



ASX ANNOUNCEMENT
ASX: SF1 | 30 October 2019

SHARE SALE FACILITY FOR HOLDERS OF UNMARKETABLE PARCELS

The Board of Directors of Stemify Limited (ASX: SF1) (**SF1** or the **Company**) are pleased to advise that the Company has established an Unmarketable Parcel Sale Facility (**Facility**) for holders with parcels of fully paid ordinary shares in SF1 (**Shares**) valued at less than A\$500 (each an **Unmarketable Parcel**).

The Facility will enable Unmarketable Parcel Shareholders (UMP Shareholders) to sell their shares without incurring any brokerage or handling costs. Consistent with the Company's Constitution and recognising that the cost to shareholders of selling small holdings can be prohibitive, shareholders with an Unmarketable Parcel will shortly receive a letter in the form attached.

Any tax consequence arising from the participation in the Facility will be the responsibility of UMP Shareholders.

The Facility will be subject to the terms set out in the letter attached that will be sent to each UMP Shareholder on 30 October 2019 and which provides details of the Facility as well as instructions for those UMP Shareholders wishing to donate the proceeds of the sale of their Shares to the Company's nominated charity, the Telethon Kids Institute, a registered Australian based not for profit organisation and for those UMP Shareholders wishing to retain their Shares.

A copy of the correspondence being sent to eligible shareholders is attached.

If you have any queries, please contact the undersigned on +61 2 8072 1400.

A handwritten signature in black ink, appearing to read "M. Niewidok".

Maggie Niewidok
Company Secretary

About STEMify Limited

STEMify Limited is a company listed in Australia focused on developing and marketing STEM education curriculum in various countries, substantially the USA, utilising interactive tools including 3D printing. The company now operates through its USA subsidiary, MyStemKits, Inc:

About MyStemKits

MSK was established in 2013 and has grown into a leading USA "EdTech" business that develops and markets the world's largest library of Science, Technology, Engineering and Math (**STEM**) curriculums incorporating 3D printed project kits for K-12 schools, all aligned to USA national science and mathematics standards. It was recently recognised as a finalist for the best STEM Solution by EdTech Digest at the 2018 EdTech Awards.

MSK's lesson plans were developed over five years in conjunction with The Florida Center for Research in Science, Technology, Engineering and Mathematics at the Florida State University (**FCR-STEM**). An estimated US\$20 million was invested into the development and extensive testing in the classroom.

To learn more about MyStemKits, visit: www.mystemkits.com



30 October 2019

Dear Shareholder

NOTICE OF SHARE SALE FACILITY FOR HOLDERS OF UNMARKETABLE PARCELS

The Board of Directors of STEMify Limited (ASX:SF1) (**SF1** or the **Company**) are pleased to advise that the Company has established an Unmarketable Parcel Sale Facility (**Facility**) for holders with parcels of fully paid ordinary shares in the Company (**Shares**) valued at less than A\$500 (each an **Unmarketable Parcel**). The Facility will enable Unmarketable Parcel Shareholders (**UMP Shareholders**) to sell their shares without incurring any brokerage or handling costs.

The Facility will be available to UMP Shareholders, recorded on the Company's register of members (**Register**) who at 5.00pm (AWST) on 25 October (**Record Date**) were holders of an Unmarketable Parcel in the Company.

Based on a price of \$0.027 per share, being the closing price of the Company's shares on the ASX on the Record Date, a holding of less than 18,518 Shares represented an Unmarketable Parcel. Our records show that you are recorded on the Register as a UMP Shareholder as at the Record Date and accordingly are eligible to participate in the Facility.

As at the Record Date, the Company has approximately 3,050 shareholders of which approximately 2,895 hold Unmarketable Parcels, that in aggregate represent approximately 1.44% of all issued Shares.

Pursuant to clause 3.2 of the Company's Constitution and ASX Listing Rule 15.13, the Company may notify eligible shareholders that it intends to sell their holdings unless they complete and return the enclosed Share Sale Facility Form by 5.00pm (AWST) on Wednesday 11 December 2019 (**Closing Date**).

Your options

As a UMP Shareholder of SF1 Shares, your options are set out below:

1. Sell your Unmarketable Parcel

If you wish to sell your SF1 Shares through the Facility without incurring any brokerage or handling costs, you do not need to take any action. The Company is authorised under clause 3.2 of its Constitution to sell your SF1 Shares immediately following the expiry of a 6 week period from the date this letter was sent to you, the Closing Date, unless the Company receives a completed Share Retention Form from you within such time, as contemplated in section 2 below.

