



## Update Summary

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**Entity name**

YPB GROUP LTD

**Announcement Type**

Update to previous announcement

**Date of this announcement**

2/5/2023

**Reason for update to a previous announcement**

Amendment to number of free- attaching unquoted options to be issued pursuant to the Placement announced on 20 March 2023, to sophisticated and professional investors. Please see recent announcement dated 2 May 2023.

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**

YPB GROUP 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**

ABN

**Registration Number**

68108649421

**1.3 ASX issuer code**

YPB

**1.4 The announcement is**☒ Update/amendment to previous announcement**1.4a Reason for update to a previous announcement**

Amendment to number of free- attaching unquoted options to be issued pursuant to the Placement announced on 20 March 2023, to sophisticated and professional investors. Please see recent announcement dated 2 May 2023.

**1.4b Date of previous announcement to this update**

27/3/2023

**1.5 Date of this announcement**

2/5/2023

**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	31/5/2023	<input checked="" type="checkbox"/> Estimated	No

#### Comments

The Annual General Meeting of the Company will be held on or around 31 May 2023 to approve the issue of securities the subject of this Appendix 3B.

### 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)?**

☒ Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ Yes

#### Details of +securities proposed to be issued

##### ASX +security code and description

YPB : ORDINARY FULLY PAID

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

247,747,747

##### Offer price details

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ Yes

**In what currency is the cash**

**What is the issue price per**



**consideration being paid?**

AUD - Australian Dollar

**+security?**

AUD 0.00444

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

☒ Yes

#### Attaching +Security

**Is the proposed attaching 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

#### Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

##### Details of attaching +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?**

☒ Yes

**ASX +security code**

New class-code to be confirmed

**+Security description**

Quoted option with exercise price of \$0.005 and expiry of 16 January 2023

**+Security type**

Options

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

450,450,449

**Reason for the update of 'Number of +securities proposed to be issued'**

Please refer to announcement dated 2 May 2023.

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ No

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

1 free attaching unquoted option for every 1 placement share, including the 112,612,613 options to be issued to Mr John Houston, subject to shareholder approval at the upcoming Annual General Meeting.



**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

0.000001

**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 0.0500

**Expiry date**

16/1/2026

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

YPB : ORDINARY FULLY PAID

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

450,450, 449 Fully Paid Ordinary Shares.

**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.**

Please see ASX Announcement dated 20 March 2023.

#### Part 7C - Timetable

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

17/5/2023

#### 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**

31/5/2023



**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

☒ Yes

**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?**

☒ Yes

**7E.1a Who is the lead manager/broker?**

Everblu Corporate Capital Pty Ltd

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

6% of the total amount raised, and subject to shareholder approval, the issue of 112,612,613 unquoted options with an exercise price of \$0.005 and expiry 12 months from the date of issue.

**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**

Part 7F - Further Information

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

The funds from the placement will be used by YPB for the payments owed to NVISO under the Artificial Intelligence (AI) licence agreement, development costs for YPB's applications, reduction of debt, marketing, business development and working capital.

**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**

Please note that as part of the re-negotiation of the Lead Manager fees, the unquoted free-attaching options will have an exercise price of \$0.005 and expiry of 12 months from the date of issue.  
Upon exercise of the of options, 450,450,449 full paid ordinary shares (ASX:YPB) will be issued.

**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)

