



Announcement Summary

**Entity name**

TRIVARX LTD

**Announcement Type**

New announcement

**Date of this announcement**

2/5/2024

**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 expiring 3 years from the date of issue @ \$0.05	2,500,000
TRI	ORDINARY FULLY PAID	43,029,255

**Proposed +issue date**

12/7/2024

Refer to next page for full details of the announcement



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**Part 1 - Entity and announcement details**

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**1.1 Name of +Entity**

TRIVARX 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**

ABN

**Registration Number**

58008130336

**1.3 ASX issuer code**

TRI

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

2/5/2024

**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	3/7/2024	Estimated	

**Comments**

The Placement is being conducted in two tranches. The 70,970,745 Tranche 1 Placement Shares will be issued on or around 10 May. The 29,029,255 Tranche 2 Placement Shares, the 2,500,000 advisor options and the 14,000,000 Shares for S3 Consortium Pty Ltd are subject to shareholder approval at a general meeting expected to be held in early July 2024. See ASX announcement lodged on 2 May 2024.

## 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**

TRI : ORDINARY FULLY PAID

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

43,029,255

**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 0.02500



**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 do not have +CDIs issued over them)**

**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 expiring 3 years from the date of issue @ \$0.05

**+Security type**

Options

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

2,500,000

**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**

2,500,000 advisor options issued to JP Equity Partners and/or its nominee with an exercise price of \$0.05 and an expiry date of 3 years from the date of issue, subject to the successful completion of the placement and shareholder approval at a General Meeting to be held in early July. See ASX announcement of 2 May 2024.

**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	

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

TRI : ORDINARY FULLY PAID

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

One fully paid ordinary share (ASX:TRI)

**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.**

See ASX announcement of 2 May 2024.

## Part 7C - Timetable

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

12/7/2024

## 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**

3/7/2024

**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**

14,000,000 shares issued to S3 Consortium Pty Ltd for investor relations services over the next two years will be subject to a voluntary escrow from the date of issue. See ASX announcement dated 2 May 2024.

## 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?**

JP Equity Partners



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

JP Equity Partners as lead manager to the Placement will receive a 6% capital raising fee on the total funds raised, and 2,500,000 unlisted options for the lead manager and/or its nominee with an exercise price of \$0.05 and an expiry date of 3 years from the date of issue, subject to the successful completion of the placement and shareholder approval.

**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**

S3 Consortium Pty Ltd will, subject to shareholder approval at the upcoming General Meeting, be issued 14m new Shares at 0.025 per Share as payment for \$350,000 worth of investor relations services over the next two years.

Part 7F - Further Information

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

New funds will be used towards the completion of the Company's Phase 2 Sleep Signal Analysis for Current Major Depressive Episode (SAMDE) study and for US regulatory approval initiatives for its proprietary MEB-001 algorithm.

**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**

The Placement is a two tranche placement with the first tranche being settled on or around 10 May and the second tranche being subject to holder approval. See ASX announcement 2 May 2024.

**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)