

Announcement Summary

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**Entity name**

CIPHERPOINT LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Thursday January 21, 2021

**The Proposed issue is:**

- A standard pro rata issue (including non-renounceable or renounceable)
- A placement or other type of issue

**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
n/a	Options, 8 cent exercise	21,080,002
CPT	ORDINARY FULLY PAID	84,320,010

**Ex date**

Tuesday February 9, 2021

**+Record date**

Wednesday February 10, 2021

**Offer closing date**

Monday March 8, 2021

**Issue date**

Thursday March 11, 2021

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
n/a	Options, 8 cent expiry	5,319,148
CPT	ORDINARY FULLY PAID	21,276,595



**Proposed +issue date**

Monday February 1, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**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**

Thursday January 21, 2021

**1.6 The Proposed issue is:**

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

A placement or other type of issue

**1.6a The proposed standard +pro rata issue is:**

+ Non-renounceable



Part 3 - Details of proposed entitlement offer issue

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Part 3A - Conditions

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**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

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**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?**

Yes

**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

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**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)**



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<b>The quantity of additional +securities to be issued</b>	<b>For a given quantity of +securities held</b>
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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

84,320,010

#### 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 0.04700

#### 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**

Scale-back will be applied on over-subscriptions at discretion of the Board (refer below).

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

Yes

**Describe the scale back arrangements**

Scale-back to be applied at the discretion of the Board having regard to factors including the pro-rata entitlement of the shortfall applicants.

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

Yes

#### Attaching +Security

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**Is the proposed attaching 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)?**

New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)



**Details of attaching +securities proposed to be issued**

**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)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

Yes

**ASX +security code**

New class-code to be confirmed

**+Security description**

Options, 8 cent exercise

**+Security type**

Options

**Offer ratio (ratio of attaching securities at which the new +securities will be issued)**

**The quantity of attaching +securities to be issued**

1

**For a given quantity of the new +securities issued**

4

**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

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

21,080,002

**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 0.00000

**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**

Scale-back will be applied on over-subscriptions at discretion of the Board (refer below).

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

Yes



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**Describe the scale back arrangements**

Scale-back to be applied at the discretion of the Board having regard to factors including the pro-rata entitlement of the shortfall applicants.

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

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Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0800

**Expiry date**

Saturday February 5, 2022

**Details of the type of +security that will be issued if the option is exercised**

CPT : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

One fully paid ordinary shares (ASX:CPT)

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Refer announcement lodged 21 January 2021.

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Part 3C - Timetable

**3C.1 +Record date**

Wednesday February 10, 2021

**3C.2 Ex date**

Tuesday February 9, 2021

**3C.4 Record date**

Wednesday February 10, 2021

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

Monday February 15, 2021

**3C.6 Offer closing date**

Monday March 8, 2021



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

Wednesday March 3, 2021

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

Tuesday March 9, 2021

**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**

Thursday March 11, 2021

**3C.11 +Issue date**

Thursday March 11, 2021

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

Friday March 12, 2021

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

Tuesday March 16, 2021

Part 3E - Fees and expenses

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

No

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

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**

N/A

Part 3F - Further Information

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

As set out in ASX release dated 21 January 2021, including  
- meet costs of integration of the Brace 168 and Cipherpoint businesses; and  
- fund the expansion of the existing Cipherpoint business following the integration above.

**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**

Custodians may affect the entitlement offer on behalf of beneficiaries provided those beneficiaries are eligible recipients, further details to be provided in offer documents.

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

To be provided at time of lodgement of offer documents.

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

Calculations of maximum number of securities to be issued are prepared on the basis that the placement announced in conjunction with the entitlement issue is completed prior to the record date.

**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



Part 7 - Details of proposed placement or other issue

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Part 7A - Conditions

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**7A.1 - Are any of the following approvals required for the placement or other type of issue?**

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

No

Part 7B - Issue details

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**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?**

Yes

Details of +securities proposed to be issued

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**ASX +security code and description**

CPT : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

21,276,595

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.04700

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

Yes



Attaching +Security

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**Is the proposed attaching 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)?**

New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

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**Details of attaching +securities proposed to be issued**

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

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

Yes

**ASX +security code**

New class-code to be confirmed

**+Security description**

Options, 8 cent expiry

**+Security type**

Options

**Number of +securities proposed to be issued**

5,319,148

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Nil, free attaching options.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

Options details

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**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0800

**Expiry date**

Saturday February 5, 2022

**Details of the type of +security that will be issued if the option is exercised**

CPT : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

One fully paid ordinary share (ASX:CPT).

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Refer to ASX release 21 January 2021.

Part 7C - Timetable

**7C.1 Proposed +issue date**

Monday February 1, 2021

Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

6,576,596 ordinary shares and 5,319,148 free attaching options.

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

Yes

**7D.1c ( i ) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?**

14,700,000 ordinary shares.

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

No



**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

Part 7E - Fees and expenses

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**7E.1 Will there be a lead manager or broker to the proposed issue?**

No

**7E.2 Is the proposed issue to be underwritten?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Placement fees of 6% to be paid on funds raised and up to 4 million options will be issued to brokers assisting in the placement.

Part 7F - Further Information

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**7F.01 The purpose(s) for which the entity is issuing the securities**

To raise capital to fund the activities described earlier in this Appendix 3B, further details in the company's ASX release dated 21 January 2021.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**