



Update Summary

Entity name

COMPLII FINTECH SOLUTIONS LTD

Announcement Type

Update to previous announcement

Date of this announcement

24/9/2021

Reason for update to a previous announcement

Update conditions

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

COMPLII FINTECH SOLUTIONS LTD

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

71098238585

1.3 ASX issuer code

CF1

1.4 The announcement is Update/amendment to previous announcement**1.4a Reason for update to a previous announcement****1.4b Date of previous announcement to this update**

15/9/2021

1.5 Date of this announcement

24/9/2021

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?
Other (please specify in comment section)	2/11/2021	<input checked="" type="checkbox"/> Estimated	No

Comments

On 15 September 2021, Complii announced that it had signed a Bid Implementation Agreement (BIA) with PrimaryMarkets Limited (PrimaryMarkets) which sets out the terms on which the Company will offer to acquire all of the fully paid ordinary shares in PrimaryMarkets by way of an off-market takeover. The indicative timetable is disclosed in the announcement. The Takeover Offer will be subject to the satisfaction of certain bid conditions including a 90% minimum acceptance as set out at Schedule 2 of the BIA. If the conditions to the Takeover Offer are not satisfied or waived before the end of the offer period under the Takeover Offer, the proposed acquisition of 100% of the issued capital of PrimaryMarkets (Proposed Acquisition) will not proceed.

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	26/10/2021	<input checked="" type="checkbox"/> Estimated	No

Comments

The issue of performance rights to executives of PrimaryMarkets and Facilitation Shares to Blue Ocean Equities is subject to shareholder approval and subject to and conditional on completion of the Proposed Acquisition.

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

CF1 : ORDINARY FULLY PAID

Number of +securities proposed to be issued

105,000,000

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

Shares to be issued pursuant to the Takeover Offer of PrimaryMarkets as announced on 15 September 2021

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

5,355,000.000000

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

Yes

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

Unquoted options

+Security type

Options

**Number of +securities proposed to be issued**

16,000,000

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 Company has agreed to offer 0.2566 unquoted options for every one PrimaryMarkets share held at the register date (subject to rounding and satisfaction or waiver of the conditions to the Takeover Offer).

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**Will all the +securities issued in this class rank equally in all respects from their issue date?** Yes

Options details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.0750	3/11/2023

Details of the type of +security that will be issued if the option is exercised

CF1 : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

One fully paid ordinary share (ASX:CF1)

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

Refer to ASX announcement dated 15 September 2021

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

Unquoted options

+Security type

Options

Number of +securities proposed to be issued

21,000,000

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 Company has agreed to offer 0.3368 unquoted options for every one PrimaryMarkets share held at the register date (subject to rounding and satisfaction or waiver of the conditions to the Takeover Offer).

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

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

 Yes

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.1000

Expiry date

3/11/2023

Details of the type of +security that will be issued if the option is exercised

CF1 : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

One fully paid ordinary share (ASX:CF1)



Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

Refer to ASX announcement dated 15 September 2021

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

CF1AM : PERFORMANCE RIGHTS

Number of +securities proposed to be issued

9,000,000

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

Performance rights to be issued to executives of PrimaryMarkets Limited for services to be provided by those executives

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

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

Yes

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

CF1 : ORDINARY FULLY PAID

Number of +securities proposed to be issued

6,000,000

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 Facilitation Shares are to be Issued to Blue Ocean Equities Limited (or its nominee) for corporate advisory services associated with the Takeover Offer and are to be escrowed for 2 years from completion of the Takeover Offer.

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

306,000.000000

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

3/11/2021

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?

Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

26/10/2021

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?

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

40,742,712 Shares, 6,208,411 options exercisable at \$0.075 per option, 8,148,541 options exercisable at \$0.10 per option and 3,600,000 performance rights issued to Gavin Solomon and James Green and their associates pursuant to the Takeover Offer are to be escrowed until 17 December 2022.

1,282,410 Shares, 195,414 options exercisable at \$0.075 per option, 256,482 options exercisable at \$0.10 per option and 900,000 performance rights issued to Nicholas Capp and his associates pursuant to the Takeover Offer are to be escrowed until the earlier of:

(i) the date on which Complii releases to ASX its Appendix 4D and interim financial report for the half year ended 31 December 2021; and

(ii) 5pm on 28 February 2022.

6,000,000 Facilitation Shares are to be escrowed for 2 years from the date of completion of the Takeover Offer.

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

Refer to the ASX announcement of 15 September 2021.

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:

An applicable ASIC instrument or class order

