# Application for In-principle Advice

# (ASX Listing Rules 1.1 condition 1 and 1.19)

|  |  |
| --- | --- |
| Name of entity | ABN/ARBN/ARSN/ACN |
|  |  |

**We (the entity named above) supply the following information and documents to support our application for in-principle advice in connection with our suitability for admission to the official list of ASX Limited (ASX) as an ASX Listing under ASX Listing Rules 1.1 condition 1 and 1.19.**[[1]](#footnote-2)

***Note:*** *Terms used in this Form have the same meaning as in the ASX Listing Rules.*

## *Instructions: please complete each applicable item below. If an item is not applicable, please mark it as “N/A”. If the item is being addressed by an attachment, please indicate the number of the attachment.*

#### Corporate details[[2]](#footnote-3)

|  |  |
| --- | --- |
| Place of incorporation or establishment |  |
| Date of incorporation or establishment |  |
| If the applicant is a trust, name of responsible entity and place and date of incorporation or establishment of responsible entity |  |
| Address and telephone number of registered office in place of incorporation or establishment |  |
| Address and telephone number of principal administrative office (if different from registered office) |  |
| Website URL |  |

#### Directors and management[[3]](#footnote-4)

|  |  |  |
| --- | --- | --- |
| Full name, title and brief bios of CEO/managing director, CFO and other senior executives |  |  |
| Full name, title and brief bio of the proposed chairperson of directors. State whether the chairperson will be an executive or non-executive director and, if the latter, whether he/she will be independent[[4]](#footnote-5) |  |  |
| Full names and brief bios of all other directors and proposed directors. State in each case whether he/she will be an executive or non-executive director and, if the latter, whether he/she will be independent[[5]](#footnote-6) |  |  |
| Are there concerns that a current or proposed director, CEO or CFO of the entity may not meet ASX’s good fame and character requirements? If yes, please provide details. |  |  |
| Company secretary |  |  |
| Details of any material equity interests that any of the officers above or their associates currently have in the entity |  |  |
| Details of any additional material equity interests that any of the officers above or their associates will receive in connection with the listing of the entity |  |  |

#### Corporate advisers[[6]](#footnote-7)

|  |  |  |
| --- | --- | --- |
| Lead manager / broker / underwriter[[7]](#footnote-8) |  |  |
| Legal counsel |  |  |
| Auditor[[8]](#footnote-9) |  |  |
| Investigating accountant |  |  |
| Preparer of any expert report(s) to be included in prospectus/PDS |  |  |
| Details of any material equity interests that any of the advisers above or their associates currently have in the entity |  |  |
| Details of any additional material equity interests that any of the advisers above or their associates will receive in connection with the listing of the entity |  |  |

#### Business operations

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| --- | --- |
| Describe the entity’s history[[9]](#footnote-10) |  |
| Describe the entity’s[[10]](#footnote-11) main business activity or activities, the key features of its business model (ie how it makes or intends to make a return for investors or otherwise achieve its objectives), the material business risks it faces, and its existing and proposed level of operations[[11]](#footnote-12) |  |
| Where are the entity’s main business activity or activities conducted?[[12]](#footnote-13) |  |
| Attach a group structure diagram showing the entity, all child entities and all persons expected to have substantial holdings in the entity as at listing. |  |
| Describe the entity’s capital on issue before the IPO, who owns it, the consideration paid and when it was paid[[13]](#footnote-14). |  |
| Proposed IPO capital raising (show separately, the number of securities to be issued and the funds raised at both minimum and maximum subscriptions) |  |
| The entity’s indicative market capitalisation based on its IPO price, at both minimum and maximum subscriptions |  |
| The anticipated free float[[14]](#footnote-15) of the entity at the time of listing, at both minimum and maximum subscriptions |  |
| The proposed use of funds raised by the IPO, at both minimum and maximum subscriptions |  |
| If the entity needs to acquire any material land, plant and equipment or intellectual property rights or obtain any material licences, permits or other government authorisations to conduct its business at listing, please provide details |  |
| Explain why the entity wishes to list on ASX |  |
| Has the entity made an application to another exchange to list that was withdrawn or declined? If yes, provide details |  |

#### Financial statements

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| --- | --- |
| Is the entity proposing to apply under the profit test (listing rule 1.2) or assets test (listing rule 1.3)? | Profit test  Assets test |
| Attach a copy of the accounts required to be lodged with ASX under that test[[15]](#footnote-16) |  |
| Attach a pro-forma statement of financial position showing the entity’s financial positon at both minimum and maximum subscriptions[[16]](#footnote-17) |  |

#### Start-ups or entities with no material revenue (other than mining exploration and oil and gas exploration entities)

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| --- | --- |
| Describe the key milestones for the entity to achieve profitability and the likely time frame involved |  |
| Describe the key commercial contracts the entity will have in place at listing to move towards profitability |  |

#### Mining exploration and oil and gas exploration entities

|  |  |
| --- | --- |
| Describe the entity’s mining/petroleum tenement(s), where they are located, what exploration has been conducted to date, and the nature of the entity’s interest in the tenement(s) |  |

