



Announcement Summary

Entity name

SHEKEL BRAINWEIGH LTD

Announcement Type

New announcement

Date of this announcement

Friday March 26, 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
n/a	Unlisted convertible notes	5,000,000

Proposed +issue date

Wednesday April 7, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

SHEKEL BRAINWEIGH 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.

1.2 Registered Number Type

ARBN

Registration Number

625669445

1.3 ASX issuer code

SBW

1.4 The announcement is

New announcement

1.5 Date of this announcement

Friday March 26, 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 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

 Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Tuesday April 6, 2021	<input checked="" type="checkbox"/> Actual	No

Comments

The issue of the Notes (and the subsequent conversion of the Notes into ordinary shares of the Company) is conditional on shareholders approving the issue of the Notes to Kvutzat Yavne, Hapoel Hamizrahi Group for Cooperative Settlement Ltd (Investor)

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?

 Yes

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

5,000,000

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?**

USD - US Dollar

What is the issue price per +security?

USD 1.00000

AUD equivalent to issue price amount per +security

0.760000

FX rate (in format AUD 1.00 / primary currency rate):

AUD 1.00

FX rate (in format AUD rate/primary currency rate) Primary Currency rate

USD

Will all the +securities issued in this class rank equally in all respects from their issue date? Yes**+Convertible debt securities details****These securities are:**

Convertible

Type of security

Capital Note

+Security currency

USD - US Dollar

Face value

USD 1.0000

Interest rate type

Fixed rate

Frequency of coupon/interest payments per year

Quarterly

First interest payment date

Wednesday June 30, 2021

Interest rate per annum

7.00000 %

Is the interest rate per annum estimated at this time? No



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

Not applicable

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

No

Maturity date

Monday April 7, 2025

Select other features applicable to the +security

Non-Cumulative

Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?

Yes

If yes, what is the first trigger date

Friday April 7, 2023

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

SBW : ORDINARY FULLY PAID

Number of +securities that will be issued if the +securities to be quoted are converted, transformed or exchanged

Conversion calculated as follows:

FV/SP

where:

FV= Face Value;

SP= 75% of the 25 day VWAP of the Company's 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.

For further information about the issue of the convertible notes, including material terms, see the announcement released to the ASX on 26 March 2021, available here - https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02357685-6A1026189?access_token=83ff96335c2d45a094df02a206a39ff4

Part 7C - Timetable

7C.1 Proposed +issue date

Wednesday April 7, 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

Tuesday April 6, 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

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

N/A

Part 7F - Further Information

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

To provide working capital and strengthen Shekel Brainweigh's balance sheet.

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

N/A