

Announcement Summary

Entity name

ARCTIS LIMITED

Announcement Type

New announcement

Date of this announcement

2/12/2022

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
New class-code to be confirmed	AR9O14 Unlisted Options (\$0.20, expiry 3 years from issue)	8642857

Closing date for receipt of acceptances

8/12/2022

Proposed +issue date

9/12/2022

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
AR9	ORDINARY FULLY PAID	14,285,714

Proposed +issue date

9/12/2022

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

ARCHTIS 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

ABN

Registration Number

79123098671

1.3 ASX issuer code

AR9

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

2/12/2022

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 Do any external approvals need to be obtained or other conditions satisfied before the non-pro rata offer of +securities under a +disclosure document or + PDS can proceed on an unconditional basis?

☒ Yes

5A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	28/2/2023	☒ Estimated	

Comments

Directors are participating in the Placement for a total of 1,428,571 Shares and 714,286 free attaching options, which issue will be subject to shareholder approval, to be sought in early 2023.

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)?

☒ 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

AR9O14 Unlisted Options (\$0.20, expiry 3 years from issue)



+Security type

Options

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

8,642,857

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)?

☒ No

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

☒ No

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?

☒ No

How and when will the offer price be determined?

7,142,857 Options are being issued free attaching to Shares to be issued under the Placement, on a 1:2 basis. 1,500,000 Options are being issued in consideration for services provided in connection with the Placement.

Will the offer price be determined by way of a bookbuild?

☒ No

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?

☒ No

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 0.2000	9/12/2025

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

AR9 : ORDINARY FULLY PAID

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

One fully paid ordinary share (ASX:AR9)

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.

To be provided in a Prospectus to be released to the market shortly. Expiry date above is an estimate based on the proposed issue date. Expiry date will be three years from the date of issue.

Part 5C - Timetable

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

2/12/2022

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

5/12/2022

5C.3 Offer open date

5/12/2022

5C.4 Closing date for receipt of acceptances

8/12/2022

5C.6 Proposed +issue date

9/12/2022

Part 5D - Listing Rule requirements

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

☒ No

5D.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



5D.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?

7,928,571 AR9O14 Unlisted Options. The remaining 714,286 are subject to shareholder approval under ASX Listing Rule 10.11.

5D.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

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

☒ Yes

Part 5E - Fees and expenses

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

☒ Yes

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

PAC Partners Securities Pty Ltd and Viriathus Capital LLC

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

A capital raising fee of 6% on all funds raised under the Placement (plus GST), as well as 1,500,000 Options exercisable at \$0.20, and expiring three years from the date of issue (as contemplated in this Appendix 3B).

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

Refer to the Prospectus to be released by the Company for costs associated with preparation of the Prospectus in connection with the option offers, and the Share Purchase Plan being undertaken by the Company.

Part 5F - Further Information

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

No funds will be raised by the proposed issue of Options. Refer below for use of funds raised under the Placement.

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

The Options are being issued free attaching to shares issued under the Placement, and as consideration for services in connection with the Placement. Existing security holders have the opportunity to participate under the SPP.

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

A Prospectus will be released by the Company shortly, which will also be available on the Company's website: <https://www.archtis.com/archtis-asx-ar9-investor-relations/>.

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



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	28/2/2023	☒ Estimated	

Comments

Directors are participating in the Placement for a total of 1,428,571 Shares and 714,286 free attaching options, which issue will be subject to shareholder approval, to be sought in early 2023.

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

AR9 : ORDINARY FULLY PAID

Number of +securities proposed to be issued

14,285,714

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 0.10500

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

☒ Yes

Part 7C - Timetable

7C.1 Proposed +issue date

9/12/2022

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?

☒ No

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)?

☒ Yes

7D.1c (i) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?

12,857,143 Fully Paid Ordinary Shares. The remaining Shares are subject to shareholder approval under ASX Listing Rule 10.11.

7D.1c (ii) Please explain why the entity has chosen to do a placement rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate

The Company is undertaking a separate Share Purchase Plan to existing securityholders.

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?

PAC Partners Securities Pty Ltd and Viriathus Capital LLC

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

A capital raising fee of 6% on all funds raised under the Placement (plus GST), as well as 1,500,000 Options exercisable at \$0.20, and expiring three years from the date of issue (as contemplated in this Appendix 3B).

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

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

Proceeds will be used to expand the Kojensi platform into the US markets.

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

Shares and Options subscribed for by Directors under the Placement are subject to Shareholder approval, and will therefore not be issued until such approval is obtained in early 2023.

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 +disclosure document or +PDS involving the same class of securities as the +securities proposed to be issued that meets the requirements of section 708A(11) or 1012DA(11)