



Announcement Summary

Entity name

USCOM LIMITED

Announcement Type

New announcement

Date of this announcement

5/2/2024

The Proposed issue is:

A standard pro rata issue (including non-renounceable or renounceable)

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

ASX +security code	+Security description	Maximum Number of +securities to be issued
UCM	ORDINARY FULLY PAID	54,438,159

Ex date

7/2/2024

+Record date

8/2/2024

Offer closing date

27/2/2024

Issue date

1/3/2024

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

USCOM LIMITED

We (the entity named above) 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).

1.2 Registered Number Type

ABN

Registration Number

35091028090

1.3 ASX issuer code

UCM

1.4 The announcement is

New announcement

1.5 Date of this announcement

5/2/2024

1.6 The Proposed issue is:

A standard +pro rata issue (non-renounceable or renounceable)

1.6a The proposed standard +pro rata issue is:

+ Non-renounceable



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

No

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +security code and description

UCM : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +security code and description

UCM : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

2

For a given quantity of +securities held

7

Maximum number of +securities proposed to be issued (subject to rounding)

54,438,159



What will be done with fractional entitlements?

Fractions rounded up to the next whole number

Offer price details for retail security holders

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.03700

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?

Yes

Describe the limits on over-subscription

The Directors will allocate shares under the Shortfall Offer to non-related shareholders in priority to Assoc. Prof. Phillips and Citicorp. Any remaining shares under the Shortfall Offer after all applications from non-related shareholders have been accepted will then be allocated to Citicorp. After all Shortfall Offers are exhausted, the Company will issue a shortfall notice to the underwriter to take up any remaining shortfall.

Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

Any scale back will be subject to availability of Additional New Shares and will occur in the Company's absolute discretion.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Part 3C - Timetable

3C.1 +Record date

8/2/2024

3C.2 Ex date

7/2/2024

3C.4 Record date

8/2/2024

3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

13/2/2024



3C.6 Offer closing date

27/2/2024

3C.7 Last day to extend the offer closing date

22/2/2024

3C.9 Trading in new +securities commences on a deferred settlement basis

28/2/2024

3C.11 +Issue date and last day for entity to announce results of +pro rata issue

1/3/2024

3C.12 Date trading starts on a normal T+2 basis

4/3/2024

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

6/3/2024

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

No

3E.2 Is the proposed offer to be underwritten?

Yes

3E.2a Who are the underwriter(s)?

Robert Phillips

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

Up to \$2 million

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

A fee 3% of the amount underwritten

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

-the Offer Document is withdrawn;
-ASIC takes any regulatory action in connection with the Offer;
-the Company is prevented from issuing the Shares within the time required by the Agreement;
-the Company fails to lodge an Appendix 3B; or
-any date in the Timetable is not met for more than five (5) Business Days.

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

Yes

3E.2e (i) What is the name of that party?

Robert Phillips

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

Up to \$2 million

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or



sub-underwriter?

A fee 3% of the amount underwritten

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

See ASX announcement 5 February 2024

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

US, China, Hong Kong, Singapore

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

Yes

3F.5a Please provide further details of the offer to eligible beneficiaries

Eligible Shareholders who are nominees, trustees or custodians are advised to seek independent advice as to how to proceed. The Offer is being made to all Eligible Shareholders. The Company is not required to determine whether or not any Eligible Shareholder is acting as a nominee or the identity or residence of any underlying beneficial owners of Shares.

3F.6 URL on the entity's website where investors can download information about the proposed issue

3F.7 Any other information the entity wishes to provide about the proposed issue

3F.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

3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)