



Announcement Summary

Entity name

I SYNERGY GROUP LIMITED

Announcement Type

New announcement

Date of this announcement

27/1/2022

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 |
|--------------------------------|------------------------|--|
| New class-code to be confirmed | Unlisted Options | 55,000,000 |
| New class-code to be confirmed | Free attaching options | 27,555,838 |
| IS3 | ORDINARY FULLY PAID | 84,755,838 |

Proposed +issue date

9/3/2022

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

I SYNERGY GROUP 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.

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

613927361

1.3 ASX issuer code

IS3

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

27/1/2022

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 | 7/3/2022 | <input checked="" type="checkbox"/> Estimated | |

Comments

The Company will hold a General Meeting of Shareholders on or around 7 March 2022. At this Meeting, the Company will be seeking approval on the following matters in relation to the Postech Acquisition and Placement as announced on 26 January 2022:

- Issue of 55,000,000 Consideration Shares to the Shareholders of POSTech
- Issue of 55,000,000 Consideration Unlisted Options to the Shareholders of POSTech
- Issue of 27,555,838 Placement Shares to Sophisticated Investors
- Issue of 27,555,838 Free-attaching Unlisted Options to Sophisticated Investors
- Issue of 2,200,000 Advisor Shares to the Company's corporate advisor, Ventnor Capital (or its nominees)

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

IS3 : ORDINARY FULLY PAID

Number of +securities proposed to be issued

55,000,000

**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

The Shares (noted as Consideration Shares in the Acquisition announcement dated 27 January 2022) are being issued to the Shareholders of POSTech as consideration for the Proposed Acquisition of POSTech by the Company. The Shares are being issued at a deemed issue price of \$0.036 per Share. The issue of these Shares is subject to Shareholder approval.

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

1,980,000.000000

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)?

☒ 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?

☒ No

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 Options

+Security type

Options

Number of +securities proposed to be issued

55,000,000

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

The Options (noted as Consideration Options in the Acquisition announcement dated 27 January 2022) are being issued to the Shareholders of POSTech as consideration for the Proposed Acquisition of POSTech by the Company. The Options are subject to Shareholder Approval.

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 | Exercise price | Expiry date |
|-------------------------|----------------|-------------|
| AUD - Australian Dollar | AUD 0.0500 | 9/3/2024 |

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

IS3 : ORDINARY FULLY PAID

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

1 fully paid ordinary share issue for every 1 unlisted 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.

Refer to the POSTech Acquisition and Placement announcement dated 27 January 2022. A notice of EGM will also be lodged setting out the material terms of the securities. The issue of these Securities is subject to Shareholder approval.

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

IS3 : ORDINARY FULLY PAID



Number of +securities proposed to be issued

27,555,838

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 0.03600

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?

☒ No

ASX +security code

New class-code to be confirmed

+Security description

Free attaching options

+Security type

Options

Number of +securities proposed to be issued

27,555,838

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**

The options will be free attaching to the 27,555,838 Placement Shares on a 1-for-1 basis.

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

1.000000

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

9/3/2024

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

IS3 : ORDINARY FULLY PAID

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

1 fully paid ordinary share issue for every 1 unlisted 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.

Refer to the POSTech Acquisition and Placement announcement dated 27 January 2022. A notice of EGM will also be lodged setting out the material terms of the securities. The issue of the 27,555,838 Shares and the 27,555,838 Free-attaching options is subject to Shareholder approval.

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

IS3 : ORDINARY FULLY PAID



Number of +securities proposed to be issued

2,200,000

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

The Shares will be issued to the Company's corporate advisor, Ventnor Capital Pty Ltd, as consideration for facilitation and corporate advisory services on the Postech proposed acquisition.

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

2,200.000000

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

9/3/2022

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

7/3/2022

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?

Alto Capital

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

Alto Capital will charge a 6% capital raising fee on all Placement monies.

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

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

-To fund the Consideration of the Proposed Acquisition of POSTech.
-80% of Placement funds raised will be used to fund the activities of POSTech, being the entity proposed for acquisition.
The remaining 20% will be used for general 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

No

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)