

Appendix 4C

Quarterly report for entities subject to Listing Rule 4.7B⁽ⁱ⁾

Introduced 31/03/00 Amended 30/09/01, 24/10/05, 17/12/10, 01/09/16

Name of entity

TRIMANTIUM GROWTHOPS LIMITED

ABN

80 621 067 678

Quarter ended ("current quarter")

30-Jun-19

Consolidated statement of cash flows	Current quarter \$A'000	Year to date \$A'000
1 Cash flows from operating activities		
1.1 Receipts from customers ⁽ⁱⁱ⁾	31,156	109,207
1.2 Payments for		-
(a) research and development	-	-
(b) product manufacturing and operating costs ⁽ⁱⁱ⁾	(7,143)	(28,041)
(c) advertising and marketing	(387)	(1,120)
(d) leased assets	-	-
(e) staff and contractor costs	(14,119)	(56,900)
(f) administration and corporate costs ⁽ⁱⁱⁱ⁾	(7,879)	(26,056)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	65	270
1.5 Interest and other costs of finance paid	(122)	(2,306)
1.6 Income taxes paid	-	(2,169)
1.7 Government grants and tax incentives	-	-
1.8 Other (provide details if material)	-	-
1.9 Net cash from / (used in) operating activities	1,571	(7,115)
2 Cash flows from investing activities		
2.1 Payments to acquire:		
(a) property, plant and equipment	(788)	(1,399)
(b) businesses (see item 10) ⁽ⁱⁱⁱ⁾	-	(4,539)
(c) investments	-	(458)
(d) intellectual property	-	-
(e) other non-current assets	-	-
2.2 Proceeds from disposal of:		
(a) property, plant and equipment	-	-
(b) businesses (see item 10)	-	-
(c) investments	-	-
(d) intellectual property	-	-
(e) other non-current assets	-	-
2.3 Cash flows from loans to other entities	-	0
2.4 Dividends received (see note 3)	-	-
2.5 Transaction costs related to business acquired ^(iv)	-	(415)
2.6 Net cash from / (used in) investing activities	(788)	(6,811)

⁽ⁱ⁾ This Appendix 4C disclosure has been provided in accordance with ASX Listing Rule 4.7B as a result of Trimantium GrowthOps Limited's admission to the ASX under the Assets Test condition, detailed in Listing Rule 1.3.2(b).

⁽ⁱⁱ⁾ Product manufacturing and operating costs represents \$7.1m of media pass through expenses (YTD amount of \$28.0m) while receipts from customers includes \$7.1m of media pass through income (YTD amount of \$28.0m). In the 4C lodged in previous quarters, media pass through expenses were included in item 1(f), now reclassified to further clarify the nature of the expenses.

⁽ⁱⁱⁱ⁾ YTD amount comprises:

- \$2m of cash settlement for the acquisition of business from Xperior Group Pty Ltd on 24 December 2018;
- cash balance of Asia Pacific Digital Limited at the acquisition date (August 2018) of \$1.2m;
- less final settlement for the acquisition of other businesses (acquired on 15 March 2018) of \$3.7m.

^(iv) Amount YTD of \$415k represents transaction costs of \$364k incurred in acquisition of Asia Pacific Digital Limited in Q1 and \$51k incurred as part of the acquisition of business assets from Xperior Group Pty Ltd in Q2.

3 Cash flows from financing activities		
3.1 Proceeds from issues of shares	-	-
3.2 Proceeds from issue of convertible notes	-	-
3.3 Proceeds from exercise of share options	-	-
3.4 Transaction costs related to issues of shares, convertible notes or options	-	-
3.5 Proceeds from borrowings	448	14,448
3.6 Repayment of borrowings	-	(14,007)
3.7 Transaction costs related to loans and borrowings	-	(74)
3.8 Dividends paid	-	-
3.9 Payment on shares bought back ^(vi)	(66)	(66)
3.10 Net cash from / (used in) financing activities	382	302

