Appendix 3B

Proposed issue of +securities

Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are proposing to issue a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. For offers where the +securities proposed to be issued are in an existing class of security, and the event timetable includes rights (or entitlement for non-renounceable issues), and deferred settlement trading or a representation of such, ASX requires the issuer to advise ASX of the ISIN code for the rights (or entitlement), and deferred settlement trading. This code will be different to the existing class. If the securities do not rank equally with the existing class, the same ISIN code will be used for that security to continue to be quoted while it does not rank.

Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

**Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.*

Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) 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).	ATOMOS LIMITED
1.2	*Registration type and number *Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).*	ABN 25139730500
1.3	*ASX issuer code	
1.4	*This announcement is *Tick whichever is applicable.*	☒ A new announcement ☐ An update/amendment to a previous announcement ☐ A cancellation of a previous announcement
1.4a	*Reason for update *Answer this question if your response to Q 1.4 is "An update/amendment to previous announcement". A reason must be provided for an update.*	

1.4b	*Date of previous announcement(s) to this update *Answer this question if your response to Q 1.4 is "An update/amendment to previous announcement".*	
1.4c	*Reason for cancellation *Answer this question if your response to Q 1.4 is "A cancellation of previous announcement".*	
1.4d	*Date of previous announcement(s) to this cancellation *Answer this question if your response to Q 1.4 is "A cancellation of previous announcement".*	
1.5	*Date of this announcement	18 October 2022
1.6	*The proposed issue is: *Note: You can select more than one type of issue (e.g. an offer of securities under a securities purchase plan and a placement, however ASX may restrict certain events from being announced concurrently). Please contact your ASX listings compliance adviser if you are unsure.*	☐ A +bonus issue *(complete Parts 2 and 8)* ☐ A standard +pro rata issue (non-renounceable or renounceable) *(complete Q1.6a and Parts 3 and 8)* ☒ An accelerated offer *(complete Q1.6b and Parts 3 and 8)* ☐ An offer of +securities under a +securities purchase plan *(complete Parts 4 and 8)* ☐ A non-+pro rata offer of +securities under a +disclosure document or +PDS *(complete Parts 5 and 8)* ☐ A non-+pro rata offer to wholesale investors under an information memorandum *(complete Parts 6 and 8)* ☐ A placement or other type of issue *(complete Parts 7 and 8)*
1.6a	*The proposed standard +pro rata issue is: *Answer this question if your response to Q1.6 is "A standard pro rata issue (non-renounceable or renounceable)."* *Select one item from the list* *An issuer whose securities are currently suspended from trading cannot proceed with an entitlement offer that allows rights trading. If your securities are currently suspended, please consult your ASX listings compliance adviser before proceeding further.*	☐ Non-renounceable ☐ Renounceable
1.6b	*The proposed accelerated offer is: *Answer this question if your response to Q1.6 is "An accelerated offer"* *Select one item from the list* *An issuer whose securities are currently suspended from trading cannot proceed with an entitlement offer that allows rights trading. If your securities are currently suspended, please consult your ASX listings compliance adviser before proceeding further.*	☒ Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO) ☐ Accelerated renounceable entitlement offer (commonly known as an AREO) ☐ Simultaneous accelerated renounceable entitlement offer (commonly known as a SAREO) ☐ Accelerated renounceable entitlement offer with dual book-build structure (commonly known as a RAPIDS) ☐ Accelerated renounceable entitlement offer with retail rights trading (commonly known as a PAITREO)

Part 3 – Details of proposed entitlement offer

If your response to Q1.6 is "A standard pro rata issue (non-renounceable or renounceable)" or "An accelerated offer", please complete parts 3A, 3F and 3G and the details of the securities proposed to be issued in Part 8. Please also complete Parts 3B and 3C if your response to Q1.6 is "A standard pro rata issue (non-renounceable or renounceable)" and Parts 3D and 3E if your response to Q1.6 is "An accelerated offer". Refer to sections 2,3,4,5 and 6 of Appendix 7A of the Listing Rules for the respective timetables for entitlement offers, including non-renounceable, renounceable and accelerated offers.

