



Announcement Summary

Entity name

CIPHERPOINT LIMITED

Announcement Type

New announcement

Date of this announcement

Wednesday August 19, 2020

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
CPT	ORDINARY FULLY PAID	48,371,141

Ex date

Tuesday August 25, 2020

+Record date

Wednesday August 26, 2020

Offer closing date

Wednesday September 16, 2020

Issue date

Wednesday September 23, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

CIPHERPOINT 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.

1.2 Registered Number Type

ACN

Registration Number

120658497

1.3 ASX issuer code

CPT

1.4 The announcement is

New announcement

1.5 Date of this announcement

Wednesday August 19, 2020

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 - Are any of the following approvals required for the entitlement offer to be unconditional?

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

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

CPT : 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

CPT : 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	For a given quantity of +securities held
1	2

What will be done with fractional entitlements?	Maximum number of +securities proposed to be issued (subject to rounding)
Fractions rounded up to the next whole number	48,371,141

Offer price details for retail security holders

In what currency will the offer be made?	What is the offer price per +security for the retail offer?
AUD - Australian Dollar	AUD 0.04800

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

Shareholders who apply for their full entitlement can apply for shortfall (if any) which will be allocated at the discretion of the Board, in consultation with the underwriter.

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

Yes

Describe the scale back arrangements

Yes, shortfall applications will be scaled back (and accepted or rejected) at this discretion of the Board, in consultation with the underwriter.

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

Wednesday August 26, 2020



3C.2 Ex date

Tuesday August 25, 2020

3C.4 Record date

Wednesday August 26, 2020

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

Monday August 31, 2020

3C.6 Offer closing date

Wednesday September 16, 2020

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

Friday September 11, 2020

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

Thursday September 17, 2020

3C.10 Last day for entity to announce the results of the offer to ASX, including the number and percentage of +securities taken up by existing +security holders and any shortfall taken up by underwriters or other investors

Friday September 18, 2020

3C.11 +Issue date

Wednesday September 23, 2020

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

Thursday September 24, 2020

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

Monday September 28, 2020

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)?

Viriathus Capital Pty Ltd

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

\$1,250,000



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

\$75,000 (plus GST), being 6% of the shortfall securities that are underwritten.

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

Termination events include the below. A more detailed summary will form part of the offer documentation.

- There is a material omission from or misleading information in the offer documents
- Any person other than the Underwriter who consented to being named in the offer documents withdraws that consent
- The Company is prevented from allotting offer shares within the time required by the Underwriting Agreement
- The S&P ASX 200 Index as determined at close of trading falls to a level that is 90% or less of the level at the close of trading on the date of the Underwriting Agreement
- A director of the Company is charged with an indictable offence
- The occurrence of certain prescribed corporate actions, without the prior written consent of the Underwriter
- Any act of God, war, revolution, or any other unlawful act against public order or authority
- Typical default events and material adverse changes
- A judgment in an amount exceeding \$150,000 is obtained against the Company

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

No

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

Other than as described above, other fees will include legal costs and ASX and ASIC fees.

Part 3F - Further Information

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

The net proceeds of the offer are intended to be used as working capital. Further details provided at the time of announcement and to be included in offer documents.

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

All other than Australia and New Zealand.

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

It is intended that eligible beneficiaries who act for eligible nominees may accept entitlements on behalf of their nominees.

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

Offer documents be mailed to eligible shareholders and otherwise made available via the company's announcements page with ASX.

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)?

Yes