Appendix 2A

Application for quotation of +securities

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are seeking quotation of a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

**Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.*

Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules.[1]	AD1 Holdings Limited
1.2	*Registration type and number *Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).*	123 129 162
1.3	*ASX issuer code	
1.4	*This announcement is *Tick whichever is applicable.*	☒ A new announcement ☐ An update/amendment to a previous announcement ☐ A cancellation of a previous announcement
1.4a	*Reason for update *Answer this question if your response to Q 1.4 is an update/amendment to previous announcement.*	N/A
1.4b	*Date of previous announcement to this update *Answer this question if your response to Q 1.4 is an update/amendment to previous announcement.*	N/A
1.4c	*Reason for cancellation *Answer this question if your response to Q 1.4 is "A cancellation of a previous announcement"*	N/A

[1] Appendix 2A of the Listing Rules includes a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act. If you are in any doubt as to the application of, or the entity's capacity to give, this warranty, please see ASIC Regulatory Guide 173 *Disclosure for on-sale of securities and other financial products* and consult your legal adviser.

1.4d	*Date of previous announcement to this cancellation *Answer this question if your response to Q 1.4 is "A cancellation of a previous announcement"*	N/A
1.5	*Date of this announcement	1 November 2021

Part 2 – Type of issue

Question No.	**Question**	**Answer**
2.1	*The +securities to be quoted are: *Select whichever item is applicable.* *If you wish to apply for quotation of different types of issues of securities, please complete a separate Appendix 2A for each type of issue.*	☒ +Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B ☐ +Securities issued under a +dividend or distribution plan ☐ +Securities issued, transferred or re-classified as a result of options being exercised or other +convertible securities being converted ☐ Unquoted partly paid +securities that have been fully paid up and are now to become quoted fully paid +securities *Note: there is no need to apply for quotation of the fully paid securities if the partly paid securities were already quoted* ☐ +Restricted securities where the escrow period has expired or is about to expire ☐ +Securities previously issued under an +employee incentive scheme where the restrictions on transfer have ceased or are about to cease ☐ +Securities issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer ☐ Other [please specify] *If you have selected 'other' please explain the circumstances of the issue here:*
2.1a	*Have the +securities to be quoted been issued yet?	Yes
2.1a.1	*What was their date of issue? *Answer this question if your response to Q2.1a is "Yes".*	29 October 2021
2.1a.2	*What is their proposed date of issue? *Answer this question if your response to Q2.1a is "No".*	29 October 2021
2.2a.1	*Date of Appendix 3B notifying the market of the proposed issue of +securities for which quotation is now being sought *Answer this question if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B"*	29 October 2021 (released on 1 November 2021)

2.2a.2	*Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B? *Answer this question if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".*	No (note: the balance of the placement taken up by directors of the Company will be issued subsequent to receiving approval from shareholders at the upcoming AGM)
2.2a.2.1	*Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B *Answer this question if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2a.2 is "Yes".* *Please provide details of the proposed dates and number of securities for the further issues. This may be the case, for example, if the Appendix 3B related to an accelerated pro rata offer with an institutional component being quoted on one date and a retail component being quoted on a later date.*	N/A
2.2b.1	Date of Appendix 3A.1 lodged with ASX in relation to the underlying +dividend or distribution *Answer this question if your response to Q2.1 is "Securities issued under a dividend or distribution plan".*	N/A
2.2c.1	Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code) *Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted".*	N/A
2.2c.2	And the date the options were exercised or other +convertible securities were converted *Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted".* *Note: If this occurred over a range of dates, enter the first date and last date of the period in which the options were exercised or convertible securities were converted.*	N/A
2.2c.3	Is this all of the options or other +convertible securities on issue of that type (ie have all of those options now been exercised or have all of those convertible securities now been converted)? *Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted".*	N/A
2.2c.4	The right of the holder of the options or other +convertible securities to receive the +underlying securities is being satisfied by: *Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted".*	N/A