Your shares will be pooled with other shares that are eligible to be sold under this Facility and sold as soon as practicable after the Closing Date. All costs associated with the sale of your shares will be borne by the Company. You do not need to appoint a broker nor pay the brokerage and handling costs associated with the sale of shares under the Facility. Any tax consequences arising from the sale of your shares will be your responsibility.

The price at which shares will be sold under the Facility will be at the best price reasonably for the shares, as determined by the Directors at their sole discretion. Accordingly, you will receive a proportionate share of the sale proceeds from all shares sold under the Facility.

Australian residents will ONLY be paid their sale proceeds in Australian dollars by direct credit to an account held with an Australian financial institution as recorded on the Register. You must complete and return the enclosed Share Sale Facility Form, including your direct credit of payments instruction in Section D.

Non-resident holders who do not have an account with an Australian financial institution will be paid in Australian dollars by cheque.

There is an option on the Share Sale Facility Form to choose to donate the proceeds of the sale of your SF1 shares to the Company's nominated charity, the Telethon Kids Institute, a registered, Australian based not for profit



organisation. If you wish to donate the proceeds of the sale of your SF1 shares to the Telethon Kids Institute, complete and return the Share Sale Facility Form by the Closing Date.

Amounts less than \$20 which remain unclaimed at 30 June 2020 will be donated to the Telethon Kids Institute.

2. Retain your existing holding

If you wish to retain your SF1 Shares, **YOU MUST** either:

- (i) Complete the **attached** Share Sale Facility Form electing to retain your SF1 Shares, and return it to Stemify Ltd, C/: Advanced Share Registry Services, PO Box 1156, Nedlands WA 6909 or lodge it by email to; admin@advancedshare.com.au so that it is received by 5.00pm (AWST) on 11 December 2019 being the Closing Date of this Facility; or
- (ii) Make your own arrangements outside of this UMP Facility to increase your holdings by purchasing additional Shares so that your registered holding is at least 18,519 Shares on the Closing Date. The increase must be under the same name and address and with the same holder number (SRN or HIN) as set out in this letter; or
- (iii) If you hold Shares in multiple holdings, arrange to have those holdings merged into one holding of at least 18,519 Shares so that this is reflected on SF1's Register on the Closing Date.

If you successfully take one of these steps, the Company will not be entitled to sell your shares under the UMP Facility.

Important Information

The Company is not bound to sell all or any of the shares that may be available for it to sell under the Facility, and there is no guarantee that the Company will be able to sell your shares. In addition, the sale proceeds may differ from the market value of your shares on the Record Date depending on movements in the market price of the shares and on the Company appointed brokers' ability to procure purchasers.

Neither the Company nor any other person involved in the Facility shall be liable for failure to sell the shares or at a particular price. The price of SF1 Shares is subject to change and an up-to-date price can be obtained from ASX website (www.asx.com.au) under the code "SF1".

The Company will determine whether a shareholder has an Unmarketable Parcel as at the Record Date. The Company will not have any reference to any increase in the price of shares *after* the Record Date in determining whose shares may be sold pursuant to this Facility.

The Company does not make any recommendation or provide any advice to you regarding whether to sell your holding under the Facility or retain your existing holding.

If you have an Unmarketable Parcel as at the Record Date, then, unless you take one of the steps outlined in section 2 of this letter, the Company will be entitled to sell your shares under the Facility.

Please read the instructions on your personalised Share Retention Form carefully before completing it. If you need help deciding what to do, or if you require information regarding the financial, legal or tax consequences of participating in the Facility you should consult your financial, legal or taxation adviser.

The attached terms and conditions set out further details of the Facility which you should read before making any decision.

Yours faithfully

A handwritten signature in black ink that reads "M. Niewidok".

Maggie Niewidok
Company Secretary

Terms and Conditions of the Unmarketable Share Sale Facility (Facility)

1. What is a less than Marketable Parcel?

A less than marketable parcel of shares is a holding of the Company's shares valued at less than \$500 (each an **Unmarketable Parcel**) as at 5.00pm (AWST) on 25 October 2019 (**Record Date**). Based on the Company's share price of \$0.027 as at close of trade on the Record Date, this is a holding of 18,518 shares or less.

As the determination of a Unmarketable Parcel is undertaken at the Record Date, any increase in the Company's share price after that date will not impact what constitutes an Unmarketable Parcel.

2. Why have I been sent this letter?

You have been sent this letter because your shareholding on the Record Date was an Unmarketable Parcel.

