



Announcement Summary

Entity name

VIVA ENERGY GROUP LIMITED

Announcement Type

New announcement

Date of this announcement

5/4/2023

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
VEA	ORDINARY FULLY PAID	50,641,458

Proposed +issue date

30/11/2023

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

VIVA ENERGY GROUP 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

74626661032

1.3 ASX issuer code

VEA

1.4 The announcement is

New announcement

1.5 Date of this announcement

5/4/2023

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?
ACCC approval	31/10/2023	<input checked="" type="checkbox"/> Estimated	

Comments

This is an estimated date only. The actual date is not presently known. It is a condition of the proposed transaction, announced by the Company on the date of this Appendix 3B (Proposed Transaction), that ACCC approval is received (Share Sale Deed).

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
FIRB approval	31/10/2023	<input checked="" type="checkbox"/> Estimated	

Comments

This is an estimated date only. The actual date is not presently known. It is a condition of the Proposed Transaction that FIRB approval is received.

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

VEA : ORDINARY FULLY PAID



Number of +securities proposed to be issued

50,641,458

Offer price details

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

No

Please describe the consideration being provided for the +securities

The securities are being issued as partial consideration for the sale to a subsidiary of the Company of the entities the subject of the Share Sale Deed.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

150,000,000.000000

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

30/11/2023

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?

50,641,458

This is an estimate only and the actual number of shares to be issued may differ from this proposed number. Please refer to Section 7F.3 for further information.

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?

No

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?

Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

50,641,458

This is an estimate only and the actual number of shares to be issued may differ from this proposed number. Please refer to Section 7F.3 for further information. Date from which they will cease to be subject to voluntary escrow - In respect of 50% of the securities, 1 year after completion of the Proposed Transaction, and in respect of the other 50% of the securities, 2 years after completion of the Proposed Transaction.

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

No

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

Fees and costs incurred by the Company in connection with the Proposed Transaction include financial and legal adviser fees.

Part 7F - Further Information

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

To pay for the acquisition of an asset. The proposed issue of ordinary shares comprises part of the consideration payable to the sellers under the Share Sale Deed in respect of the Proposed Transaction.

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

The actual number of ordinary shares to be issued may be different from the proposed number set out in this Appendix 3B.

The actual number of shares to be issued is based on a formula set out in the SSD, one variable of which is the volume weighted average price of ordinary shares calculated over the 20-trading day period prior to the date of the SSD (VWAP).



The proposed number set out in this Appendix 3B has been calculated by applying that formula as at the date of this Appendix 3B.

However, the actual number of shares to be issued may be different to that set out in this Appendix 3B if (a) the Company issues shares at a price lower than the VWAP in the period prior to completion of the SSD (excluding under an employee equity incentive plan), and/or (b) the Company does not have sufficient placement capacity under Listing Rule 7.1 to issue the consideration shares without shareholder approval.

The actual issue date may differ from the proposed issue date set out in this Appendix 3B. The actual issue date is not presently known and will depend on the date on which all conditions precedent under the Share Sale Deed are satisfied or waived.

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)