4 Net increase / (decrease) in cash and cash equivalents for the period		
4.1 Cash and cash equivalents at beginning of quarter/year to date	6,820	21,608
4.2 Net cash from / (used in) operating activities (item 1.9 above)	1,571	(7,115)
4.3 Net cash from / (used in) investing activities (item 2.6 above)	(788)	(6,811)
4.4 Net cash from / (used in) financing activities (item 3.10 above)	382	302
4.5 Effect of movement in exchange rates on cash held	95	98
4.6 Cash and cash equivalents at end of quarter	8,081	8,081

5 Reconciliation of cash and cash equivalents	Current quarter	Previous quarter
at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	\$A'000	\$A'000
5.1 Bank balances	7,924	3,163
5.2 Call deposits	-	3,500
5.3 Bank overdrafts	-	-
5.4 Other - security deposits	157	157
5.5 Cash and cash equivalents at end of quarter (should equal item 4.6 above)	8,081	6,820

6 Payments to directors of the entity and their associates	Current quarter	
	\$A'000	
6.1 Aggregate amount of payments to these parties included in item 1.2	142	
6.2 Aggregate amount of cash flow from loans to these parties included in item 2.3	-	
6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2		

^(vi) In April 2019, the Company launched on-market share buy-back and bought back 108,754 shares. There is no current on-market share buy back.

7 Payments to related entities of the entity and their associates		Current quarter	
		\$A'000	
7.1	Aggregate amount of payments to these parties included in item 1.2	-	
7.2	Aggregate amount of cash flow from loans to these parties included in item 2.3	-	
7.3	Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2	N/A	

8 Financing facilities available		Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
<i>Add notes as necessary for an understanding of the position</i>			
8.1	Loan facilities	14,000	12,696
8.2	Credit standby arrangements	-	-
8.3	Lease guarantee	750	750
8.4	Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.	On 15 November 2018, Trimantium GrowthOps Limited entered into a two-year, \$14 million senior secured debt facility with Westpac Banking Corporation. The interest rate was 4.7% p.a. for the quarter. The lease guarantee facility has a revolving limit of \$750,000. The interest rate was 1.25% per half year.	

9 Estimated cash outflows for next quarter	\$A'000
9.1 Research and development	-
9.2 Product manufacturing and operating costs	(7,810)
9.3 Advertising and marketing	(123)
9.4 Leased assets	-
9.5 Staff costs	(13,227)
9.6 Administration and corporate costs	(7,004)
9.7 Payment for income tax	-
9.8 Payment for borrowing (principal and interest)	(161)
Total estimated cash outflows	(28,324)

10 Acquisitions and disposals of business entities (items 2.1(b) and 2.2(b) above)	Acquisitions	Disposals
10.1 Name of entity	Appendix A	N/A
10.2 Place of incorporation or registration	Australia	N/A
10.3 Consideration for acquisition or disposal	Appendix A	N/A
10.4 Total net assets	Appendix A	N/A
10.5 Nature of business	Appendix A	N/A

Compliance statement

- This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- This statement gives a true and fair view of the matters disclosed.


 Sign her
 (Director/Company secretary)

Date: 29 July 2019

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Notes

- 1 The quarterly report provides a basis for informing the market on how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
- 2 If this quarterly report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standard applies to this report.
- 3 Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.

Appendix A - Entities acquired in FY2019

No.	Consideration for acquisition or disposal	Acquisition date	Entity name	Net assets of the entities - A\$'000	Nature of business
1	<p>16,049,219 Trimantium GrowthOps Limited ordinary shares in exchange for 142,830,763 APD shares</p> <p>147,313 Trimantium GrowthOps Limited ordinary shares in exchange for 9,575,345 APD Placement options</p>	August 2018	Asia Pacific Digital Limited (incorporated in Australia) and its controlled entities ("APD").	(3,467)	Digital marketing and IT enterprise solutions
2	<p>2,000,000 Trimantium GrowthOps Limited ordinary shares and cash consideration of \$2 million.</p> <p>Based on Xperior's operating performance in Calendar Year 2020, Xperior Group Pty Ltd is eligible to receive additional consideration (50% in cash and 50% in TGO shares, up to an aggregate cap for any future share consideration of 3.7 million shares).</p>	December 2018	Business assets and liabilities from Xperior Group Pty Ltd (incorporated in Australia)	N/A	Software and IT services