2.2c.5	The underlying securities being received by the holder are: *Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted".*	N/A
2.2c.6	Were the options being exercised or other +convertible securities being converted issued under an +employee incentive scheme? *Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted".*	N/A
2.2c.7	*Are any of the options being exercised or other +convertible securities being converted held by +key management personnel (KMP) or an +associate? *Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted" and your response to Q2.2c.6 is "Yes".*	N/A
2.2c.7.a	*Provide details of the KMP or +associates who are exercising options or converting convertible securities. *Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted", your response to Q2.2c.6 is "Yes" and your response to Q2.2c.7 is "Yes". Repeat the detail in the table below for each KMP involved. If the options or other convertible securities are held by the KMP, repeat the name of the KMP or insert "Same" in "Name of registered holder". If the options or other convertible securities are held by an associate of a KMP, insert the name of the associate in "Name of registered holder".* N/A	
2.2d.1	Please state the number and type of unquoted partly paid +securities (including their ASX security code) that have been fully paid up and that are now to become quoted on ASX *Answer this question if your response to Q2.1 is "Partly paid securities that have been fully paid up and are now to become quoted fully paid securities".*	N/A
2.2d.2	And the date the +securities were fully paid up *Answer this question if your response to Q2.1 is "Partly paid securities that have been fully paid up and are now to become quoted fully paid securities".* *Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.*	N/A
2.2d.3	Is this all of the partly paid +securities on issue of that type (ie have all of those partly paid securities now been fully paid up)? *Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been fully paid up and are now to become quoted fully paid securities".*	N/A

2.2e.1	Please state the number and type of +restricted securities (including their ASX security code) where the escrow period has expired or is about to expire *Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".*	N/A
2.2e.2	And the date the escrow restrictions have ceased or will cease *Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".* *Note: If this occurred over a range of dates, enter the date the last of the escrow restrictions has ceased or will cease.*	N/A
2.2f.1	Please state the number and type of +securities (including their ASX security code) previously issued under the +employee incentive scheme where the restrictions on transfer have ceased or are about to cease *Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".*	N/A
2.2f.2	And the date the restrictions on transfer have ceased or will cease: *Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".* *Note: If this occurred over a range of dates, enter the date the last of the restrictions on transfer has ceased or will cease.*	N/A
2.2g.1	Please state the number and type of +securities (including their ASX security code) issued under the +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer *Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".*	N/A
2.2g.2	*Please attach a document or provide details of a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms. *Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".*	N/A

2.2g.3	*Are any of these +securities being issued to +key management personnel (KMP) or an +associate *Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".*	N/A
2.2g.3.a	*Provide details of the KMP or +associates being issued +securities. *Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer" and your response to Q2.2g.3 is "Yes". Repeat the detail in the table below for each KMP involved in the issue. If the securities are being issued to the KMP, repeat the name of the KMP or insert "Same" in "Name of registered holder". If the securities are being issued to an associate of a KMP, insert the name of the associate in "Name of registered holder".* N/A	
2.2h.1	*Were the +securities issued for a cash consideration? *Answer this question if your response to Q2.1 is "Other".* *If the securities are being issued for nil cash consideration, answer this question "No".*	N/A
2.2h.1.a	*In what currency was the cash consideration paid? *Answer this question if your response to Q2.1 is "Other" and your response to Q2.2h.1 is "Yes".* *For example, if the consideration is being paid in Australian Dollars, state AUD.*	N/A
2.2h.1.b	*What was the issue price per +security *Answer this question if your response to Q2.1 is "Other" and your response to Q2.2h.1 is "Yes", and by reference to the issue currency provided in your response to Q2.2h.1.a.* *Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q2.2h.1 as "No" and complete Q2.2h.1.c.*	N/A
2.2h.1.c	Please describe the consideration provided for the +securities *Answer this question if your response to Q2.1 is "Other" and your response to Q2.2h.1 is "No".*	N/A
2.2h.1.d	Please provide an estimate (in AUD) of the value of the consideration provided per +security for the +securities to be quoted *Answer this question if your response to Q2.1 is "Other" and your response to Q2.2h.1 is "No".*	N/A
2.2h.2	*The purpose(s) for which the entity is issuing the +securities is: *Answer this question if your response to Q2.1 is "Other".* *You may select one or more of the items in the list.*	N/A

