

REVASUM

28 November 2023

ASX RELEASE (ASX: RVS)

Not for release to US wire services or distribution in the United States

PRO RATA ENTITLEMENT OFFER TO RAISE UP TO A\$6.25 MILLION

Revasum, Inc (ASX: RVS) (**Company**) is pleased to announce a pro rata accelerated non-renounceable entitlement offer of new CHES Depositary Interests (**New CDIs**) to eligible existing securityholders in the Company to raise a minimum of A\$2.31 million (US\$1.5 million)¹ and up to A\$6.25 million (US\$4.06 million)¹ (**Entitlement Offer**).

Proceeds raised will be used to fund working capital and transaction costs associated with the Entitlement Offer. To the extent that more than the minimum is raised under the Entitlement Offer, the Company also intends to fund research and development for future projects.

In addition to conducting this Entitlement Offer, the Company has engaged B. Riley Securities, Inc. to conduct a review of strategic alternatives for the business. The process is also continuing to identify an appropriate additional director to join the Revasum Board.

Revasum has also entered into Temporary Forbearance Agreements with its lenders SQN Venture Income Fund II, L.P., (**SQN**) and Firsthand Technology Opportunities Fund, a Series of Firsthand Funds (**Firsthand Opportunities**) with respect to prior breaches by the Company of their respective financing agreements. The Forbearance Agreements provide for certain modifications to the financing agreements.

Revasum CEO, Scott Jewler, commented:

"We are pleased to announce this entitlement offer following several quarters of year over year revenue growth. The market for silicon carbide semiconductor devices remains robust and is projected to grow rapidly over the next five years. The stronger balance sheet that will result from this offer is expected to give our customers additional comfort in our ability to fulfill their orders and contribute to our continued growth."

Entitlement Offer

The Entitlement Offer is a pro rata accelerated non-renounceable entitlement offer under which eligible securityholders will be entitled to subscribe for 1 New CDI for every 2.126 Shares or CDIs held at the record date for the Entitlement Offer at an offer price per New CDI of A\$0.125.

The offer price of A\$0.125 for the New CDIs represents a:

- 3.8% discount to the last close price of A\$0.13² on 23 November 2023
- 15.3% discount to the 5-day VWAP of A\$0.1476² up to 23 November 2023
- 2.6% discount to the theoretical ex-rights price (TERP) of A\$0.1284³

¹ All US\$ figures in this announcement are calculated using an exchange rate of A\$0.65:US\$1

² Per Iress as at market close on 27 November 2023

³ TERP is the theoretical ex-rights price. TERP is calculated by reference to Revasum's CDIs closing price of \$0.13 on 23 November 2023, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical

REVASUM

Approximately 18,461,538 New CDIs will be issued under the minimum raise and 50,000,000 New CDIs may be issued under the maximum raise under the Entitlement Offer and will rank equally with other New CDIs from their date of issue.

Firsthand Technology Value Fund and its affiliate Firsthand Opportunities, have confirmed that they will not take up their entitlements which will facilitate the introduction of new investors with increased liquidity and free float market capitalisation.

Director, Paul Mirabelle, has provided a binding commitment to take up his entitlement under the Entitlement Offer and certain key executives from the management team have indicated an interest in participating in any shortfall under the Entitlement Offer.

The Entitlement Offer comprises:

- the Institutional Entitlement Offer under which eligible institutional securityholders are invited to subscribe for their pro rata entitlement to New CDIs. The Institutional Entitlement Offer and shortfall bookbuild are being conducted on Tuesday, 28 November 2023. The Institutional Entitlement Offer and shortfall bookbuild will be offered to institutional securityholders and investors in Australia and New Zealand and in the US, to institutional shareholders and investors who are accredited investors.
- the Retail Entitlement Offer under which eligible retail securityholders in Australia and New Zealand will be invited to subscribe for their pro rata entitlement of New CDIs. Eligible retail securityholders can choose to take up their entitlement in full, in part or not at all. They may also apply for additional New CDIs in excess of their entitlement (**Additional CDIs**).

Additional CDIs will only be available where there is a shortfall between applications received from eligible securityholders and the number of New CDIs available to be issued under the Entitlement Offer, subject to the shortfall allocation policy set out in further detail in the Offer Booklet for the Entitlement Offer.

Additional CDIs will be issued at the offer price of A\$0.125 per New CDI and otherwise on the same terms as the other New CDIs under the Entitlement Offer. To the extent that any entitlements are not taken up under the Retail Entitlement Offer, these will be sold in an institutional bookbuild at the conclusion of the Retail Entitlement Offer.

- If any New CDIs are not taken up by eligible securityholders or sold in the bookbuilds, the Company reserves the right to place any shortfall by agreement with the Lead Manager, within 3 months after the Retail Closing Date.

