



FOR IMMEDIATE RELEASE

31 October 2022

**A\$3M Private Placement
Investment by New York based Lind Partners
To support business development expansion in the US and Australia**

Perth, WA and Alexandria, VA - WhiteHawk Limited (ASX:WHK) (“WhiteHawk” or “the Company”), is the first global online cyber security exchange enabling all businesses and organizations to take smart and focused action to prevent cybercrime, fraud and disruption. WhiteHawk’s unique end to end approach to cyber risk prioritization and mitigation is a one time or continuous subscription of Software as a Service (SaaS) Cyber Risk automated product lines, to include Cyber Risk Radar, Program, and Scorecards, Virtual Consults, with Mapping to Maturity Models and 400+ Impactful Solution Options.

WhiteHawk is pleased to announce that it has executed an agreement with Lind Global Fund II, LP, a fund managed by The Lind Partners (together, “Lind”, or “Investor”) for an investment of up to A\$3M.

The A\$3M investment by Lind is via a A\$2m prepayment of cash for placements of ordinary fully paid shares (“Subscription Shares”) and unlisted 3 year options at 10c exercise price (“Options”) along with an additional A\$1m subject to mutual agreement. The proceeds will be used for working capital to support pipeline of cyber risk contract opportunities to include:

- Develop business opportunities in Australia to complement the current US market penetration given the obvious high need for effective cyber security risk reviews as evidenced by the recent high profile, high cost data leaks at Optus, Medibank Private and Woolworths as well as the recent AICD launch of the AICD Cybersecurity Governance Principles and the expected new Australian Federal Government legislation governing data breaches.
- Expand client engagements across all Commercial Sales Channels in the US to include Sontiq (a TransUnion Company) and Amazon Web Services.
- Advance the number of Cyber Risk Solution Partnerships with Global Consulting Firms.
- Close on current and grow future Proofs of Value, that lead to annual subscriptions.
- Improve technical integration with key Partner Technologies in support of current and future Cyber Governance, Risk and Compliance focused client requirements.

Key terms of the Agreement are summarised in the attached Appendix.



Terry Roberts, Executive Chair of the Company commented:

“Lind has been engaged with us over the past year as they track the global cyber risk market and see that our scalable Software as a Service Solutions are at a flexion point for growth, with a direct investment in our Sales Channels and Partners. This private placement provides us with an infusion of resources, in conjunction with our year on year growing revenues, to lock in near term opportunities and expand our pipeline for 2023 in the US and for the first time, Australia.”

Jeff Easton, founder of The Lind Partners commented:

“We see cybersecurity as an essential part of any business connected to the internet in order to protect IP and customer data and also an essential requirement of B2B supply chains where the weakest link on cybersecurity threatens the whole chain. WhiteHawk is a leading provider of fully automated cyber risk review products and services in the US, including to the US Federal Government and Lind Partners are pleased to be able to support Whitehawk’s business expansion into Australia, where there is an obvious need and support working capital needs for WhiteHawk’s expanding contracts pipeline.”

-ENDS-

Authorised for release by Terry Roberts (Chief Executive Officer and Executive Chair).

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About WhiteHawk

WhiteHawk Limited (WHK) launched in 2016, operates a cloud based, cyber risk monitoring, prioritization, and mitigation platform with Software as a Service (SaaS) comprehensive Digital Age Risk subscriptions, with mapping to next generation cybersecurity solutions via an online exchange, in the cyber risk and intelligence retail, virtual consulting and business/organization intelligence segments. Through the Company SaaS based product lines, they enable all enterprises to identify, prioritize and mitigate their own digital age risks or those of their suppliers, vendors, and clients, thereby taking immediate action against online crime, fraud, and disruption. For more information, visit www.whitehawk.com.



