

Announcement Summary

Entity name

REDFLOW LIMITED

Announcement Type

New announcement

Date of this announcement

Thursday June 11, 2020

The Proposed issue is:

- A standard pro rata issue (including non-renounceable or renounceable)
- A placement or other type of issue

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
RFX	ORDINARY FULLY PAID	915,682,051

Ex date

Monday June 15, 2020

+Record date

Tuesday June 16, 2020

Offer closing date

Friday July 10, 2020

Issue date

Friday July 17, 2020

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
n/a	Unlisted Options exercisable at \$0.045	4,000,000

Proposed +issue date

Friday July 17, 2020



Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

REDFLOW 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.

1.2 Registered Number Type

ACN

Registration Number

130227271

1.3 ASX issuer code

RFX

1.4 The announcement is

New announcement

1.5 Date of this announcement

Thursday June 11, 2020

1.6 The Proposed issue is:

A standard +pro rata issue (non-renounceable or renounceable)

A placement or other type of issue

1.6a The proposed standard +pro rata issue is:

+ Non-renounceable



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 - Are any of the following approvals required for the entitlement offer to be unconditional?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

No

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +Security Code and Description

RFX : ORDINARY FULLY PAID

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

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +Security Code and Description

RFX : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

1

For a given quantity of +securities held

1

**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

Maximum Number of +securities proposed to be issued

915,682,051

Purpose of the issue

A non-renounceable right issues for:
Support cost down and product development and research activities
Capital for Product Development, Gen 3 factory retooling and IP protection
Support sale and business development, support infrastructure and general working capital activities
For further detail see Use of Funds in the Investor Presentation

Offer price details for retail security holders**Issue Currency**

AUD - Australian Dollar

Offer Price per +security

AUD 0.02500

Estimated or Actual? Actual**Oversubscription & Scale back details****Are +security holders allowed to oversubscribe?** Yes**Provide the oversubscription details**

Eligible Shareholders may also apply for New Shares in excess of their Entitlement (Additional New Shares), with such over subscriptions to be satisfied from entitlements that were not taken up by other shareholders under the Entitlement Offer.

May a scale back be applied to this event? Yes**Provide the scale back details**

In the event that demand for Additional New Shares exceeds the number of Additional New Shares available, the number of Additional New Shares issued to eligible shareholders will be scaled back on a pro rata basis.

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

Part 3C - Timetable

3C.1 +Record date

Tuesday June 16, 2020

3C.2 Ex date

Monday June 15, 2020



3C.4 Record date

Tuesday June 16, 2020

3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

Friday June 19, 2020

3C.6 Offer closing date

Friday July 10, 2020

3C.7 Last day to extend the offer closing date

Tuesday July 7, 2020

3C.9 Trading in new +securities commences on a deferred settlement basis

Monday July 13, 2020

3C.10 Last day for entity to announce the results of the offer to ASX, including the number and percentage of +securities taken up by existing +security holders and any shortfall taken up by underwriters or other investors

Wednesday July 15, 2020

3C.11 Issue date

Friday July 17, 2020

3C.12 Date trading starts on a normal T+2 basis

Monday July 20, 2020

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

Wednesday July 22, 2020

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

No

3E.2 Is the proposed offer to be underwritten?

No

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

Yes

3E.3a Will the handling fee or commission be Dollar based or Percentage based?

Percentage based (%)



3E.3b Amount of any handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible security holders

1.500000 %

3E.3c Please provide any other relevant information about the handling fee or commission method

The Company may consider on a case by case basis paying handling fees of up to 1.5% by prior agreement to brokers for Entitlement and Acceptance Forms lodged by them on behalf of eligible shareholders

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

N/A

Part 3F - Further Information

3F.1 The purposes for which the entity intends to use the cash raised by the proposed issue

Support sales and business development, support infrastructure and general working capital activities
Support cost down and product development and research activities
Capital for product development, Gen 3 factory retooling and IP protection

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No

3F.4 Countries in which the entity has security holders who will not be eligible to participate in the proposed issue

The Entitlement Offer will be extended to shareholders in Australia, New Zealand, Hong Kong and Singapore (Eligible Shareholders).
RFX will send all other securityholders (ie ineligible securityholders) a notice on 19 June 2020 which will state that those securityholders are not eligible to participate in the Entitlement Offer.

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing securities

Yes

3F.5a Please provide further details

Nominees or custodians with registered addresses in Australia, New Zealand, Hong Kong or Singapore may be able to participate in the Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold existing Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Shareholder.
Nominees and custodians who hold Shares as nominees or custodians should note in particular that the Entitlement Offer is not available to:

- ¿ beneficiaries on whose behalf they hold existing Shares who would not satisfy the criteria for an Eligible Shareholder;
- ¿ shareholders who are not eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

The Entitlement Offer is not available to securityholders that are in the United States or persons (including nominees or custodians) acting for the account or benefit of a person in the United States.

3F.6 URL on the entity's website where investors can download information about the proposed issue

<https://redflow.com/investors/asx-announcements/>



3F.7 Any other information the entity wishes to provide about the proposed issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

No

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)?

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

Unlisted Options exercisable at \$0.045

+Security Type

Options

Maximum Number of +securities proposed to be issued

4,000,000



Purpose of the issue

The Company has engaged Market Eye Pty Ltd (MarketEye) to provide corporate advisory and investor and media relations services in connection with the Entitlement Offer. Under the engagement MarketEye is entitled to receive 4,000,000 Options if the Company successfully raises a minimum of \$5 million of new capital, including as part of the Entitlement Offer

Offer price details for retail security holders

In what currency is the cash consideration being paid?

What is the issue price per +security?

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

No

Options details

+Security Currency

AUD - Australian Dollar

Exercise Price

AUD 0.0450

Expiry date

Monday July 17, 2023

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

RFX : ORDINARY FULLY PAID

Please provide any further information relating to the principal terms of the +securities

Part 7C - Timetable

7C.1 Proposed +issue date

Friday July 17, 2020

Part 7D - Listing Rule requirements



7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the 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?

4,000,000 unlisted options

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 10.11.1 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?

No

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

Part 7F - Further Information

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