Shaw and Partners Limited is acting as Lead Manager and Bookrunner to the Entitlement Offer. The Entitlement Offer is not underwritten. Maddocks is acting as Australian legal adviser to Revasum.

calculation only and the actual price at which Revasum CDIs trade immediately after the ex-date of the Entitlement Offer will depend on many factors and may not be equal to TERP

REVASUM

Timetable

Event	Date
Trading halt	Friday, 24 November
Announcement of Entitlement Offer	Tuesday, 28 November 2023
Institutional Entitlement Offer opens and closes	Tuesday, 28 November 2023
Announcement of results of Institutional Entitlement Offer	Wednesday, 29 November 2023
Resumption of trading on ASX on an entitlement basis	Wednesday, 29 November 2023
Record date for Entitlement Offer	7:00pm Thursday, 30 November 2023
Retail Entitlement Offer opens	Tuesday, 5 December 2023
Settlement of Institutional Entitlement Offer	Wednesday, 6 December 2023
Allotment and commencement of trading of New CDIs issued under the Institutional Entitlement Offer	Thursday, 7 December 2023
Retail Entitlement Offer closes	Thursday, 14 December 2023
Announcement of results of Retail Entitlement Offer	Wednesday, 20 December 2023
Allotment and commencement of trading of New CDIs issued under the Retail Entitlement Offer	Thursday, 21 December 2023

Dates and times in this ASX announcement are indicative only and subject to change. All times and dates refer to Sydney time. The Company reserves the right, subject to the Corporations Act, ASX Listing Rules and other applicable laws, to vary the dates of the Entitlement Offer without prior notice, including extending the Entitlement Offer or accepting late applications, either generally or in particular cases, or to withdraw the Entitlement Offer without prior notice. Applicants are encouraged to submit their personalised Entitlement and Acceptance Forms as soon as possible. The commencement of quotation of CDIs is subject to confirmation from ASX.

Further Information about the Offer

Further details including key risks associated with the Entitlement Offer are included in the Investor Presentation also released to ASX today and in the Retail Offer Booklet. The Retail Offer Booklet will be released to ASX and available on the Revasum website at revasum.com and is expected to be dispatched to eligible retail shareholders with entitlement and acceptance forms by Tuesday, 5 December 2023.

REVASUM

Forbearance Agreements with SQN and Firsthand Opportunities

SQN and Firsthand Opportunities have agreed to forbear from exercising certain rights and remedies under their respective financing facilities and to amend certain terms of their agreements with the Company as summarized below. Further information can be found in the Investor Presentation in the Section titled “Amended SQN and Firsthand Financing” and in the “Key Risk Factors” section.

SQN Forbearance

SQN has agreed to forbear from exercising its rights and remedies under the Loan and Security Agreement with the Company (**LSA**) as a result of certain existing defaults by the Company under the LSA until 30 June 2024 (or earlier in January 2024 on breach of a specific forbearance condition, or at any time upon the occurrence of a new event of default or breach of any other forbearance condition). In connection with SQN’s forbearance, the Company has agreed to grant a security over its intellectual property assets to SQN.

The continuation of SQN’s forbearance is subject to a number of conditions as summarised in the Investor Presentation.

In connection with the forbearance, the LSA is amended to reflect the below terms:

- The interest rate has been increased back to 14.75% per annum with effect from 1 November 2023;
- Principal repayments are deferred until 30 June 2024;
- The Maturity Date under the LSA has been brought forward from 1 August 2025 to 1 January 2025; and
- Additional fees are payable upon a change of control transaction or repayment or refinancing of the LSA.

Firsthand Forbearance

As a result of the Company’s prior breaches of the SQN LSA, an event of default was deemed to have occurred under the Firsthand Opportunities promissory notes in relation to which Firsthand Opportunities has granted a forbearance until 30 June 2024 subject to a number of conditions as summarised in the Investor Presentation.

In connection with Firsthand Opportunities’ forbearance, the terms of the promissory notes were amended with certain key terms set out below:

- The maturity date, which is one day following the maturity date of the SQN facility, has been brought forward from 2 August 2025 to 2 January 2025 as a result of the change to the maturity date under the LSA;
- The interest rate will increase to 14.75% per annum with effect from 1 November 2023; and
- Additional fees are payable upon a change of control transaction or repayment or refinancing of the LSA or the promissory notes; and
- The Company has agreed to grant a security over its intellectual property assets to Firsthand Opportunities which is subordinated to SQN’s security.

REVASUM

This announcement has been authorised and approved for release to ASX by the Board of Revasum, Inc.

All dollar amounts are in Australian dollars unless otherwise indicated.

- -ENDS- -

For further information please contact –

Company

Scott Jewler
President and Chief Executive Officer
E: scott.jewler@revasum.com

Investors

Bruce Ray
Chief Financial Officer
E: bruce.ray@revasum.com

Media

E: ir@revasum.com

About Revasum

Revasum (ARBN: 629 268 533) specializes in the design and manufacture of equipment used for the global semiconductor industry. Revasum's equipment helps drive advanced manufacturing technology for critical growth markets, including automotive, IoT, and 5G. Our product portfolio includes state of the art equipment for the grinding, polishing, and chemical mechanical planarization processes used to manufacture devices for those key end markets. All of our equipment is designed and developed in close collaboration with our customers. Learn how we create the equipment that generates the technology of today and tomorrow, visit www.revasum.com.

Safe Harbor Statement

This announcement contains forward-looking statements, which address a variety of subjects including, for example, financial projections, our statements regarding expected events, including expected revenue and earnings, system shipments, expected product offerings, product development, market adoption and technical advances. Statements that are not historical facts, including statements about our beliefs, plans and expectations, are forward-looking statements. Such statements are based on our current expectations and information currently available to management and are subject to a number of factors and uncertainties, many of which are outside the control of Revasum, which could cause actual results to differ materially from those described in the forward-looking statements. Revasum's management believes that these forward-looking statements are reasonable as and when made. However, you should not place undue reliance on any such forward-looking statements because such statements speak only as of the date they are made. Revasum does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law or the ASX Listing Rules. In addition, forward-looking statements are subject to certain risks and uncertainties that could cause actual results, events and developments to differ materially from our historical experience and our present expectations or projections.

Not an offer in the United States

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to US persons except in transactions exempt from, or not subject to, the registration of the US Securities Act and applicable US state securities laws.