Part 3A – Proposed entitlement offer – conditions

Question No.	Question	Answer
3A.1	*Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis? *For example, this could include:* • *+Security holder approval* • *Court approval* • *Lodgement of court order with +ASIC* • *ACCC approval* • *FIRB approval* *Disregard any approvals that have already been obtained or conditions that have already been satisfied.* *If any of the above approvals apply to the entitlement offer, they must be obtained before business day 0 of the timetable. The relevant approvals must be received before ASX can establish an ex market in the securities.*	No

3A.1a	Conditions *Answer these questions if your response to Q3A.1 is "Yes".*			
*Approval/ condition Type *Select the applicable approval/condition from the list (ignore those that are not applicable). More than one approval/condition can be selected.*	*Date for determination *The 'date for determination' is the date that you expect to know if the approval is given or condition is satisfied (for example, the date of the security holder meeting in the case of security holder approval or the date of the court hearing in the case of court approval).*	*Is the date estimated or actual?	**Approval received/ condition met? *Please respond "Yes" or "No". Only answer this question when you know the outcome of the approval. Note that you will need to lodge an updated Appendix 3B showing that all required approvals have been obtained and conditions have been met prior to business day 0 in the timetable for the entitlement offer in Appendix 7A of the listing rules.*	Comments
+Security holder approval				
Court approval				
Lodgement of court order with +ASIC				
ACCC approval				
FIRB approval				
Other (please specify in comment section)				

Part 3E – Proposed accelerated offer – timetable

If your response to Q1.6 is "An accelerated offer", please complete the relevant questions in this Part.

Question No.	Question	Answer
3E.1a	*First day of trading halt *The entity is required to announce the accelerated offer and give a completed Appendix 3B to ASX. If the accelerated offer is conditional on security holder approval or any other requirement, that condition must have been satisfied and the entity must have announced that fact to ASX. An entity should also consider the rights of convertible security holders to participate in the issue and what, if any, notice needs to be given to them in relation to the issue*	18 October 2022
3E.1b	*Announcement date of accelerated offer	18 October 2022
3E.2	*Trading resumes on an ex-entitlement basis (ex date) *For JUMBO, ANREO, AREO, SAREO, RAPIDs offers*	20 October 2022
3E.3	*Trading resumes on ex-rights basis *For PAITREO offers only*	n/a
3E.4	*Rights trading commences *For PAITREO offers only*	n/a
3E.5	*Date offer will be made to eligible institutional +security holders	18 October 2022
3E.6	*Application closing date for institutional +security holders	19 October 2022
3E.7	Institutional offer shortfall book build date *For AREO, SAREO, RAPIDs, PAITREO offers*	n/a
3E.8	*Announcement of results of institutional offer *The announcement should be made before the resumption of trading following the trading halt.*	20 October 2022
3E.9	*+Record date *Record date to identify security holders entitled to participate in the offer. Per Appendix 7A sections 4, 5 and 6 the record date must be at least 2 business days from the announcement date (day 0).*	20 October 2022
3E.10	Settlement date of new +securities issued under institutional entitlement offer *If DvP settlement applies, provided the Appendix 2A is given to ASX before noon (Sydney time) this day, normal trading in the securities will apply on the next business day, and if DvP settlement does not apply on the business day after that.*	24 October 2022
3E.11	*+Issue date for institutional +security holders	24 October 2022
3E.12	*Normal trading of new +securities issued under institutional entitlement offer	25 October 2022

