



2014 Capital Raising

- ◆ BSA announced a successful Placement and Entitlement Offer on 15 October 2014

Background to Capital Raising

- ◆ BSA's 2014 capital raising strengthens both the financial and competitive position of the Company
 - Stronger balance sheet with reduced debt and improved working capital position
 - Enhances the Company's share register with supportive, high quality professional and sophisticated investors

Capital Raising Summary

- ◆ Approximately \$4.2 million to be raised through a Placement, consisting of:
 - approximately \$3.8 million to professional and sophisticated investors
 - Chief Executive Officer, Nicholas Yates and Chief Financial Officer, Nicholas Benson, have agreed to invest \$300,000 and \$150,000, respectively, subject to the approval of BSA's shareholders to be sought at the Company's forthcoming Annual General Meeting
- ◆ Approximately \$17.1 million to be raised through a fully underwritten Entitlement Offer for a total raise of approximately \$21.3 million
- ◆ The Placement and Entitlement Offer are both priced at 11 cents per share

Details of the Capital Raising



Placement

- Approximately \$4.2 million to be raised through a Placement, consisting of:
 - a) approximately \$3.8 million to professional and sophisticated investors
 - b) \$450,000 subscribed by CEO and CFO, subject to shareholder approval

Entitlement Offer

- Approximately \$17.1 million to be raised through a 17 for 25 Entitlement Offer of approximately 155.6 million shares
- Entitlement Offer will be made to all registered shareholders as at 21 October 2014
- Shortfall Facility will enable shareholders to take up New Shares in excess of their pro rata entitlements out of any shortfall

Price

- 11 cent price of Entitlement Offer and Placement represents:
 - a) a 24.1% discount to BSA's closing share price on 10 October 2014, the trading day immediately prior to BSA entering into a trading halt in connection with the Entitlement Offer and Placement
 - b) a 24.0% discount to the 5 trading day volume weighted average price (**VWAP**) of BSA's Shares ending on 10 October 2014;
 - c) a 30.3% discount to the 30 trading day VWAP of BSA's Shares ending on 10 October 2014
 - d) a 14.7% discount to the theoretical ex-rights price (**TERP**)* of 12.9 cents

Underwriting

- Entitlement Offer is fully underwritten by Canaccord Genuity (Australia) Limited

Non-renounceable

- Entitlement Offer is non-renounceable. Entitlements not taken up by shareholders will lapse and will have no value

Ranking and Eligibility

- New shares issued under the Entitlement Offer will rank equally in all respects with existing ordinary shares from allotment
- New shares issued under the Placement are not eligible to participate in the Entitlement Offer

* TERP is the theoretical price at which BSA's Shares should trade immediately after the ex date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which BSA's Shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to TERP. TERP is calculated by reference to BSA's closing share price on 10 October 2014.

Proforma Balance Sheet at 30 June 2014



A\$'000	30 June 2014	Placement & E't Offer	Costs	Pro forma
Current Assets				
Cash and cash equivalents	5,297	5,577	(1,400)	9,474
Trade and other receivables	86,403			86,403
Inventories	4,696			4,696
Current tax assets	1,483			1,483
Total Current Assets	<u>97,879</u>			<u>102,056</u>
Non-Current Assets				
Trade and other receivables	1,279			1,279
Property, plant and equipment	14,819			14,819
Intangible assets	21,385			21,385
Deferred tax assets	8,564			8,564
Total Non-Current Assets	<u>46,047</u>			<u>46,047</u>
TOTAL ASSETS	<u>143,926</u>			<u>148,103</u>
Current Liabilities				
Trade and other payables	78,488	(5,000)		73,488
Borrowings	16,068	(10,768)		5,300
Provisions	19,738			19,738
Total Current Liabilities	<u>114,294</u>			<u>98,526</u>
Non-Current Liabilities				
Borrowings	8,029			8,029
Provisions	1,673			1,673
Total Non-Current Liabilities	<u>9,702</u>			<u>9,702</u>
TOTAL LIABILITIES	<u>123,996</u>			<u>108,228</u>
NET ASSETS	<u>19,930</u>			<u>39,875</u>
Equity				
Issued Capital	77,797	21,345	(1,400)	97,742
Reserves	1,295			1,295
Accumulated Losses	(63,024)			(63,024)
Profit Reserve	3,862			3,862
Total Equity	<u>19,930</u>			<u>39,875</u>

◆ Pro forma balance sheet reflects proceeds of approximately \$21.3 million capital raise (of which \$450,000 is subject to shareholder approval):

- costs of Placement and Entitlement Offer of approximately \$1.4 million
- approximately \$10.77 million will be used to pay down amounts owing under the Company's debt facilities
- the balance will be used to provide enhanced working capital capacity for current operations as well as organic growth opportunities for existing and new service lines

Note: The balance between BSA's working capital and net debt will change over the course of a financial year and as such the position at 30 June 2014 may not reflect the average over a 12 month period. There is, however, no material difference between net assets as at 30 June 2014 and net assets as at the date of this Offer Booklet.

Equity Raising Timetable



KEY DATES	Date
Trading Halt	13 October
Announcement of Placement and Entitlement Offer	15 October
Ex date for entitlements	17 October
Record Date for the Entitlement Offer	21 October
Dispatch Offer Booklet to Eligible Shareholders	24 October
Entitlement Offer opens	24 October
Entitlement Offer closes	10 November
Shortfall announced to ASX	13 November
Issue of New Shares under Entitlement Offer	17 November
New Shares commence trading on ASX	18 November
Dispatch of holding statements	19 November

Dates are indicative only and subject to change

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