3. Why did SF1 establish the Facility?

The Company recognises that shareholders of an Unmarketable Parcel may find it difficult or expensive to dispose of their shares in the usual way. The Company is offering the Facility to assist holders of Unmarketable Parcels to sell their shares without incurring brokerage or handling costs.

The Company is also seeking to reduce the Company's ongoing administrative costs associated with maintaining a large number of shareholders with Unmarketable Parcels.

4. What if I want to retain my shares?

If you want to retain your Shares, you must either:

- (i) Complete the **attached** Share Sale Facility Form electing to retain your SF1 Shares, and return it to Stemify Ltd, C/: Advanced Share Registry Services, PO Box 1156, Nedlands WA 6909 or lodge it by email to; admin@advancedshare.com.au so that it is received by 5.00pm (AWST) on 11 December 2019 being the Closing Date of this Facility; or
- (ii) Make your own arrangements outside of this UMP Facility to increase your holdings by purchasing additional Shares so that your registered holding is at least 18,519 Shares on the Closing Date. The increase must be under the same name and address and with the same holder number (SRN or HIN) as set out in this letter; or
- (iii) If you currently have more than one holding on the SF1 share register, you may wish to consider amalgamating your holdings so that they are registered as one holding of at least 18,519 Shares by the Closing Date. This may result in your amalgamated holding no longer being an Unmarketable Parcel. Under these circumstances your shares will not be sold as part of this Facility.

5. What price will I receive for shares sold through the Facility?

The price at which shares will be sold under the Facility will be determined at the Directors sole discretion, being the best price reasonably available at the time and the date on which the market price was determined. The price ultimately received will be determined by market conditions and may be different from the market price prevailing at the time.

You will receive the same sale price per share and will receive a proportionate share of the sale proceeds from all shares sold under the Facility.

The Company does not give any assurance as to the likely sale price of the shares that may be achieved.

6. What will happen to the proceeds from the sale of shares?

If you elected to sell your shares, payment will be sent to you as soon as practicable following the last sale under the Facility. Payment will be made in Australian dollars by electronic funds transfer ONLY as per your existing bank details recorded on the register. You will be notified by way of a transaction confirmation statement of the



number of your shares sold, the sale price and your sale proceeds. The transaction statement will be sent by post to your address as shown in the share register at the time the payment is made.

If you elected to donate the proceeds of the sale of your SF1 Shares to the Telethon Kids Institute, the Company will, in addition to any unclaimed monies below \$20 at 30 June 2020, donate those proceeds as soon as practicable.

7. What if my shares are held in a CHESS holding?

If your shares remain in a CHESS holding at 5:00pm (AWST) on the Closing Date, the Company may move those shares to an issuer sponsored holding and the shares will be sold through the Facility.

8. Where can I get further information concerning the Facility?

If you have any questions concerning the Facility, please contact the Company's Company Secretary on +61 2 8072 1400 or the Company's Share Registry on +61 8 9389 8033 during normal office hours.

Important notes

The Facility has been established in accordance with the Company's Constitution and ASX Listing Rules.

This letter does not constitute advice nor a recommendation to buy, sell or hold shares nor that the Facility is the best way to sell SF1 shares. If you are in any doubt about what to do, you should consult your legal, financial or taxation adviser.

SF1 reserves the right to vary the Facility, to change any of the dates referred to in this letter by notice to the ASX or not to proceed with the sales under the Facility.



**All correspondence to:
Advanced Share Registry**

PO Box 1156, Nedlands, WA 6909
110 Stirling Hwy, Nedlands, WA 6009
P: +61 8 9389 8033 | F: +61 8 9262 3723
E: admin@advancedshare.com.au
W: www.advancedshare.com.au

Please Complete the form in Capital Letters.

A B C

1 2 3

Where a choice is required, mark the box with an 'X'

X

Share Sale Facility Form

You should read Stemify Limited (the Company)'s document that accompanied this form carefully. If you are in any doubt as to how to deal with this form, please consult a professional advisor.

A. Number of Shares

The number of Shares that you held at 5:00pm (AWST) on 25 October 2019

B. Retention of Small (Less than \$500) Parcels of Shares

Should you wish to retain your shares, please tick the box below.

This form must be received by the Company's share registry 5:00pm (WST) on 11 December 2019 to retain your shares.

Retain my/our shares

C. Donate Proceeds to Charity

Should you wish to donate the proceeds of the sale to charity, please tick the box below and return this form to the Company's share registry by 5:00pm (WST) on 11 December 2019.

