



Announcement Summary

Entity name

TASFOODS LIMITED

Announcement Type

New announcement

Date of this announcement

1/4/2022

The Proposed issue is:

☒ A placement or other type of issue

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
TFL	ORDINARY FULLY PAID	30,786,030

Proposed +issue date

1/6/2022

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

TASFOODS 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

53084800902

1.3 ASX issuer code

TFL

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

1/4/2022

1.6 The Proposed issue is:☒ A placement or other type of issue



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	30/5/2022	<input checked="" type="checkbox"/> Actual	No

Comments

The Placement consists of two tranches totalling 78,571,428 shares.
47,785,398 shares will be issued in Tranche 1 utilising the Company's existing Listing Rule 7.1 placement capacity.
30,786,030 shares will be issued in Tranche 2, subject to shareholder approval under Listing Rule 7.1 and Listing Rule 10.11 at the upcoming AGM.
Tranche 2 is covered in this notice.

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

TFL : ORDINARY FULLY PAID

Number of +securities proposed to be issued

30,786,030

Offer price details

Are the +securities proposed to be issued being issued for a cash



consideration?

☒ Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.07000

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

1/6/2022

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?

☒ Yes

7D.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?

47,785,399

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)?

☒ No

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

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

Management Fee of 2.0% (plus GST if applicable) payable on the gross proceeds raised under the Capital Raising and Selling Fee of 3.0% (plus GST if applicable) payable on the gross proceeds raised under the Capital Raising. No Selling Fee will be payable on the gross proceeds raised from investors Jan Cameron and associated entities, CVC Ltd and Spirit Super. A 1.0% (plus GST if applicable) Selling Fee will be payable on the gross proceeds raised from Armytage Private.

7E.2 Is the proposed issue to be underwritten?

☒ Yes

7E.2a Who are the underwriter(s)?

Motor Trades Association of Australia Superannuation Fund Pty Ltd as trustee for Spirit Super (Spirit Super) and Armytage Private Pty Ltd (Armytage Private)

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

Tranche 1 Placement has been been fully underwritten by Spirit Super (up to \$1.84m) and Armytage Private (up to \$1.5m)

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

2.00%

7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

The Underwriting Deed includes termination rights in the investor's favour which may be triggered in the event the Company does not provide a shortfall notice by the requisite time, the Company withdraws the equity raising, the occurrence of certain regulatory interventions or material breach by the Company of any material term or condition of the Underwriting Deed or material representation or warranties given under those documents.

7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?

☒ 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

The proceeds will be applied to support the implementation of the Company's new strategic direction including general working capital support, connectivity improvements (ERP implementation and business integration), and commercial acceleration initiatives.

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

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 cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)