



Announcement Summary

Entity name

ADSLOT LTD.

Announcement Type

New announcement

Date of this announcement

13/6/2023

The Proposed issue is: A standard pro rata issue (including non-renounceable or renounceable) A placement or other type of issue**Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)**

| ASX +security code | +Security description | Maximum Number of +securities to be issued |
|--------------------------------|-----------------------------------|--|
| New class-code to be confirmed | Options Expiring 31 December 2024 | 787,267,279 |
| ADS | ORDINARY FULLY PAID | 787,267,279 |

Ex date

15/6/2023

+Record date

16/6/2023

Offer closing date

29/6/2023

Issue date

6/7/2023

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 |
|--------------------------------|-----------------------------------|--|
| New class-code to be confirmed | Options Expiring 31 December 2024 | 275,000,000 |
| ADS | ORDINARY FULLY PAID | 275,000,000 |



Proposed +issue date

20/6/2023

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

ADSLOT 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

ACN

Registration Number

001287510

1.3 ASX issuer code

ADS

1.4 The announcement is

New announcement

1.5 Date of this announcement

13/6/2023

1.6 The Proposed issue is:

A standard +pro rata issue (non-renounceable or renounceable)

A placement or other type of issue

1.6a The proposed standard +pro rata issue is:

+ Non-renounceable



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

No

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +security code and description

ADS : ORDINARY FULLY PAID

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

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +security code and description

ADS : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

10

For a given quantity of +securities held

28



What will be done with fractional entitlements?

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

787,267,279

Offer price details for retail security holders

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.00400

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?

Yes

Describe the limits on over-subscription

Allocations to Eligible Shareholders who take up their full entitlement under the Entitlement Offer and apply for additional New Shares and New Options from the Shortfall being capped at 50% of the entitlement to New Shares and New Options of the Eligible Shareholder under the Entitlement Offer.

Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

If there is insufficient Shortfall to meet demand from Eligible Shareholders, the Company (in consultation with the Underwriter) will scale back applications for Shortfall at its discretion, having regard to the shareholdings of Eligible Shareholders at the Record Date and control factors.

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)

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is 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

Options Expiring 31 December 2024

+Security type

Options

Offer ratio (ratio of attaching securities at which the new +securities will be issued)

The quantity of attaching +securities to be issued

1

For a given quantity of the new +securities issued

1

What will be done with fractional entitlements?

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

787,267,279

Offer price details for retail security holders

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.00000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?

Yes



Describe the limits on over-subscription

Allocations to Eligible Shareholders who take up their full entitlement under the Entitlement Offer and apply for additional New Shares and New Options from the Shortfall being capped at 50% of the entitlement to New Shares and New Options of the Eligible Shareholder under the Entitlement Offer.

Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

If there is insufficient Shortfall to meet demand from Eligible Shareholders, the Company (in consultation with the Underwriter) will scale back applications for Shortfall at its discretion, having regard to the shareholdings of Eligible Shareholders at the Record Date and control factors.

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 0.0060

Expiry date

31/12/2024

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

ADS : ORDINARY FULLY PAID

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

1 Ordinary Share per 1 Option exercised

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.

Part 3C - Timetable

3C.1 +Record date

16/6/2023

3C.2 Ex date

15/6/2023



3C.4 Record date

16/6/2023

3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

20/6/2023

3C.6 Offer closing date

29/6/2023

3C.7 Last day to extend the offer closing date

26/6/2023

3C.9 Trading in new +securities commences on a deferred settlement basis

30/6/2023

3C.11 +Issue date and last day for entity to announce results of +pro rata issue

6/7/2023

3C.12 Date trading starts on a normal T+2 basis

7/7/2023

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

11/7/2023

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

3E.1a Who is the lead manager/broker?

Canaccord Genuity (Australia) Limited

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

A selling and management fee equal to 2% of the proceeds from the Entitlement Offer (approximately \$62,981.38 if the entitlement offer is fully subscribed).

3E.2 Is the proposed offer to be underwritten?

Yes

3E.2a Who are the underwriter(s)?

Canaccord Genuity (Australia) Limited

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

Fully underwritten.

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

An underwriting fee equal to 4% of the proceeds from the Entitlement Offer (expected to be \$125,962.76).



3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Refer to section 7.6(c) of the Prospectus.

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

Yes

3E.2e (i) What is the name of that party?

Mr John Barlow (and/or his nominee(s)), the father of Andrew Barlow, a Director of the Company;
Mr Andrew Barlow (and/or his nominee(s)), a Director of the Company;
Mr Andrew Dyer (and/or his nominee(s)), a Director of the Company; and
Mr Ben Dixon (and/or his nominee(s)), a Director of the Company.

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

Mr John Barlow: \$1,015,609 of the Shortfall (for a sub-underwriting fee of \$20,312.18);
Mr Andrew Barlow: \$53,938 of the Shortfall (for a sub-underwriting fee of \$1,078.76);
Mr Andrew Dyer: \$55,576 of the Shortfall (for a sub-underwriting fee of \$1,111.52); and
Mr Ben Dixon: \$16,779 of the Shortfall (for a sub-underwriting fee of \$335.58)

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

Each sub-underwriter will be paid a fee of 2% of the sub-underwritten amount, payable by the Underwriter.

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Legal, Registry and ASX Fees.

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

Continued investment in product development, activation resources related to clients who have not yet fully activated the Adslot Media platform, continued sales efforts in key markets, potential buy-back of unmarketable parcels and working capital.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

Countries outside of Australia and New Zealand

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing



+securities

No

3F.6 URL on the entity's website where investors can download information about the proposed issue

<https://www.adslot.com/investor-relations/asx-announcements/>

3F.7 Any other information the entity wishes to provide about the proposed issue

3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

Yes

3F.9 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 +disclosure document or +PDS for the +securities proposed to be issued



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?

No

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

ADS : ORDINARY FULLY PAID

Number of +securities proposed to be issued

275,000,000

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 0.00400

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?

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

Options Expiring 31 December 2024

+Security type

Options

Number of +securities proposed to be issued

275,000,000

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 Option for nil consideration attached to 1 Ordinary Share

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 0.0060

Expiry date

31/12/2024

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

ADS : ORDINARY FULLY PAID

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

1 Ordinary Share per 1 Option exercised

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.

Part 7C - Timetable

7C.1 Proposed +issue date

20/6/2023

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?

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?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

275,000,000 Options and 55,652,257 Ordinary Shares

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)?

Yes

7D.1c (i) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?

219,347,743 Ordinary Shares

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?

Yes

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

Canaccord Genuity (Australia) Limited

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

A selling and management fee equal to 2% of the proceeds from the Placement (expected to be \$22,000)

7E.2 Is the proposed issue to be underwritten?

Yes

7E.2a Who are the underwriter(s)?

Canaccord Genuity (Australia) Limited

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

Fully Underwritten

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

An underwriting fee equal to 4% of the proceeds from the Placement (expected to be \$44,000) as well as reimbursements as detailed in section 7.6(a) of the Prospectus.

7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

Refer to section 7.6(c) of the Prospectus.

7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Legal, Registry & ASX Fees.

Part 7F - Further Information

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

Continued investment in product development, activation resources related to clients who have not yet fully activated the Adslot Media platform, continued sales efforts in key markets, potential buy-back of unmarketable parcels 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

Options attaching to the Placement Shares will be issued on 6 July 2023, as detailed in the indicative timetable and supplementary prospectus.

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)