



Announcement Summary

Entity name

VERBREC LIMITED

Announcement Type

New announcement

Date of this announcement

20/11/2023

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
VBC	ORDINARY FULLY PAID	34,073,256

Ex date

22/11/2023

+Record date

23/11/2023

Offer closing date

7/12/2023

Issue date

14/12/2023

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	4,000,000
VBC	ORDINARY FULLY PAID	33,150,000

Proposed +issue date

27/11/2023



Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

VERBREC 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

127897689

1.3 ASX issuer code

VBC

1.4 The announcement is

New announcement

1.5 Date of this announcement

20/11/2023

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

VBC : 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?

No

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

VBC : 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

1

For a given quantity of +securities held

7



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)

34,073,256

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 0.06000

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

Unlimited

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

No

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

Yes

Part 3C - Timetable

3C.1 +Record date

23/11/2023

3C.2 Ex date

22/11/2023

3C.4 Record date

23/11/2023



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

27/11/2023

3C.6 Offer closing date

7/12/2023

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

4/12/2023

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

8/12/2023

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

14/12/2023

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

15/12/2023

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

19/12/2023

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?

Veritas Securities Limited (ABN: 91 117 124 535)

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

2.0% of Gross Proceeds as Management Fee.
4.0% of Gross Proceeds for placement of any Shortfall.

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

No

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

Grant of 4,000,000 options to Veritas or its nominee(s) (2 Broker Options2).
Additionally, Grant of 1 Broker Options for every one dollar (\$1.00) of Gross Proceeds to Veritas and/or the other designated broker groups who participate in the Shortfall bookbuild or any subsequent placement of the shortfall, or their nominee(s).
The Broker Options will be subject to VBC having sufficient capacity to issue the Broker Options under ASX Listing Rule 7.1 on completion of the Offer or the Company having obtained shareholder approval of the grant of the Broker Options in accordance with ASX Listing Rule 7.1.
The unlisted Broker Options will be exercisable at \$0.09 and will expire on the date that is two (2) years from the date of issue.

Part 3F - Further Information

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

For additional working capital.
To fund the retirement of debt.
Other - Refer to investor presentation lodged with ASX on 20 November 2023.

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

Malaysia, United Kingdom, Singapore

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

Yes

3F.5a Please provide further details of the offer to eligible beneficiaries

Offer will be made to nominees/custodians.
Share registry to send letter to nominees to detail beneficiaries.

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

<https://verbrec.com/investor-centre/>

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

Refer to ASX for announcement and investor presentation.

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)?

No

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 cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)



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	31/3/2024	<input checked="" type="checkbox"/> Estimated	

Comments

To the extent Directors participate in the Placement, that portion only will be subject to securityholder approval. Shareholder approval required for the purposes of ASX listing rule 7.1 to issue the Broker Options to Veritas

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

VBC : ORDINARY FULLY PAID

Number of +securities proposed to be issued

33,150,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

Yes

In what currency is the cash

What is the issue price per



consideration being paid?

AUD - Australian Dollar

+security?

AUD 0.06000

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

Options

+Security type

Options

Number of +securities proposed to be issued

4,000,000

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

Part consideration for acting as lead manager for the capital raising.

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

240,000.000000



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 0.0900	31/12/2025

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

VBC : ORDINARY FULLY PAID

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

4,000,000

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 ASX announcement lodged 20/11/2023.

Part 7C - Timetable

7C.1 Proposed +issue date

27/11/2023

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?

33,150,000

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?



Yes

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?

Veritas Securities Limited (ABN: 91 117 124 535)

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

2.0% of Gross Proceeds as Management Fee.

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

Grant of 4,000,000 options to Veritas or its nominee(s) (iBroker Optionsi).

Additionally, Grant of 1 Broker Options for every one dollar (\$1.00) of Gross Proceeds to Veritas and/or the other designated broker groups who participate in the Shortfall bookbuild or any subsequent placement of the shortfall, or their nominee(s).

The Broker Options will be subject to VBC having sufficient capacity to issue the Broker Options under ASX Listing Rule 7.1 on completion of the Offer or the Company having obtained shareholder approval of the grant of the Broker Options in accordance with ASX Listing Rule 7.1.

The unlisted Broker Options will be exercisable at \$0.09 and will expire on the date that is two (2) years from the date of issue.

Part 7F - Further Information

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

To raise additional working capital

To fund the retirement of debt

Refer to investor presentation lodged with ASX on 20 November 2023.

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

Refer to ASX for announcement and investor presentation.

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)