3E.13	*Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue *The offer documents can be sent to security holders as early as business day 4 but must be sent no later than business day 6. Business day 6 is the last day for the offer to open. For renounceable offers, deferred settlement trading in rights ends at the close of trading on this day. Trading in rights on a normal (T+2) settlement basis will start from market open on the next business day (i.e. business day 7) provided that the entity tells ASX by noon Sydney time that the offer documents have been sent or will have been sent by the end of the day.*	25 October 2022
3E.14	*Offer closing date for retail +security holders *Offers close at 5pm on this day. The date must be at least 7 business days after the entity announces that the offer documents have been sent to holders.*	8 November 2022
3E.15	*Last day to extend the retail offer closing date *At least 3 business days' notice must be given to extend the offer closing date. Notification must be made before noon (Sydney time) on this day.*	3 November 2022
3E.16	*Rights trading end date *For PAITREO offers only*	n/a
3E.17	*Trading in new +securities commences on a deferred settlement basis *For PAITREO offers only* *The business day after rights trading end date*	n/a
3E.18	[deleted]	
3E.19	Last day to announce results of retail offer, bookbuild for any shortfall (if applicable) *Note this is the last day to announce results of retail offer for all offers except JUMBO and ANREO offers.*	n/a
3E.20	Entity announces results of bookbuild (including any information about the bookbuild expected to be disclosed under section 4.12 of Guidance Note 30) *For all offers except JUMBO, ANREO*	n/a
3E.21	*+Issue date for retail +security holders and last day for entity to announce results of retail offer *Per Appendix 7A section 4, the issue date should be no more than 5 business days after the offer closes date. Per Appendix 7A sections 5 and 6, the issue date should be no more than 8 business days after the offer closes date. This is the last day for the entity to issue the securities taken up in the pro rata issue and lodge an Appendix 2A with ASX to apply for quotation of the securities. Deferred settlement trading (if applicable) will end at market close on this day.* *Note, this is the last day for entity to announce results of retail offer for JUMBO and ANREO offers only.*	15 November 2022
3E.22	*Date trading starts on a normal T+2 basis *For PAITREO offers only* *This is one business day after the issue date.*	n/a

3E.23	*First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis *For PAITREO offers only* *This is two business days after trading starts on a normal T+2 basis (3 business days after the issue date).*	n/a

Part 3F – Proposed entitlement offer – fees and expenses

Question No.	Question	Answer
3F.1	*Will there be a lead manager or broker to the proposed offer?	Yes or No
3F.1a	*Who is the lead manager/broker? *Answer this question if your response to Q3F.1 is "Yes".*	Joint Lead Managers – Shaw and Partners and Morgans Corporate Limited
3F.1b	*What fee, commission or other consideration is payable to them for acting as lead manager/broker? *Answer this question if your response to Q3F.1 is "Yes".*	5% of the institutional placement and entitlement offer
3F.2	*Is the proposed offer to be underwritten?	Yes
3F.2a	*Who are the underwriter(s)? *Answer this question if your response to Q3F.2 is "Yes".* *Note for issuers that are an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing): If you are seeking to rely on listing rule 7.2 exception 2 to issue the securities without security holder approval under listing rule 7.1 and without using your placement capacity under listing rules 7.1 or 7.1A, you must include the details asked for in this and the next 3 questions.*	Shaw and Partners and Morgans Corporate Limited
3F.2b	*What is the extent of the underwriting (i.e. the amount or proportion of the offer that is underwritten)? *Answer this question if your response to Q3F.2 is "Yes".*	100% of the placement and entitlement offer
3F.2c	*What fees, commissions or other consideration are payable to them for acting as underwriter(s)? *Answer this question if your response to Q3F.2 is "Yes".* *This includes any applicable discount the underwriter receives to the issue price payable by participants in the issue.*	5% of the proceeds raised under the retail entitlement offer