#### Entities with material intellectual property assets (such as technology and life science entities)

|  |  |
| --- | --- |
| Describe the current state of development of the entity’s intellectual property and what funds have been expended on development to date |  |
| Describe how and to what stage the IPO will advance the development of the entity’s intellectual property |  |

#### Entities holding or acquiring interests in classified assets

|  |  |
| --- | --- |
| Within the 2 years preceding the date of the entity’s application for admission to the official list, has the entity acquired, or entered into an agreement to acquire, a classified asset? If so, please describe:   * the date of the acquisition or agreement; * full details of the classified asset, including any title particulars; * the name of the vendor; * if the vendor was not the beneficial owner of the classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s); * details of the relationship between the vendor (or, if the vendor was not the beneficial owner of the classified asset at the date of the acquisition or agreement, between the beneficial owner(s)) and the entity or any related party or promoter of, or adviser to, the entity; and * details of the purchase price paid or payable and all other consideration (whether legally enforceable or not) passing directly or indirectly to the vendor,   and, if the vendor acquired the asset from a third party within that 2 year period, the equivalent details to those set out above in relation to the arrangements between the vendor and the third party. |  |

#### Additional information for back door listings

|  |  |
| --- | --- |
| Describe the consideration being paid by the entity for the entity/business being back door listed  Note: if the entity/business being back door listed a “classified asset”, the consideration for the acquisition must be restricted securities |  |
| Describe the amount of investment by the current owners in the entity/business being back door listed |  |
| What percentage of the issued capital of the entity are the current owners of the entity/business being back door listed likely to have at the time the entity is re-admitted to the official list, at both minimum and maximum subscriptions? |  |
| Will any of the securities in the entity to be acquired by the current owners of the entity/business being back door listed be “restricted securities”? If yes, please provide details |  |
| Will the current owners of the entity/business being back door listed have any ongoing involvement in the board or management of the entity after it is re-admitted to the official list? If yes, please provide details |  |

1. ASX will provide the applicant with in-principle advice on the application of Listing Rule 1.1 condition 1 and Listing Rule 1.19. For further information on seeking in-principle advice from ASX please refer to Guidance Note 1 *Applying for Admission – ASX Listings.* [↑](#footnote-ref-2)
2. If the entity is a stapled structure, please provide these details for each entity comprising the stapled structure. If this application relates to a back door listing of another entity, please provide these details both for the entity that is currently listed and for the entity that is being back door listed. [↑](#footnote-ref-3)
3. The details provided here should be for the directors and management of the entity (or, if the entity is a trust, of the responsible entity of the trust) as they are proposed to be at the date the entity is admitted (or, in the case of a back door listing, re-admitted) to the official list. In each case, the brief bios for each person should cover their experience (if any) in directing or managing an ASX listed entity and in directing or managing an entity with the type of business the entity will have at the time of admission (or, in the case of a back door listing, re-admission). [↑](#footnote-ref-4)
4. Within the meaning of the ASX Corporate Governance Council’s guidelines on independence. [↑](#footnote-ref-5)
5. Within the meaning of the ASX Corporate Governance Council’s guidelines on independence. [↑](#footnote-ref-6)
6. If this application relates to a back door listing, provide details of the corporate advisers for the entity and the entity/business being back door listed. [↑](#footnote-ref-7)
7. Specify whether the person is lead manager or underwriter and, if the latter, the extent of the underwriting. [↑](#footnote-ref-8)
8. Include the date the current auditor was appointed. [↑](#footnote-ref-9)
9. If this application relates to a back door listing, describe the history of the entity and the entity/business being back door listed. [↑](#footnote-ref-10)
10. If this application relates to a back door listing, provide this information for the entity and the entity/business being back door listed. [↑](#footnote-ref-11)
11. If applicable, include information describing the scale of operations, such as revenue (historical and forecast), number of customers, quantity of products sold, number of staff, etc. [↑](#footnote-ref-12)
12. If this application relates to a back door listing, provide this information for the business being back door listed. [↑](#footnote-ref-13)
13. Include this information for any child entities, or if this application relates to a back door listing, provide this information for the business being back door listed. [↑](#footnote-ref-14)
14. As per the definition of “free float” in Chapter 19 of the ASX Listing Rules. [↑](#footnote-ref-15)
15. Financial accounts required to be attached with the application:

    **Profit test:** attach audited accounts for the last 3 full financial years and, if the entity’s last financial year ended more than 6 months and 75 days before the date of this application, audited or reviewed accounts for the last half year (or longer period if available).

    **Assets test:** attach audited accounts for the last 2 full financial years and, if the entity’s last financial year ended more than 6 months and 75 days before the date of this application, audited or reviewed accounts for the last half year (or longer period if available). Also, if the entity has in the 12 months before the date of this application acquired, or is proposing in connection with its application for admission to acquire, another entity or business that is significant in the context of the entity, attach audited accounts for the last 2 full financial years for that other entity or business and, if the last full financial year for that other entity or business ended more than 6 months and 75 days before the date of this application, attach audited or reviewed accounts for the last half year (or longer period if available) for that other entity or business. [↑](#footnote-ref-16)
16. If the entity is applying under the assets test (listing rule 1.3), this should clearly demonstrate the entity’s compliance with the minimum $4 million NTA requirement at the minimum subscription. [↑](#footnote-ref-17)