



17 March 2021

ASX Market Announcements
ASX Limited
Level 4
20 Bridge Street
SYDNEY NSW 2000

CLEANSING NOTICE

This notice is given by Red 5 Limited (**Red 5** or the **Company**) (ASX: RED) under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (**Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**ASIC Instrument 2016/84**).

Where applicable, references in this notice to sections of the Corporations Act are to those sections as modified by ASIC Instrument 2016/84.

Red 5 announced on 17 March 2021 an accelerated non-renounceable entitlement offer (**Entitlement Offer**) of 4 fully paid ordinary share in Red 5 (**New Shares**) for every 21 fully paid ordinary shares held in Red 5 as at 7.00 pm (Sydney time) on 19 March 2021 to eligible shareholders with a registered address in Australia, New Zealand, Singapore, Switzerland, the United Kingdom, Malaysia, and Hong Kong in which Red 5 has decided to make the Entitlement Offer (**Eligible Retail Shareholder**).

Canaccord Genuity (Australia) Limited and Petra Capital Pty Ltd are the joint lead managers to the Entitlement Offer.

Red 5 provides notice of the following:

1. Red 5 will offer the New Shares for issue without disclosure to investors under part 6D.2 of the Corporations Act.
2. Red 5 is providing this notice under section 708AA(2)(f) of the Corporations Act.
3. As at the date of this notice, Red 5 has complied with:
 - (a) the provisions of chapter 2M of the Corporations Act as they apply to Red 5; and
 - (b) section 674 of the Corporations Act.
4. As at the date of this notice there is no information:
 - (a) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (b) that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:

- (1) the assets and liabilities, financial position and performance, profits and losses and prospects of Red 5; or
 - (2) the rights and liabilities attaching to the New Shares.
5. If all shareholders take up their entitlement under the Entitlement Offer, the Entitlement Offer will have no effect on the control of Red 5. However, the proportional shareholdings of shareholders who are not residents in jurisdictions where the offer will be made may be diluted as those shareholders are not entitled to participate in the Entitlement Offer. Additionally, if an Eligible Retail Shareholder does not take up their entitlement in full there may be a dilutionary effect on that shareholder's proportionate shareholding.
6. In the event of a shortfall, the directors of Red 5, in consultation with the Joint Lead Managers, reserve the right to place the shortfall at their sole discretion. Acceptance of entitlements or the placement of any shortfall may also result in existing shareholders or new investors significantly increasing their interest in the Company or obtaining a substantial interest in the Company. However, the shortfall will only be placed to the extent that such placement is in compliance with the takeover provisions of the Corporations Act, which restrict a person and their associates from having a relevant interest in the Company of not more than 20%, subject to a number of exemptions.

By order of the Board

Mark Williams
Managing Director