



## Announcement Summary

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**Entity name**

THE AGENCY GROUP AUSTRALIA LTD

**Announcement Type**

New announcement

**Date of this announcement**

Monday January 4, 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	Options exercisable at \$0.027 and expiring 31 March 2023	3,170,441
n/a	convertible notes	5,000,000

**Proposed +issue date**

Monday January 4, 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**

THE AGENCY GROUP AUSTRALIA 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**

ABN

**Registration Number**

52118913232

**1.3 ASX issuer code**

AU1

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

Monday January 4, 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	Monday January 4, 2021	<input checked="" type="checkbox"/> Actual	Yes

**Comments**

## 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****+Security description**



**+Security type**

Options

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

3,170,441

**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**

nil

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

**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 0.0270

**Expiry date**

Friday March 31, 2023

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

AU1 : ORDINARY FULLY PAID

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

3,170,441

**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.**

[https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02312655-6A1008606?access\\_token=83ff96335c2d45a094df02a206a39ff4](https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02312655-6A1008606?access_token=83ff96335c2d45a094df02a206a39ff4)

**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**

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?**

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****These securities are:**

Convertible

**Type of security**

Convertible Bond

**+Security currency**

AUD - Australian Dollar

**Face value**

AUD 1.0000

**Interest rate type**

Fixed rate

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

No coupon/interest payments



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

Not s128F exempt

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

No

**Maturity date**

Friday March 31, 2023

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

Redeemable

Secured

**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 to be quoted are converted, transformed or exchanged**

AU1 : ORDINARY FULLY PAID

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

185,185,185

**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.**

[https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02312655-6A1008606?access\\_token=83ff96335c2d45a094df02a206a39ff4](https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02312655-6A1008606?access_token=83ff96335c2d45a094df02a206a39ff4)

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Part 7C - Timetable

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

Monday January 4, 2021

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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?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

No

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No



**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?**

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**

facilitation fee of 3% of the amount of convertible notes issued being an amount of \$150,000 which will be capitalised and added to the face value of the \$5M advanced for the 5,000,000 convertible notes.  
Upfront options - 12,000,000 options (8,829,559 already issued and 3,170,441 options issued 4/1/2021)

#### Part 7F - Further Information

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

To satisfy the company's obligations under the October Convertible Note agreement with Peters Investments Pty Ltd

**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**

In accordance with shareholder approval received at AGM held 4/1/2021 Resolution 6 being the issue of a \$5M convertible note along with 3,170,441 remainder options to Peters Investments Pty Ltd issued 4/1/2021