



## Announcement Summary

**Entity name**

DW8 LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

29/7/2022

**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	Convertible Notes	5,000,000

**Proposed +issue date**

4/8/2022

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

DW8 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

086435136

### 1.3 ASX issuer code

DW8

### 1.4 The announcement is

☒ New announcement

### 1.5 Date of this announcement

29/7/2022

### 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?**

☒ 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)?**

☒ 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**

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 note or 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**

s128F exemption status unknown

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

☒ No

**Maturity date**

4/8/2024

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

☒ None of the above

**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 are converted, transformed or exchanged**

DW8 : ORDINARY FULLY PAID



**Number of +securities that will be issued if the +securities are converted, transformed or exchanged (including, if applicable, any interest)**

For illustrative purposes a maximum of 297,427,386 shares would be issued on conversion. Refer Section 7F.2 for further details outlining the assumptions raised.

**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 ASX release entitled 'Strategic investor provides DW8 access of up to A\$10m funding to accelerate Kaddy platform growth' released 29 July 2022.

Part 7C - Timetable

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

4/8/2022

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?**

☒ 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?**

297,427,386 equity securities

**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?**

☒ 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**

5% First Establishment fee charged at completion.

Part 7F - Further Information

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

The funds will be used for working capital and to take advantage of opportunities to accelerate the growth of the Kaddy platform both locally and internationally.

**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**

If conversion occurs on or before the date that is 90 days after the date of issue of the convertible notes: a 25% premium to the 30 day VWAP ending on the trading day before the date of issue of the convertible notes ('Minimum Conversion Price')

If conversion occurs between the date that is 91 days after the date of issue of the convertible notes and the maturity date: the higher of the Minimum Conversion Price and a 10% discount to the 30 day VWAP ending on the trading day before the date of the conversion notice.

For illustrative purposes only, on the basis of the 30 day VWAP ending on 28 July 2022, the conversion price would be equal to \$0.02109 and assuming the maximum interest is payable and fully converted a maximum of 297,427,386 shares would be issued on conversion.