

ASX RELEASE

Pre-Quotation Disclosure Statements

Dreamscape Networks Limited (ACN 612 069 842) (**DN8** or the **Company**) provides the following disclosures in connection with the admission of its securities to quotation in accordance with the ASX Listing Rules.

The Company confirms:

- (a) all conditions to the Offer of 100 million shares at an issue price of \$0.25 under the Company's Prospectus dated 3 November 2016 have been satisfied and the Company has completed a \$25 million capital raising under the Prospectus;
- (b) all conditions precedent to the share sale agreement between DN8, Pandora Enterprise Holdings Ltd (**Pandora**), and the shareholders of Pandora (**Vendors**) have been satisfied or waived (**Share Sale Agreement**);
- (c) the Share Sale Agreement has been successfully completed via the issue of 234.4 million consideration shares and payment of \$10 million cash consideration to the Vendors (comprised of 60% of the total consideration to Bluegeko and 40% of the total consideration to Cloudsafe);
- (d) as a result of completion of the Share Sale Agreement, DN8 has acquired of 100% of the voting shares and issued capital of Pandora and has completed the Acquisition of the Dreamscape Networks Group;
- (e) it has issued 2,814,900 Lead Manager Options exercisable at \$0.25 on or before 31 December 2019 to CG Nominees (Australia) Pty Ltd;
- (f) the Company's capital structure following the above matters is as follows:

Shares	Number
Shares on issue prior to Offer	9,600,000
Shares issued to the Vendors	234,400,000
Shares issued pursuant to the Offer	100,000,000
Total Shares on issue	344,000,000
Performance Rights	Number
Performance Rights issued to Company Secretary	600,000
Performance Rights issued to Senior Employees	3,220,000
Total Performance Rights	3,820,000
Options	Number
Director Options – Non-exec	
Exercisable at 25c on or before 30 June 2020	6,800,000
Exercisable at 35c on or before 30 June 2021	5,100,000
Exercisable at 45c on or before 30 June 2022	5,100,000
Director Options – Executive	
Exercisable at 25c on or before 30 June 2020	4,200,000
Exercisable at 35c on or before 30 June 2021	3,150,000
Exercisable at 45c on or before 30 June 2022	3,150,000
Lead Manager Options	
Exercisable at 25c on or before 31 December 2019	2,814,900
Total Options on issue	30,314,900

- (g) The number of securities subject to voluntary escrow agreements is as follows:

Holder	Ordinary Shares
Cloudsafe Holdings Limited	93,760,000
BlueGeko Holdings Limited	140,640,000
TOTAL	234,400,000