2.2h.3	*Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B *You must answer this question if your response to Q2.1 is "Other". If there is no other information to provide, please answer "Not applicable" or "N/A".*	N/A
2.2i	*Have these +securities been offered under a +disclosure document or +PDS? *Answer this question if your response to Q2.1 is "Other".*	N/A
2.2i.1	*Date of +disclosure document or +PDS? *Answer this question if your response to Q2.1 is "Other" and your response to Q2.2i is "Yes".* *Under the Corporations Act, the entity must apply for quotation of the securities within 7 days of the date of the disclosure document or PDS.*	N/A
2.3	*Any on-sale of the +securities to be quoted 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: *Answer this question if your response to Q2.1 is "Other" and your response to Q2.2i is "No".* *Note: Under Appendix 2A of the Listing Rules, when the entity applies for quotation of securities, it gives a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act.* *If you are in any doubt as to the application of, or the entity's capacity to give, this warranty, please see ASIC Regulatory Guide 173 Disclosure for on-sale of securities and other financial products and consult your legal adviser.*	N/A
2.4	*The +securities to be quoted are: *Tick whichever is applicable*	☒ Additional +securities in a class that is already quoted on ASX ("existing class") ☐ New +securities in a class that is not yet quoted on ASX ("new class")

Part 3A – number and type of +securities to be quoted (existing class or new class) where issue has previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".

Question No.	**Question**	**Answer**
3A.1	*ASX security code & description	AD1 : ORDINARY FULLY PAID
3A.2	*Number of +securities to be quoted	57,875,000
3A.3	Any other information the entity wishes to provide about the +securities to be quoted	N/A
3A.4	*Provide a distribution schedule for the new +securities according to the categories set out in the left hand column – including the number of recipients and the total percentage of the new +securities held by the recipients in each category. N/A *Answer this question only if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question), your response to Q2.4 is "new class" and the securities to be quoted have already been issued.* *Note: if the securities to be quoted have not yet been issued, under listing rule 3.10.5, you will need to provide to ASX a list of the 20 largest recipients of the new securities, and the number and percentage of the new securities received by each of those recipients, and a distribution schedule for the securities when they are issued.*	

Part 3B – number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B – N/A

Part 3C – number and type of +securities to be quoted (new class) where issue has not previously been notified to ASX in an Appendix 3B – N/A

Part 4 – Issued capital following quotation

Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:

Note: the figures provided in the tables in sections 4.1 and 4.2 below are used to calculate the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the relevant table each class of securities issued by the entity.

If you have quoted CHESS Depository Interests (CDIs) issued over your securities, include them in the table in section 4.1 and include in the table in section 4.2 any securities that do not have CDIs issued over them (and therefore are not quoted on ASX).

Restricted securities should only be included in the table in section 4.1 if you are applying to have them quoted because the escrow period for the securities has expired or is about to expire. Otherwise include them in the table in section 4.2.

4.1 ***Quoted +securities** (total number of each +class of +securities quoted on ASX following the +quotation of the +securities the subject of this application)

ASX security code and description	Total number of +securities on issue
AD1 : ORDINARY FULLY PAID	662,331,398

4.2 ***Unquoted +securities** (total number of each +class of +securities issued but not quoted on ASX):

