

ASX Announcement

11 April 2022

Adslot Announces \$3.8M Capital Raising

Adslot Ltd (ASX:ADS) ("Adslot" or "the Company") is pleased to announce the successful closing of a share placement for \$1.8 million ("Placement") to new and existing institutional and sophisticated investors. In addition, the Company intends to undertake a fully underwritten 1-for-17 pro rata non-renounceable entitlement offer at the same price as the Placement ("Entitlement Offer") to raise an additional \$2.0 million.

The Company was pleased to experience strong demand for the Placement from a variety of investors, welcoming participation from new sophisticated investors and existing shareholders of the Company.

The Entitlement Offer is to be underwritten by Venturian Pty Ltd, an entity controlled by Andrew Barlow (the Chairman of Adslot). All of Adslot's directors have committed to take up 100% of their entitlements under the Entitlement Offer, with directors and their related parties also sub-underwriting the majority of the Entitlement Offer. Directors and Related Parties will not be paid any underwriting fees.

The Company's shares will recommence trading from market-open today, 11 April 2022.

Funds raised from the Placement and the Entitlement Offer will be used to ensure stability while the Company completes its strategic review, and continue execution of the Company's strategy with a focus on the development of trading fees via *Adslot Media* in the US market.

Shares issued under the Placement and the Entitlement Offer will rank equally with Adslot's existing ordinary shares on issue and will represent approximately 11.2% of Adslot's existing share capital. Adslot will apply to the ASX for quotation of these ordinary shares. On completion of the \$1.8 million Placement and the Entitlement Offer (assuming that all of the ordinary shares offered under the Entitlement Offer are issued), the Company will have 2,204,477,227 ordinary shares on issue.

For further information, please see the Investor presentation referencing the Placement and Entitlement Offer released to the ASX on or about the date of this announcement.

Placement details

The Placement involves the issue of 105,882,353 new, fully paid ordinary shares (**New Shares**) at \$0.017 per New Share (**Offer Price**) to raise \$1.8 million (before costs).

The Offer Price is:

- Equal to the closing trading price of the Company's ordinary shares on 6 April 2022, being \$0.017.
- A discount of approximately 3.5% to the volume weighted average price (**VWAP**) for the Company's ordinary shares on the ASX for the 30-day period up to and including 6 April 2022 (the last day of trading prior to the trading halt in connection with the Placement), which was \$0.0176.

The Placement of 105,882,353 New Shares at the Offer Price (\$1.8M) will be placed to sophisticated and institutional investors utilising the Company's 15% capacity under Listing Rule 7.1 and is expected to settle

on Tuesday, 19 April 2022. The New Shares to be issued under the Placement are expected to be issued on Wednesday, 20 April 2022.

Entitlement Offer details

The Entitlement Offer consists of a fully underwritten 1-for-17 pro rata non-renounceable offer of a maximum of 116,588,604 ordinary shares at the Offer Price to raise approximately an additional \$2.0 million. The Entitlement Offer will be offered to those Adslot shareholders who have a registered address in Australia or New Zealand and who are on Adslot's share register on the record date, anticipated to be on or about Thursday, 14 April 2022.

The Entitlement Offer will be fully underwritten by Venturian Pty Ltd, a company controlled by Andrew Barlow. In addition, Mr Barlow and other members of Adslot's Board and their related parties (currently holding 17.7% of the ordinary shares on issue) have committed to take up 100% of their entitlements, representing a total cash commitment of \$0.4 million.

As the Entitlement Offer will be non-renounceable, entitlements will not be tradeable. New Shares issued under the Placement are not eligible to participate in the Entitlement Offer. Further details of the Entitlement Offer are set out in the Attachment to this announcement.

The Entitlement Offer will be conducted without a prospectus, in accordance with section 708AA of the *Corporations Act 2001* (Cth). Offer documents in respect of the Entitlement Offer will be lodged with ASX on Thursday, 21 April 2022, with copies or details of how to access those documents to be sent in a letter to eligible shareholders on the same date.

Use of funds

The capital raise is being undertaken to strengthen the Company's balance sheet while it completes its strategic review, announced on 24 February 2022, and provide additional working capital to support *Adslot Media* product development and additional US sales resourcing to drive increased Trading Fee revenues through 2022.

The funds raised under the Placement and Entitlement Offer will be applied to:

- support the continued product development \$0.5M and sales and marketing of Adslot Media \$1.2M;
- strengthen the balance sheet and provide additional working capital \$1.8M; and
- pay transaction costs of approximately \$0.3M.

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For further enquiries, please contact:

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About Adslot

Adslot.

Adslot's mission is to automate the trading of forward guaranteed display advertising, referred to as automated guaranteed. Our leading technology is a purpose built, global media trading platform. Adslot benefits a global community of media buyers and sellers, including media agencies, publishers and advertisers, by providing trading efficiencies and effectiveness made possible only via technology, and by doing so the basis on which the \$80B online display advertising industry will realise its full growth potential.

Adslot is a global organisation with operations in North America, Europe and Asia Pacific and is headquartered in Australia.

Attachment - Entitlement Offer

Eligible shareholders will be invited to participate in the entitlement offer (**Entitlement Offer**), which will be open from 21 April to 3 May 2022. Eligible shareholders can choose to take up all, part or none of their entitlements.

The Entitlement Offer is non-renounceable and therefore shareholders cannot trade their entitlements on market.

Entitlement Offer and Placement Timetable

The timetable below is indicative only and may be subject to change. Adslot reserves the right to amend any or all of these dates and times without notice subject to the *Corporations Act 2001* (Cth), the ASX Listing Rules and other applicable laws. In particular and without limitation, Adslot reserves the right to extend the closing date of the Entitlement Offer and to accept late applications under the Entitlement Offer (either generally or in particular cases). Any extension of the closing date will have a consequential effect on the issue of new shares.

Event	Date
Trading halt for Placement bookbuild	Thursday 7 and Friday 8 April, 2022
Announcement Date	Before commencement of trading on Monday, 11 April 2022
'Ex' date	Wednesday, 13 April 2022
Entitlement Offer Record Date	Thursday, 14 April 2022
Placement Settlement Date	Tuesday, 19 April 2022
Placement Allotment Date	Wednesday, 20 April 2022
Dispatch of Offer Document	Thursday, 21 April 2022
Entitlement Offer Opening Date	
Entitlement Offer Closing Date	Tuesday, 3 May 2022
Commencement of deferred settlement trading	Wednesday, 4 May 2022
Announcement of results of Rights Issue	Friday, 6 May 2022
Entitlement Offer Allotment Date	Tuesday, 10 May 2022