



Announcement Summary

Entity name

MAD PAWS HOLDINGS LIMITED

Announcement Type

New announcement

Date of this announcement

23/2/2022

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
MPA	ORDINARY FULLY PAID	78,043,478

Proposed +issue date

31/12/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

MAD PAWS HOLDINGS 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

39636243180

1.3 ASX issuer code

MPA

1.4 The announcement is

New announcement

1.5 Date of this announcement

23/2/2022

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	31/3/2022	<input checked="" type="checkbox"/> Estimated	No

Comments

The proposed issue of 63,043,478 Completion Consideration Shares and up to 15,000,000 Earnout Consideration Shares pursuant to the acquisition of Animal Magnetism Pty Ltd (Pet Chemist), will be subject to shareholder approval. For further information please refer ASX announcement lodged 23 February 2022.

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

MPA : ORDINARY FULLY PAID

Number of +securities proposed to be issued

63,043,478

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 Completion Consideration Shares will be issued at a deemed price of \$0.23 per share, with an aggregate deemed value of approximately \$14.5 million at the \$0.23 share price.

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

0.230000

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

MPA : ORDINARY FULLY PAID

Number of +securities proposed to be issued

15,000,000

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 Earn Out Consideration Shares will be issued with an aggregate deemed value of up to \$3 million, if applicable earn out hurdles are satisfied.

The Company has agreed to cap the number of potential Earn Out Consideration Shares to 15 million shares, reflecting the full scrip component of the earn out consideration being payable (\$3 million) and shares being issued at a floor price of \$0.20.

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

0.200000

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

31/12/2024

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

31/3/2022

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

Completion Consideration Shares will be voluntarily escrowed from the date of issue, to be released from the voluntary escrow restrictions in tranches as follows:

- i. 25% released 12 months after Completion;
- ii. 25% released 15 months after Completion;
- iii. 25% released 18 months after Completion; and
- iv. 25% released 21 months after Completion.

Earn Out Consideration Shares will be voluntarily escrowed for 6 months after issue.

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

Issue of Completion Consideration Shares and Earn Out Consideration Shares as part consideration for the acquisition of 100% of the share capital in Animal Magnetism Pty Ltd.

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

Not applicable.

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)