



Announcement Summary

Entity name

OPENPAY GROUP LTD

Date of this announcement

Tuesday January 11, 2022

The +securities the subject of this notification are:

Other

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
New class - code to be confirmed	Warrants @ lower of A\$0.3825 or 30day VWAP ex 36 months from issue date	4,000,000	04/01/2022

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

OPENPAY GROUP LTD

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

ABN

Registration number

97637148200

1.3 ASX issuer code

OPY

1.4 The announcement is

New announcement

1.5 Date of this announcement

11/1/2022



Part 2 - Issue details

2.1 The +securities the subject of this notification are:

Other

Please specify

Securities issued previously announced to the market in an Appendix 3B.

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

does not have an existing ASX security code ("new class")



Part 3C - number and type of +securities the subject of this notification (new class) where issue has not previously been notified to ASX in an Appendix 3B

New +securities

ASX +security code

New class - code to be confirmed

+Security description

Warrants @ lower of A\$0.3825 or 30day VWAP ex 36 months from issue date

+Security type

Other

ISIN code

Date the +securities the subject of this notification were issued

4/1/2022

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

Yes

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.

Each Warrant confers the right (but not the obligation) to subscribe for one Ordinary Share at the Subscription Price (the lower of A\$0.3825 or the 30 day VWAP of the Company prior to the date of exercise) or to receive a cash consideration equal to the 5 trading day VWAP up to the Exercise Date.

Any other information the entity wishes to provide about the +securities the subject of this notification

Please provide any further information needed to understand the circumstances in which you are notifying the issue of these +securities to ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B

The proposed issue of the securities was announced to the market on 23 December 2021 in an Appendix 3B.



Issue details

Number of +securities

4,000,000

Were the +securities issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

4m warrants are issued to the lender on the drawing down of the First Tranche Facility.

Purpose of the issue

To raise additional working capital





Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:

(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

4.1 Quoted +Securities (Total number of each +class of +securities quoted)

ASX +security code and description	Total number of +securities on issue
OPY : ORDINARY FULLY PAID	130,773,716

4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
OPYAJ : OPTION EXPIRING 20-JAN-2031 EX NIL	94,779
OPYAI : OPTION EXPIRING 20-JAN-2031 EX \$2.6377086	166,666
OPYAE : OPTION EXPIRING 09-DEC-2029 EX \$1.60	2,314,286
OPYAK : OPTION EXPIRING 17-MAR-2031 EX \$3.71	276,731
OPYAH : OPTION EXPIRING 21-JAN-2030 EX NIL	125,000
OPYAP : OPTION EXPIRING 17-MAR-2031 EX NIL	157,385
OPYAF : OPTION EXPIRING 15-JUL-2030 EX \$1.60	912,371
OPYAG : OPTION EXPIRING 15-JUL-2030 EX NIL	481,859
OPYAL : OPTION EXPIRING 28-JUN-2031 EX \$3.71	68,122
OPYAM : OPTION EXPIRING 21-JAN-2031 EX NIL	35,040
OPYAN : OPTION EXPIRING 26-JUN-2031 EX NIL	103,742
OPYAO : PERFORMANCE RIGHTS	2,596,226
OPYAQ : WARRANTS EXPIRING 06-OCT-2026 EX \$1.30428516	1,022,271



New class - code to be confirmed : Warrants @ lower of A\$0.3825 or 30day VWAP ex 36 months from issue date

4,000,000



Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

No

5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

No

5.2b Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

5.2b.1 How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

4,000,000 (this is a portion of the proposed issue advised in the Appendix 3B)

5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No