



## Announcement Summary

### Entity name

FUNTASTIC LIMITED

### Announcement Type

New announcement

### Date of this announcement

Friday October 23, 2020

### 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
FUN	ORDINARY FULLY PAID	605,383,455

### Proposed +issue date

Wednesday November 25, 2020

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**

FUNTASTIC LIMITED

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**

ACN

**Registration Number**

063886199

**1.3 ASX issuer code**

FUN

**1.4 The announcement is**

☒ New announcement

**1.5 Date of this announcement**

Friday October 23, 2020

**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 November 23, 2020	<input checked="" type="checkbox"/> Actual	

#### Comments

The Company is seeking security holder approval for multiple issues of securities. Details for the issues of securities are set out in the Notice of Meeting dated 23 October 2020 for the Company's 2020 Annual General Meeting

### 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?

☒ No

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

##### ASX +security code and description

FUN : ORDINARY FULLY PAID

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

258,928,571

##### 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 0.11200

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

☒ Yes

**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?**

☒ No

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

**ASX +security code and description**

FUN : ORDINARY FULLY PAID

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

346,454,884

**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**

- a) 53,571,429 Conversion Shares - cancellation of debt at a deemed issue price of \$0.112
- b) 454,545 Management Shares - remuneration payment
- c) 1,223,092 TRUK Shares - consideration for amendment to the licence agreement between TRU Kids, Inc. and Toys R Us Licensee Pty Ltd (TRUK Licence);
- d) 291,205,818 Consideration Shares - in consideration for the acquisition of 100% shares in Mittoni Pty Ltd, Hobby Warehouse Pty Ltd and Toys R Us Licensee Pty Ltd.

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

38,762,038.000000

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

☒ Yes



## Part 7C - Timetable

### 7C.1 Proposed +issue date

Wednesday November 25, 2020

## 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

Monday November 23, 2020

### 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?

☒ Yes

### 7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

282,277,246 fully paid ordinary FUN shares are subject to voluntary escrow arrangements:  
- 50% of these shares will be escrowed for one year; and  
- the remaining 50% of these shares will be escrowed for two years.

## 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 for the 258,928,571 Placement shares

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

Total fees equal to 5% of the proceeds of the Placement Shares

### 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)?**

100% for the 258,928,571 Placement shares

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

Fees described in 7E.1b include fees payable for acting as underwriter

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

The underwriting agreement may be terminated for a number of reasons including if:

- completion of the Acquisition does not occur (where 'Acquisition' has the meaning given in the Company's ASX Announcement dated on or about the date of this Appendix 3B);
- there is a delay in the timetable for more than two business days;
- certain cornerstone investors fail to comply with their commitment to participate in the Placement; and
- the TRUK Licence is terminated.

**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**

Standard transaction costs apply for the various Proposed Transactions described in the Company's ASX Announcement dated on or about the date of this Appendix 3B

Part 7F - Further Information

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

The purpose for each of the issues of shares is detailed in the Notice of Meeting dated on or about the date of this Appendix 3B.

**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**