



Announcement Summary

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

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
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

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

+Security Description



+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

7C.1 Proposed +issue date

Friday July 10, 2020

Part 7D - Listing Rule requirements

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

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

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