



## Announcement Summary

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**Entity name**

THREAT PROTECT AUSTRALIA LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Wednesday April 15, 2020

**The Proposed issue is:**

A placement or other type of issue

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

<b>ASX +Security Code</b>	<b>+Security Description</b>	<b>Maximum Number of +securities to be issued</b>
n/a	Convertible Notes with an aggregate value of A\$6,500,000	6,500,000

**Proposed +issue date**

Friday July 10, 2020

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**

THREAT PROTECT AUSTRALIA 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**

060774227

**1.3 ASX issuer code**

TPS

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

Wednesday April 15, 2020

**1.6 The Proposed issue is:**

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

**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**

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Friday July 10, 2020	<input checked="" type="checkbox"/> Estimated	

**Comments**

Part 7B - Issue details

**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)?**

New class

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

No

Details of +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?**

No

**ASX +Security Code**

New class-code to be confirmed

**+Security Description**

Convertible Notes with an aggregate value of A\$6,500,000



**+Security Type**

Convertible Debt Securities

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

6,500,000

**Purpose of the issue**

To increase debt facilities to accelerate the Company's growth strategy and specifically to finance further synergies from the consolidation of operations and administration and leveraging the increased scale of operations, reduce the Solition/SSG debt facility by \$1.5 million and to improve working capital.

**Offer price details for retail security holders**

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

AUD - Australian Dollar

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

AUD 1.00000

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

Yes

**Oversubscription & Scale back details**

**May a scale back be applied to this event?**

No

Convertible Debt +Securities details

**These securities are:**

Convertible

**Type of security**

Convertible Bond

**+Security Currency**

AUD - Australian Dollar

**Face Value**

AUD 1.0000

**Interest Rate Type**

Fixed rate

**Frequency of Coupon/Interest Payments Per Year**

No Payments

**s128F of the Income Tax Assessment Act status applicable to the security**

Not s128F exempt



**Is the security Perpetual (ie. No maturity)?**

No

**Maturity Date**

Saturday April 15, 2023

**Is the Security Subordinated?**

No

**Is the Security Secured?**

No

**Select other features applicable to the security**

None of the above

**Is a First Trigger Date on which conversion, redemption, call or put can occur (whichever is first) applicable?**

Yes

**If Yes, then provide First Trigger Date**

Friday January 1, 2021

**Details of the existing class of +security that will be issued upon exercise or conversion of this new class of +security**

TPS : ORDINARY FULLY PAID

**Please provide any further information relating to the principal terms of the +securities**

Interest rate 5% per annum, payable upon final repayment or by conversion into shares. Shareholder approval required within 90 days of entry to the Loan Note Deed to enable the conversion of the Notes into shares of the Company. If shareholder approval is not obtained the full loan plus a 5% premium will become repayable within 90 days of the shareholder meeting. Conversion price of \$0.10 per share (subject to adjustments due to intervening capital reorganisation or dilution events). Subject to receiving shareholder approval and following the initial 6 months of the term, the Note Holder can exercise its right to conversion within a 10-business day conversion window commencing on each calendar quarter during the Term. Outstanding Notes are repayable at maturity. A structuring fee of 7% of the loan amount will be paid to an affiliate of the Note Holder.

## Part 7C - Timetable

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

Friday July 10, 2020

## Part 7D - Listing Rule requirements

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

Yes

**7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

Friday July 10, 2020



**7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?**

Yes

**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**

Structuring fee of 7% of the Loan Amount will be paid to an affiliate of Black Crane Capital.

Part 7F - Further Information

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**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**