Appendix : summary of key terms of the Agreement

Overview	<p>The parties have entered into a share subscription agreement ("SSA"). Lind will pre-pay A\$2,000,000 ("Advance Payment") for a deemed value of A\$2,200,000 ("Advance Payment Credit"), which may be used to subscribe to ordinary shares of the Company ("Subscription Shares") within 24 months from the date of Advance Payment.</p> <p>The Investor and the Company may agree to fund additional A\$1,000,000 on pro-rata pricing and terms, upon mutual agreement after 180 days, or any other time upon mutual agreement.</p>
Use of Proceeds	<p>General working capital to support pipeline of cyber risk contract opportunities in Australia and the US.</p>
Initial Shares	<p>On receipt of the Advance Payment, the Company will issue 13,000,000 ordinary shares to investor ("Initial Shares"). The Initial Shares will reduce the Subscription Shares required to be issued under the SSA. The Initial Shares will be issued based on the Purchase Price as calculated at the time of payment.</p>
Subscription Shares	<p>Shares will be issued for the remaining amount of the Advance Payment Credit (after issue of the Initial Shares) based on the Purchase Price defined below, within 24 months from the date of the Advance Payment.</p> <p>The Subscription Shares will also be subject to Lock Up Limit and Share Issuance Limit defined below.</p> <p>In the event of a termination of the SSA, Investor will make an additional payment to the Company equal to the Initial Shares (13 million) multiplied by the Purchase Price as calculated at the time of payment.</p> <p>Once the Advance Payment Credit is A\$500,000 or less, any issue of shares will be offset against any remaining Initial Shares.</p> <p>If any Advance Payment Credit remains 24 months after the Advance Payment, it will be used to subscribe for Subscription Shares at that time at the Purchase Price. (i.e., no cash payment required).</p>
Purchase Price	<p>The Subscription Shares will be issued at the Purchase Price, defined as the the following:</p> <ul style="list-style-type: none"> (i) Fixed Subscription Price at A\$0.10 per share ("Price A"); or (ii) Variable Subscription Price of 90% of the average of the five lowest daily VWAPs during the 20 actual trading days prior to the date on which the Subscription Price is to be determined, rounded down to the lowest A\$0,001 ("Price B")
Lock Up Limit	<p>For 150 days, Investor can only request share issuance at Price A.</p>



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Share Issuance Limit	<p>The Purchase Price in relation to issue of the Subscription Shares will be limited ("Share Issuance Limit") as follows:</p> <p>Months 1 – 5 Price A only Months 6 – 12 Price A – no limit Price B – limited to \$150,000 per month Months 13 to 24 No limit</p>
Options	<p>Subject to obtaining shareholder approval at the next Annual General Meeting, the Company will issue 15,000,000 unlisted options, with exercise price of A\$0.10 per option and expiration date of 36 months after issue.</p> <p>Where shareholder approval is not obtained, Lind may reduce the number of Initial Shares by 5,000,000 shares.</p> <p>Pro-rata options will be issued for follow-on tranches, subject to requisite shareholder approvals.</p>
Company's rights	<p>Company's option to pay in cash</p> <p>Company will have the right (but not the obligation) to forego issuing shares for any Investor request for share issuance and, instead, pay cash for the value of shares that would have been issued at the Purchase Price.</p> <p>Company buy-back right</p> <p>Company will have the right (but not the obligation) to repay 100% of the Investment amount outstanding (amount for which Shares have not yet been issued) at any time by providing notice to Investor and repaying that amount in cash ("Buy-Back Right"). Should Company exercise its Buy-Back Right, Investor will have the option to exclude up to 1/3 of the outstanding Investment amount from being repaid and receive shares at the Purchase Price.</p> <p>Company's option to terminate</p> <p>Company will have the right to terminate the Agreement at any time.</p>
Fees and expenses	<p>3.0% fee of the Funded Amount (AU\$60,000) will be deducted via offset of funds advanced.</p> <p>In addition, the Company shall make a non-refundable payment towards the Investor's legal costs in the amount of AU\$15,000 to a law firm designated by the Investor on execution of the Term Sheet.</p> <p>The private placement was arranged by Viaticus Captial, as advisor to Whitehawk, for which Viaticus will receive a 1% transaction management fee.</p>
Placement Capacity	<p>The Options will be issued subject to shareholder approval.</p> <p>The Initial Shares will be issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1.</p>



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	<p>If necessary, the Company will obtain a refreshment of its share capacity and an approval of the Agreement at its next shareholder meeting.</p> <p>The aggregate maximum number of Initial Shares and Subscription Shares that the Company will be required to issue under the SSA is 33,000,000 Subscription Shares.</p>
Shorting	<p>Investor will not trade in the Company's shares prior to the date of the Agreement and will only sell the Company's shares if, at the time of the sale, it has a presently exercisable and unconditional right to vest the shares and otherwise complies with the requirements of the Corporations Act.</p> <p>Investor will be limited to selling no more than a total of AU\$150,000 of Advanced Placement Shares within the first 150 days after closing; thereafter, these restrictions will no longer apply.</p>
Other	<p>There is no security provided by the Company in respect of the SSA. No interest is payable under the SSA.</p>