

29 October 2024

RBR to Proceed with Capital Raise by way of Placement and Non-Renounceable Entitlement Offer to Raise up to \$1.3m

RBR Group Limited (RBR or the Company) is pleased to announce the details of the Company's proposed Placement and non-renounceable Entitlement Offer.

PLACEMENT DETAILS

The Company proposes to raise up to \$675,000 (before costs) pursuant to a placement of 675,000,000 new fully paid ordinary shares (**Shares**) at an issue price of \$0.001 per Share (**Placement**).

The proposed Placement is structured in two tranches as follows:

- **Tranche 1:** The Company has received firm and binding commitments from professional and sophisticated investors to raise \$225,000 (before costs) through the issue of 225,000,000 Shares at an issue price of \$0.001 per Share, to be issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1.
- CPS Capital Group Pty Ltd (**CPS**) acted as the Sole Manager and Broker for Tranche 1 of the Placement.
- **Tranche 2:** Additionally, the Company intends, subject to shareholder approval to be sought at an upcoming general meeting, to issue a further 450,000,000 Shares to professional and sophisticated investors, at an issue price of \$0.001, to raise an additional \$450,000 (before costs), bringing the total funds raised under the Placement to \$675,000 (before costs).

Subject to shareholder approval, participants in the Placement will also receive one (1) free-attaching option for every two (2) Shares subscribed for and issued (**New Options**). The New Options will be exercisable at \$0.002 each, on or before 30 November 2027.

The New Options will be issued pursuant to a prospectus which will be lodged with the ASX in due course (**Prospectus**).

Additionally, 250,000,000 options will be issued to CPS, subject to shareholder approval at an upcoming general meeting, at an issue price of \$0.00001 per option (**Advisor Options**). The Advisor Options will also be exercisable at \$0.002 each, on or before 30 November 2027.

Further information in respect of the general meeting to approve the issue of the Tranche 2 Placement Shares, New Options and Advisor Options will be contained in a notice of meeting, to be released to the ASX in due course.

RBR GROUP LIMITED

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PO Box 534, West Perth, WA 6872

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ENTITLEMENT OFFER

The Company also proposes to undertake a pro-rata non-renounceable rights issue of one (1) new Share for every three (3) Shares held by eligible shareholders in Australia, New Zealand and South Africa, at \$0.001 per Share, to raise up to approximately \$619,802 (**Entitlement Offer**).

Shareholders will have the option to apply for additional shares beyond their entitlement if any shortfall exists at the conclusion of the Entitlement Offer period.

The Company's directors have agreed to underwrite on a best endeavours basis an aggregate total of \$150,000 and will be entitled to the first \$150,000 of any shortfall. Following placement of the first \$150,000 by the directors, CPS will have up to three months to place any shortfall balance remaining.

Further information in relation to the Entitlement Offer, including the Entitlement Offer terms and conditions, will be set out in the Prospectus. Existing security holders wishing to participate in the Entitlement Offer should carefully read the Prospectus (and accompanying application form).

The indicative timetable for the Placement and Entitlement Offer is set out below:

Event	Date
Resumption of trading and lodgement of Appendix 3B in relation to Placement and Entitlement Offer	Tuesday, 29 October 2024
Lodgement of this Prospectus with each of ASIC and ASX	Friday, 8 November 2024
Shares traded on an "ex" entitlement basis	Wednesday, 13 November 2024
Record Date for eligibility to participate in the Entitlement Offer	Thursday, 14 November 2024
Despatch of Prospectus and Entitlement and Acceptance Form to eligible shareholders and Company announces that this has occurred	Tuesday, 19 November 2024
Opening Date of Entitlement Offer	Tuesday, 19 November 2024
Last date to extend the Closing Date of Entitlement Offer	Monday, 25 November 2024
Closing Date of Entitlement Offer* and shortfall (if any) announced to ASX	Thursday, 28 November 2024
Securities quoted on a deferred settlement basis	Friday, 29 November 2024
Announcement of results of Entitlement Offer	Thursday, 5 December 2024
Settlement of Shares under the Entitlement Offer	Thursday, 5 December 2024
Issue of Shares under Entitlement Offer and lodgement of Appendix 2A applying for quotation of Shares	Thursday, 5 December 2024
Despatch of Holding Statements	Thursday, 5 December 2024

**The directors may extend the Closing Date by giving at least 3 Business Days' notice to ASC prior to the Closing Dated and accordingly, the above timetable is indicative only and is subject to change.*

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USE OF FUNDS

Funds raised via the Placement and Entitlement Offer will be primarily applied to the repayment of convertible notes, working capital and costs of the Placement.

CAPITAL STRUCTURE

The effect of the Placement and Entitlement Offer on the Company's capital structure, on the assumption that the Entitlement Offer is fully subscribed, is outlined below (subject to rounding):

Securities	Shares	Options	Performance Rights	Convertible Notes
Securities currently on issue	1,634,404,661	95,833,332	20,000,000	1,925,000
Placement Securities to be issued	675,000,000	337,500,000	-	-
New securities offered under the Entitlement Offer	619,801,554	-	-	-
Broker Options to be issued	-	250,000,000	-	-
Total	2,929,206,215	683,333,332	20,000,000	1,925,000

This announcement is authorised for release by the Board of RBR Group Limited.

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