



## Announcement Summary

**Entity name**

THRED LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Thursday November 26, 2020

**The Proposed issue is:**

- A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)
- A placement or other type of issue

**Total number of +securities proposed to be issued for a non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)**

ASX +security code	+Security description	Maximum Number of +securities to be issued
THD	ORDINARY FULLY PAID	12,500,000

**Closing date for receipt of acceptances**

Friday January 15, 2021

**Proposed +issue date**

Friday February 12, 2021

**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
n/a	Unlisted Options	2,400,000
n/a	Performance Rights	3,200,000
THD	ORDINARY FULLY PAID	24,727,272

**Proposed +issue date**

Friday February 12, 2021

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**

THRED 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**

124541466

**1.3 ASX issuer code**

THD

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

Thursday November 26, 2020

**1.6 The Proposed issue is:**

A non-+pro rata offer of +securities under a +disclosure document or +PDS

A placement or other type of issue



Part 5 - Details of proposed non-pro rata offer under a disclosure document or PDS

Part 5A - Conditions

**5A.1 - Are any of the following approvals required for the non-pro rata offer of securities under a disclosure document or PDS?**

- Security holder approval
- Court approval
- Lodgement of court order with ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

Yes

5A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Security holder approval	Tuesday December 22, 2020	<input checked="" type="checkbox"/> Actual	

**Comments**

Part 5B - Offer 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**

THD : ORDINARY FULLY PAID

**The number of securities to be offered under the disclosure document or PDS**

12,500,000

**Will the offer be conditional on applications for a minimum number of securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

Yes



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**Describe the minimum subscription condition**

12,500,000

**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

Yes

**Is the minimum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the minimum acceptance value**

\$ 2,000

**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

No

**Offer price details**

**Has the offer price been determined?**

Yes

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security?**

AUD 0.20000

**Oversubscription & Scale back details**

**Will the entity be entitled to accept over-subscriptions?**

No

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

Yes

**Describe the scale back arrangements**

At the discretion of directors in conjunction with Corporate Advisor

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

Yes

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Part 5C - Timetable

**5C.1 Lodgement date of +disclosure document or +PDS with ASIC**

Friday December 4, 2020



**5C.2 Date when +disclosure document or +PDS and acceptance forms will be made available to investors**

Monday December 7, 2020

**5C.3 Offer open date**

Monday December 7, 2020

**5C.4 Closing date for receipt of acceptances**

Friday January 15, 2021

**5C.6 Proposed +issue date**

Friday February 12, 2021

Part 5D - Listing Rule requirements

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**5D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

Yes

**5D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

Tuesday December 22, 2020

**5D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

Yes

Part 5E - Fees and expenses

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**5E.1 Will there be a lead manager or broker to the proposed offer?**

Yes

**5E.1a Who is the lead manager/broker?**

CPS Capital Group Pty Ltd

**5E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

\$5,000 Monthly Retainer for a period of 12 months  
2% Management Fee  
4% Placing Fee  
484,848 Fully Paid Ordinary Shares

**5E.2 Is the proposed offer to be underwritten?**

No



**5E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

No

**5E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Part 5F - Further Information

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**5F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

In connection with the Acquisition of PVW Resources NL, recapitalisation of the company, and reinstatement to trading on the ASX

**5F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

No

**5F.2 Please explain the entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority**

At the directors discretion in consultation with Corporate advisors and existing shareholders will not be given priority.

**5F.3 URL on the entity's website where investors can download the +disclosure document or +PDS**

<http://www.thredltd.com.au>

**5F.4 Any other information the entity wishes to provide about the proposed offer**

N/A



Part 7 - Details of proposed placement or other issue

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Part 7A - Conditions

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**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	Tuesday December 22, 2020	<input checked="" type="checkbox"/> Actual	

**Comments**

Part 7B - Issue details

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**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

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**ASX +security code and description**

THD : ORDINARY FULLY PAID

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

24,242,424

**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**

Acquisition of PVW Resources NL

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

4,848,485.000000

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

Yes

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**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

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**ASX +security code and description**

THD : ORDINARY FULLY PAID

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

484,848

**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**

Issued as part of the Corporate Advisory Mandate to CPS Capital Pty Ltd

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

96,970.000000

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

Yes

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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?  
 Yes

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

2,400,000

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 Issue of Options to Directors in consideration for services to the Company.

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

167,000.000000

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 0.3000

Expiry date

Monday February 12, 2024



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

THD : ORDINARY FULLY PAID

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

2,400,000

**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.**

<https://www.thredltd.com.au>

**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?**

Yes

**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**

Performance Rights

**+Security type**

Performance options/rights

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

3,200,000

**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**

Issued as part of a remuneration strategy appropriate for key management personnel with direct responsibility for operational outcomes and are conditional on achieving certain milestones

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

640,000.000000



**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

Performance options/rights details

<b>+Security currency</b>	<b>Exercise price</b>	<b>Expiry date</b>
AUD - Australian Dollar	AUD 0.0000	Thursday February 12, 2026

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

THD : ORDINARY FULLY PAID

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

3200000

**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.**

<http://www.thredltd.com.au>

Part 7C - Timetable

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

Friday February 12, 2021

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**

Tuesday December 22, 2020

**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?**

Yes



**7D.3a Please enter, the number and +class of the +restricted securities and the date from which they will cease to be +restricted securities**

To be determined by the ASX

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

Part 7E - Fees and expenses

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**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**

Part 7F - Further Information

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

In connection with the Acquisition of PVW Resources NL, recapitalisation of the company, and reinstatement to trading on the ASX

**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**