

27 September 2021

ASX ANNOUNCEMENT

Placement and Bonus Option Issue

Highlights:

- ▶ Placement at \$0.003 per share to raise \$1.485 million.
- ▶ 1 for 5 Bonus Options with an exercise price of \$0.003 and expiry of 3 December 2021 to be issued to eligible shareholders with record date of 11 October 2021.
- ▶ If Bonus Options are exercised, shareholders will receive 1 New Share and 1 Additional Option with an exercise price of \$0.01 and expiry date of 5 December 2023.
- ▶ EN1 intends to seek quotation of the Additional Options

Engage:BDR (**EN1** or **Company**) (ASX: EN1) is pleased to announce the Company has received firm commitments from professional and sophisticated investors to raise \$1.485m (before costs) through the issue of 495,045,300 fully paid ordinary shares (**Shares**) in the Company (**Placement**) at an issue price of \$0.003 per Share (**Placement Shares**). The Placement was well supported by new and existing investors.

The Placement Shares will be issued under the Company's placement capacity under Listing Rule 7.1 and 7.1A and the Company expects settlement to occur on Wednesday, 29 September 2021.

Viriathus Capital Pty Ltd acted as Lead Manager to the Placement and will be paid a capital raising fee of 6% (plus GST) of the gross proceeds raised under the Placement.

Placement funds will be used for the integration of new acquisition of ColorTV and working capital.

ColorTV

The Company entered into a non-binding Letter of Intent ("LOI") to acquire Replay Media Group, Inc, ("Replay Media") and including all assets related to ColorTV, an Orange County California, Connected TV (CTV) platform founded by industry veterans from Tapit, Millennial Media, Samsung and other industry leading companies. It is intended that ColorTV's tech and team will continue to build upon EN1's cross device

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capability and further entrench its position within the CTV market.

The non-binding LOI provides for a 30 day exclusivity period for EN1 to undertake due diligence enquiries and for entry into binding formal documentation.

ColorTV has a strong existing customer base that includes 24 integrations. At the completion of the proposed acquisition, these integrations would add recurring revenue to EN1. The proposed ColorTV acquisition is a continuation of EN1's CTV strategy, where each new integration adds incremental, recurring revenue.

The proposed acquisition provided for in the LOI is intended to include the ColorTV assets of Replay Media, which include the ColorTV platforms, technologies, source codes, customer contracts, and all intellectual property including rights to ColorTV's trade name. The indicative terms provided for in the LOI include an intended total acquisition consideration of US\$100,000 for the purchase expected to be comprised of one cash payment (50%) and 50% in EN1 shares (subject to refreshment of placement capacity and/or shareholder approval).

Bonus Option Issue to Shareholders

In recognition of the support received from its shareholders, EN1 intends to undertake a bonus issue of options (**Bonus Options**) to all shareholders (**Eligible Shareholders**) on 18 October 2021 based on a record date of 11 October 2021.

As the Bonus Options will be issued for nil consideration, EN1 is raising no capital from their issue. For every five Shares held at 5:00pm (Melbourne time) on the Record Date, Eligible Shareholders will be issued with one free Bonus Option.

The Bonus Options will have an exercise price \$0.003 each, expiring on 3 December 2021 and, if exercised, each will result in the issue of one fully paid ordinary share in EN1 plus a second option (**Additional Options**). EN1 will not seek quotation of the Bonus Options on ASX.

The Additional Options will have an exercise price \$0.01 each, expiring on 5 December 2023 and, if exercised, each will result in the allotment and issue of one fully paid ordinary share in EN1. EN1 intends to seek quotation of the Additional Options on ASX, subject to satisfying ASX quotation requirements.

The indicative timetable for the issue of Bonus Options and Additional Options is as follows

Event	Date
Announcement of Bonus Option Entitlement Offer and Appendix 3B	Tuesday, 5 October 2021
Lodgement of Prospectus with ASIC and ASX	Tuesday, 5 October 2021

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Ex Date	Friday, 8 October 2021
Record Date for determining Bonus Option Entitlements	Monday, 11 October 2021
Issue of Bonus Options and despatch of new holding statements	Monday, 18 October 2021
Bonus Option Expiry	3 December 2021
Additional Option Expiry	5 December 2023

As the dates set out above are indicative only, the Company reserves the right to amend them subject to the requirements of the Corporations Act and the ASX Listing Rules. The offer of Bonus Options will be made under a prospectus that will be available for download from the Company's website <https://engagebdr.com/> as from the date of lodgement of the prospectus with ASIC. A paper copy may be obtained from that time free of charge, by contacting the Company.

Eligible Shareholders are not obliged to take any action in relation to the issue of the Bonus Options. Holders of Existing Options will not be entitled to participate in the Bonus Option issue in respect of the Existing Options that they hold, unless those Existing Options have been validly exercised (and resulting Shares are allotted and issued) before the Record Date.

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We encourage our Shareholders to register their details using the QR Code below to ensure they're kept up to date with the latest news and to be notified of any upcoming Shareholder presentations or events.



For further investor enquires please contact Viriathus Capital on 1300 509 924 or investors@engageBDR.com.

A handwritten signature in blue ink, appearing to read 'TED'.

On behalf of the Board
Ted Dhanik
Co-Founder and Executive Chairman

Forward Looking Statements

Preliminary financial results published above are subject to audit, adjustment and closing, as they are estimates and figures may be rounded. Statements made in this release which are forward-looking statements and are based on the Company's expectations, estimates and projections. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "guidance" and similar expressions are intended to identify forward-looking statements. These words are not the exclusive means of identifying such statements. Any forward-looking statement made by the Company in this announcement is based only on information currently available to the Company and its current intentions (which may change) and speaks only as of the date on which it is made. Forward-looking statements are subject to a range of risks and uncertainties, some of which are beyond the Company's control. Risks and uncertainties can include matters inherent in the business of the Company, its management, its activities generally, and the market in which it operates. As a result, actual results could materially differ from those in the forward-looking statements. The forward-looking statements made in this announcement relate only to events as of the date on which the statements are made. The Company does not undertake any obligation to release publicly any revisions or updates to these forward-looking

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statements to reflect events, circumstances or unanticipated events occurring, or as a result of new information, future developments or otherwise after the date of this release except as required by the listing rules of ASX, by law or by appropriate regulatory authorities.

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