Sell my/our shares and **donate** the proceeds of the sale to the **Telethon Kids Institute**.

D. Nominate Bank Account

Should you wish to be paid from the sale of the shares direct to your bank account, please tick the box below.

If the form is not received by the Company's share registry by 5:00pm (WST) on 11 December 2019 the sale proceeds will be withheld. All payments of \$20.00 or less will be donated to the nominated charity, the Telethon Kids Institute, which remain unclaimed at 30 June 2020.

Non-resident holders will be paid in Australian dollars by cheque only.

Sell my/our shares and be paid the proceeds of the sale by direct credit to the following account (For Australian resident only)

Account Name

Please note the Account Name(s) must be the same as that registered above.

BSB

Account Number

Name of Bank/Financial Institution

Branch Suburb/Town

Non-resident holders will be paid in Australian dollars by cheque.

Contact details - Please provide your contact details in case we need to speak to you about this form.

Name of contact person

Contact person's daytime telephone number

Email Address

By signing and returning this form, I/we confirm that I/we understand that my/our shares will be arranged in accordance with my instruction, under the Share sale process.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Date Month Year

/ /

Share Retention / Sale of Small (Less than \$500) Parcel of Shares Instructions

Securityholders who wish to retain their shares must return this form to the Company's share registry by 5:00pm (WST) on 11 December 2019.

Number of Shares as at Record Date

This is the total number of Shares you held at 5:00pm (WST) on 25 October 2019.

Retention of Small (Less than \$500) Parcels of Shares

Please mark the box on the front of the form to retain your shares, and return it in accordance with the lodgement instructions below.

If this form is not received by that time, and you have not otherwise validly notified the Company that you wish to retain your Shares by that time, the Company will be entitled to have your Shares sold for you.

Sale of Small (Less than \$500) Parcels of Shares

Australian residents will be paid their sale proceeds in Australian dollars by direct credit to an account held with an Australian Financial Institution. You must complete and return this form, including your direct credit of payments instruction in section D. Where a Share Sale Facility Form has not been returned, sale proceeds will be withheld if no account held with an Australian financial institution is recorded on the Register.

Non-resident holders who do not have an account with an Australian Financial Institution will be paid in Australian dollars by cheque.

There is an option on this form to choose to donate the proceeds of your sale to the Telethon Kids Institute.

Charity Payment (\$20.00 or Less)

All payments of \$20.00 or less will be donated to the nominated charity, the Telethon Kids Institute, which remain unclaimed at 30 June 2020.

Contact details

Enter the name of a contact person, telephone number and email address. These details will only be used in the event that the registry has a query regarding this form.

Signatures

You must sign and date the form as follows in the space provided:

Joint holding: where the holding is in more than one name all of the securityholders must sign.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Consolidation of shareholdings

If you have more than one holding on Stemify Limited's register and you do not wish to sell your shares under the Small (Less than \$500) Parcel of Share Sale process, you should consider consolidating them. For further advice in this regard, please contact ADVANCED SHARE REGISTRY.

Lodgement of Form

This form must be completed and received by ADVANCED SHARE REGISTRY Perth by no later than 5:00pm (WST) on 11 December 2019.

It is your responsibility to allow sufficient time for this form to be received by ADVANCED SHARE REGISTRY.

This form must be sent to the Company's share registry by:

Mail: Stemify Limited, C/: Advanced Share Registry Services, PO Box 1156, Nedlands WA 6909

Hand Delivery: Advanced Share Registry Services, 110 Stirling Highway, Nedlands WA 6009

Facsimile: +61 9262 3723

Email: admin@advancedshare.com.au

Neither ADVANCED SHARE REGISTRY nor the Company accepts any responsibility if you lodge this form at any other address or by any other means.

If you do not return the form the Company intends to sell your shares and pay the proceeds to you by direct credit.

Privacy Statement

Personal information is collected on this form by ADVANCED SHARE REGISTRY, as registrar for the Company, for the purpose of effecting your instructions in relation to the Share Sale process, maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to the Company and its professional advisers, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by ADVANCED SHARE REGISTRY, or you would like to correct information that is inaccurate, incorrect or out of date, please contact ADVANCED SHARE REGISTRY. In accordance with the Corporations Act 2001(Cth), you may be sent material (including marketing material) approved by the Company in addition to general corporate communications. You may elect not to receive marketing material by contacting ADVANCED SHARE REGISTRY.

This form may not be used to notify your change of address. For information please contact ADVANCED SHARE REGISTRY on (618) 9389 8033 or visit the share registry at www.advancedshare.com.au.