3F.2d	*Provide a summary of the significant events that could lead to the underwriting being terminated *Answer this question if your response to Q3F.2 is "Yes".* *You may cross-refer to a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released on the ASX Market Announcements Platform.*	The Joint Lead Managers may terminate the underwriting agreement if any of the following events occur: (i) ASX/S&P 300 Index fall; (ii) misleading disclosure; (iii) cessation of the Company's ASX listing; (iv) regulatory action which are commenced in relation to the offer; (v) force majeure; (vi) insolvency of the Company or any group member; (vii) change in directors or management. Refer Investor Presentation dated 18 October 2022 for further details on termination events.
3F.2e	*Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer? *Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing) and your response to Q3F.2 is "Yes".*	No
3F.2e(i)	*What is the name of that party? *Answer this question if the issuer is an ASX Listing and your response to Q3F.2e is "Yes".* *Note: If you are seeking to rely on listing rule 10.12 exception 2 to issue the securities to the underwriter or sub-underwriter without security holder approval under listing rule 10.11, you must include the details asked for in this and the next 2 questions. If there is more than one party referred to in listing rule 10.11 acting as underwriter or sub-underwriter include all of their details in this and the next 2 questions.*	n/a
3F.2e(ii)	*What is the extent of their underwriting or sub-underwriting (i.e. the amount or proportion of the issue they have underwritten or sub-underwritten)? *Answer this question if the issuer is an ASX Listing and your response to Q3F.2e is "Yes".*	n/a
3F.2e(iii)	*What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter? *Answer this question if the issuer is an ASX Listing and your response to Q3F.2e is "Yes".* *Note: This includes any applicable discount the underwriter or sub-underwriter receives to the issue price payable by participants in the issue.*	n/a
3F.3	*Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?	No
3F.3a	*Will the handling fee or commission be dollar based or percentage based? *Answer this question if your response to Q3F.3 is "Yes".*	n/a
3F.3b	*Amount of handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders *Answer this question if your response to Q3F.3 is "Yes" and your response to Q3F.3a is "dollar based".*	n/a

3F.3c	*Percentage handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders *Answer this question if your response to Q3F.3 is "Yes" and your response to Q3F.3a is "percentage based".*	n/a
3F.3d	Please provide any other relevant information about the handling fee or commission method *Answer this question if your response to Q3F.3 is "Yes".*	n/a
3F.4	Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer	Standard share registry, external advisers and ASX administrative fees

Part 3G – Proposed entitlement offer – further information

Question No.	Question	Answer
3G.1	*The purpose(s) for which the entity intends to use the cash raised by the proposed issue *You may select one or more of the items in the list.*	☐ For additional working capital ☐ To fund the retirement of debt ☐ To pay for the acquisition of an asset [*provide details below*] ☐ To pay for services rendered [*provide details below*] ☒ Other [*provide details below*] Additional details: **Strategic investment in MAVIS; marketing of new revenue streams; sensor commercialisation; debt reduction; balance sheet flexibility**
3G.2	*Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?	No
3G.2a	*Please explain how holdings on different registers or subregisters will be aggregated for the purposes of determining entitlements. *Answer this question if your response to Q3G.2 is "Yes".*	n/a
3G.3	*Will the entity be changing its dividend/distribution policy if the proposed issue is successful?	No
3G.3a	*Please explain how the entity will change its dividend/distribution policy if the proposed issue is successful *Answer this question if your response to Q3G.3 is "Yes".*	n/a

3G.4	*Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue ***For non-renounceable issues (including accelerated):*** *The entity must send each holder to whom it will not offer the securities details of the issue and advice that the entity will not offer securities to them (listing rule 7.7.1(b)).* ***For renounceable issues (including accelerated):*** *The entity must send each holder to whom it will not offer the securities details of the issue and advice that the entity will not offer securities to them. It must also appoint a nominee to arrange for the sale of the entitlements that would have been given to those holders and to account to them for the net proceeds of the sale and advise each holder not given the entitlements that a nominee in Australia will arrange for sale of the entitlements and, if they are sold, for the net proceeds to be sent to the holder (listing rule 7.7.1(b) and (c)).*	China, Singapore, United States, Germany, Hong Kong, Japan, Thailand, France, the Netherlands, Malaysia and Saudi Arabia
3G.5	*Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities	Yes
3G.5a	*Please provide further details of the offer to eligible beneficiaries *Answer this question if your response to Q3G.5 is "Yes".* *If, for example, the entity intends to issue a notice to eligible nominees and custodians please indicate here where it may be found and/or when the entity expects to announce this information. You may enter a URL.*	Offer will be made to nominees/custodians. Share registry to send letter to nominees to detail beneficiaries.
3G.6	URL on the entity's website where investors can download information about the proposed issue	https://www.atomos.com/investor-centre
3G.7	Any other information the entity wishes to provide about the proposed issue	Refer capital raising announcement lodged on 18 October 2022.
3G.8	*Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?	No. Refer cleansing notice lodged on 18 October 2022.