ASX security code and description	Total number of +securities on issue
AD1AE : OPTION EXPIRING 15-JUN-2024 EX 2C	175,000
AD1AF : OPTION EXPIRING 14-JUN-2025 EX 2C	175,000
AD1AK : OPTION EXPIRING 23-DEC-2022 EX $0.077	5,914,488
AD1AL : OPTION EXPIRING 23-DEC-2025 EX $0.10	75,000,000
AD1AM : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	145,000,000
AD1AI : OPTION EXPIRING 22-JUL-2024 EX 10C	666,668
AD1AH : OPTION EXPIRING 22-JUL-2024 EX 7.5C	666,666
AD1AG : OPTION EXPIRING 22-JUL-2024 EX 5C	666,666
AD1AD : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	8,527,776
NEW CLASS: OPTION EXPIRING 28-OCT-2022 EX 5.2C	14,468,754

Part 5 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and your response to Q2.1 is:

- *"Securities issued under a dividend/distribution plan";*
- *"Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer"; or*
- *"Other".*

Note that if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B", it is assumed that you will have provided the information referred to in this Part in the Appendix 3B.

Question No.	**Question**	**Answer**
5.1	*Are the +securities being issued under an exception in Listing Rule 7.2 and therefore the issue does not need any security holder approval under Listing Rule 7.1?	No
5.1a	Enter the number of the applicable exception in Listing Rule 7.2 *Answer this question is your response to Q5.1 is "Yes"* *Note this should be a number between 1 and 17.*	N/A

5.1a.1	*Does the +dividend or distribution plan meet the requirement of listing rule 7.2 exception 4 that it does not impose a limit on participation? *Answer this question if your response to Q5.1 is "Yes" and your response to Q5.1a is "4".* *Note: Exception 4 only applies where security holders are able to elect to receive all of their dividend or distribution as securities. For example, Exception 4 would not apply in the following circumstances: 1) The entity has specified a dollar limit on the level of participation e.g. security holders can only participate to a maximum value of $x in respect of their entitlement, or 2) The entity has specified a maximum number of securities that can participate in the plan e.g. security holders can only receive securities in lieu of dividend payable for x number of securities.*	N/A
5.2	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1? *Answer this question if the response to Q5.1 is "No".*	No
5.2a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 *Answer this question if the response to Q5.1 is "No" and the response to Q5.2 is "Yes".*	N/A
5.2b	*Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? *Answer this question if the response to Q5.1 is "No" and the response to Q5.2 is "No".*	Yes
5.2b.1	*How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? *Answer this question if the response to Q5.1 is "No", the response to Q5.2 is "No" and the response to Q5.2b is "Yes".* *If the response to Q5.2b is "Yes", please complete and separately send by email to your ASX listings compliance adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.*	56,875,000
5.2c	*Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? *Answer this question if the response to Q5.1 is "No" and the response to Q5.2 is "No".*	Yes

5.2c.1	*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A? *Answer this question if the response to Q5.1 is "No", the response to Q5.2 is "No" and the response to Q5.2c is "Yes".* *If the response to Q5.2c is "Yes", please complete and separately send by email to your ASX listings compliance adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.*	1,000,000

Introduced 01/12/19; amended 31/01/20; 05/06/21

AD1 Holdings Limited
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1 November 2021

ASX ANNOUNCEMENT

AD1 Holdings Limited ACN 123 129 162 (**Company**)

Notice Under Section 708A(5) of the Corporations Act
[ASX Code: AD1]

This notice is given under paragraph (5)(e) of section 708A of the Corporations Act.

Type:	Shares
Class/Description:	Ordinary
ASX Code:	AD1
Date of Issue:	29 October 2021
Number Issued:	57,875,000
Issue Price per Security:	$0.032

Accordingly, the Company gives notice under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Act**) that:

1. the ordinary shares set out above were issued to sophisticated and professional investors without disclosure under Part 6D.2 of the Act;
2. as at the date of this notice, the Company has complied with:
   (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
   (b) section 674 of the Act; and
3. as at the date of this notice there is no "excluded information" (as defined in subsection 708A(7) of the Act) which is required to be disclosed by the Company.

For and on behalf of the Company,

Harvey Bui

Company Secretary