Company held on 9 January 2020.</p> <p>4,104,478 Shares issued for the conversion of the Management Fee Reduction and in accordance with Resolutions 10 and 11 as approved by shareholders at the General Meeting of the Company held on 9 January 2020.</p> <p>15,600,000 unlisted options issued to further align the interests of Keith Cohn, Executive Director, with that of the Company and in accordance with Resolution 12 as approved by shareholders at the General Meeting of the Company held on 9 January 2020.</p> <p>412,500 Shares and 412,500 Listed options issued in consideration for services provided to the Company.</p>
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<p>6a Is the entity an [†]eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b - 6h <i>in relation to the [†]securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>No</p>
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6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	412,500 Shares and 412,500 Listed options
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	54,655,523 CLB Shares 27,362,439 CLBO Listed Options 18,700,000 unlisted options
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A - complete Annexure 1 and release to ASX Market Announcements	Refer Annexure 1
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	17 January 2020

+ See chapter 19 for defined terms.

8 Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)

Number	+Class
195,540,890	CLB Fully paid ordinary shares
70,028,836	CLBO Listed Options

Number	+Class
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9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	34,438,212	Fully paid ordinary shares (escrowed)
		17	Options exercisable at US\$1.17 each expiring 23/02/2020
		87,668	Options exercisable at US\$1.17 each expiring 13/03/2020
		17	Options exercisable at US\$1.17 each expiring 07/04/2020
		585,387	Options exercisable at US\$1.17 each expiring 01/07/2020
		886,005	Options exercisable at US\$0.0029 each expiring 13/09/2020
		68,248	Options exercisable at US\$0.0029 each expiring 27/11/2021
		3,412	Options exercisable at US\$0.0029 each expiring 02/04/2022
		170,620	Options exercisable at US\$0.0029 each expiring 04/06/2022
		176,483	Options exercisable at US\$0.0029 each expiring 12/06/2022
		133,698	Options exercisable at US\$0.0029 each expiring 15/08/2022
		2,000,000	Options exercisable at \$0.30 each expiring 13/02/2023
		2,578,165	Options exercisable at \$0.115 each expiring 27/03/2023
		160,000	Options exercisable at \$0.076 each expiring 23/10/2023

⁺ See chapter 19 for defined terms.

3,100,000	Options exercisable at a price being 150% of the Company's 10 day VWAP immediately prior to the Exercise, each expiring 15/01/2024
5,200,000	Options exercisable at \$0.020 each expiring 15/01/2024
5,200,000	Options exercisable at \$0.025 each expiring 15/01/2024
5,200,000	Options exercisable at \$0.030 each expiring 15/01/2024
4,000,000	Performance Rights

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

The Company does not have a dividend policy

Part 2 - Pro rata issue

11 Is security holder approval required?

N/A

12 Is the issue renounceable or non-renounceable?

N/A

13 Ratio in which the +securities will be offered

N/A

14 +Class of +securities to which the offer relates

N/A

15 +Record date to determine entitlements

N/A

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

N/A

17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents	N/A
	Note: Security holders must be told how their entitlements are to be dealt with.	
	Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	N/A

+ See chapter 19 for defined terms.

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

32 How do security holders dispose of their entitlements (except by sale through a broker)?

33 ⁺Issue date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ⁺Securities described in Part 1 (CLB shares and CLBO options only. Quotation is not being sought for unlisted options)

(b) All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A				
39	+Class of +securities for which quotation is sought	N/A				
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A				
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A				
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	<table border="1"> <thead> <tr> <th data-bbox="726 1509 1029 1554">Number</th> <th data-bbox="1029 1509 1315 1554">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="726 1554 1029 1756"></td> <td data-bbox="1029 1554 1315 1756"></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign:



Date: 17 January 2020

Print name: Justyn Stedwell
Company Secretary

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	139,090,732 Shares at quotation
Add the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	90,475,870
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	229,566,602

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	34,434,990
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	825,000
“C”	825,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	34,434,990
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	825,000
<p>Total [“A” x 0.15] – “C”</p>	33,609,990 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	N/A
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“ A ” x 0.10 <i>Note: number must be same as shown in Step 2</i>	
Subtract “ E ” <i>Note: number must be same as shown in Step 3</i>	
Total [“ A ” x 0.10] – “ E ”	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.



ASX ANNOUNCEMENT

17 January 2020

Section 708A (5) (e) Notification

Candy Club Holdings Limited (the Company) refers to the issue of 55,068,023 ordinary shares (CLB) and 27,774,939 listed options (CLBO) in the Company on 17 January 2020.

The Corporations Act 2001 (the Act) restricts the on-sale of securities issued without disclosure, unless the sale is exempt under Section 708 or 708A of the Act. By the Company giving this notice, sale of securities noted above will fall within the exemption in Section 708A (5) of the Act.

In accordance with section 708A (6) of the Act, the following information is provided:

- a) this notice is given within 5 business days after the day of the issue;
- b) the issue is without disclosure to investors under Part 6D.2 of the Act;
- c) this notice is given under section 708A(5)(e) of the Act;
- d) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company and section 674 of the Act; and
- e) as at the date of this notice, there is no excluded information to be provided in accordance with section 708A(7) and (8) of the Act.

Justyn Stedwell
Company Secretary
On behalf of the Board of Directors