



**Revasum, Inc.**  
ARBN 629 268 533

## PROSPECTUS

For the initial public offering of 15,357,143 CDIs over shares of common stock in the Company at an offer price of A\$2.00 per CDI to raise A\$30.7 million

JOINT LEAD MANAGERS AND UNDERWRITERS

**Shaw**andPartners



AUSTRALIAN LEGAL ADVISER



Maddocks

# IMPORTANT NOTICES

## Offer

The Offer contained in this Prospectus is an invitation to acquire CHES Depositary Interests (CDIs) over shares of common stock (Shares) in Revasum, Inc., a Delaware Corporation ARBN 629 268 533 (Company or Revasum). This Prospectus is issued by the Company for the purposes of Chapter 6D of the Corporations Act.

## Lodgement and Listing

This Prospectus is dated 9 November 2018 (Prospectus Date) and a copy of this Prospectus was lodged with ASIC on that date. The Company will apply to ASX for admission of the Company to the official list of the ASX and for quotation of the CDIs on the ASX within seven days after the date of this Prospectus. Neither ASIC, ASX or their respective officers take any responsibility for the contents of this Prospectus or for the merits of the investment to which this Prospectus relates.

## Expiry Date

No Shares or CDIs will be allotted or issued or transferred on the basis of this Prospectus later than 13 months after the date of the Prospectus Date.

## Note to Applicants

The information contained in this Prospectus is not financial product advice and does not take into account your investment objectives, financial situation or particular needs. This Prospectus should not be construed as financial, taxation, legal or other advice. The Company is not licensed to provide financial product advice in respect of its securities or any other financial products.

No person is authorised to give any information or to make any representation in connection with the Offer or the CDIs or Shares described in this Prospectus. Any information or representation not contained in this Prospectus may not be relied on as having been authorised by the Company or the Joint Lead Managers in connection with the Offer.

**This Prospectus is important and should be read in its entirety prior to deciding whether to invest in the Company's CDIs. There are risks associated with an investment in the Company's CDIs, which must be regarded as a speculative investment. Some of the key risks that should be considered are set out in Section 4. You should carefully consider these risks in light of your personal circumstances (including financial and tax issues). There may also be risks in addition to these that should be considered in light of your personal circumstances.**

If you do not fully understand this Prospectus or are in doubt as to how to deal with it, you should seek professional guidance from your stockbroker, lawyer, accountant or other professional adviser before deciding whether to invest in the CDIs.

No person named in this Prospectus warrants or guarantees the Company's performance, the repayment of capital by the Company or any return on investment made pursuant to this Prospectus.

## No offer where offer would be illegal

This Prospectus does not constitute an offer or invitation to apply for CDIs in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

No action has been taken to register or qualify the CDIs or the Offer or to otherwise permit a public offering of the CDIs, in any jurisdiction outside Australia. The Offer is not being extended to any investor outside Australia, other than to certain institutional and sophisticated investors as part of the institutional offer in certain jurisdictions as described in Section 8. The distribution of this Prospectus (including in electronic form) outside Australia may be restricted by law and persons who come into possession of this Prospectus outside Australia should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

## Notice to United States residents

The CDIs being offered pursuant to this Prospectus have not been registered under the United States Securities Act of 1933, as amended (U.S. Securities Act) or any U.S. state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the U.S. Securities Act and applicable state securities laws. This Prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of the CDIs in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful under applicable law, including the U.S. Securities Act. In addition, any hedging transactions involving the CDIs or any Shares into which the CDIs may be converted may not be conducted unless in compliance with the U.S. Securities Act.

## FOR U.S. Restrictions

The CDIs being offered pursuant to this Prospectus are being made available to investors in reliance on the exemption from registration contained in Regulation S of the U.S. Securities Act for offers which are made outside of the United States. As a result of relying on the Regulation S exemption, the CDIs which are issued under Regulation S and the Offer will be "restricted securities" under Rule 144 of the U.S. Securities Act. This means that investors in the Offer will not be able to sell the CDIs issued to them under the Offer into the United States or to a U.S. Person for a period of 12 months from the date of allotment of the CDIs under the Offer, unless the resale of the CDIs is registered under the U.S. Securities Act or an exemption is available. Please refer to Section 8.16 for further information.

To enforce the above transfer restrictions, Revasum has requested that all CDIs issued under the Offer, or any Shares into which the CDIs have been converted prior to the end of the restriction period, contain a legend to the effect that transfer is prohibited except in accordance with Regulation S of the U.S. Securities Act, or pursuant to an available exemption from registration; and that hedging transactions involving the CDIs, or any Shares into which CDIs may be converted, may not be conducted unless in compliance with the U.S. Securities Act.

In addition, the Company has requested that all CDIs issued under the Offer bear a "FOR U.S." designation on the ASX. This designation effectively automatically prevents any CDIs from being sold on the ASX to U.S. persons. However, investors will still be able to freely transfer their CDIs on ASX to any person other than a U.S. person. Please refer to Section 10.11 for further information on the "FOR U.S."

restrictions which will be placed on Revasum's CDIs. Finally, all investors subscribing for CDIs under the Offer will be required to make certain representations and warranties regarding their non-U.S. status in their Application for CDIs under the Offer. Please refer to Section 10.9 for further information.

## Financial information and amounts

Section 6 of this Prospectus sets out in detail the financial information referred to in this Prospectus and the basis of preparation of that information.

The Financial Information included in this Prospectus has been prepared and presented in accordance with the recognition and measurement principles prescribed in Australian Accounting Standards, except where otherwise stated.

The Financial Information is presented in abbreviated form. It does not include all of the presentation and disclosures required by the Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act. The Financial Information in this Prospectus should be read in conjunction with, and is qualified by reference to, the information contained in Section 6.

All financial amounts contained in this Prospectus are expressed in United States dollars and rounded to the nearest \$'000 (thousand) unless otherwise stated. Some numerical figures included in this Prospectus have been subject to rounding adjustments. Any discrepancies between totals and sums of components in tables contained in this Prospectus are due to rounding.

An exchange rate of A\$1: US\$0.70 has been used throughout this Prospectus except where expressly noted otherwise.

## Disclaimer

No person is authorised by the Company or the Joint Lead Managers to give any information or make any representation in connection with the Offer that is not contained in the Prospectus. Only information or representations contained in this Prospectus may be relied on as having been authorised by the Company or its Directors or its directors, the Joint Lead Managers or any other person in connection with the Offer. The Company's business, financial condition, results of operations and prospects may have changed since the Prospectus Date.

This Prospectus contains forward-looking statements concerning the Company's business, operations, financial performance and condition as well as the Company's plans, objectives and expectations for its business, operations, financial performance and condition. Any statements contained in this Prospectus that are not of historical facts may be deemed to be forward-looking statements. You can identify these statements by words such as "aim", "anticipate", "assume", "believe", "could", "due", "estimate", "expect", "goal", "intend", "may", "objective", "plan", "predict", "potential", "positioned", "should", "target", "will", "would" and other similar expressions that are predictions of or indicate future events and future trends.

These forward-looking statements are based on current expectations, estimates, forecasts and projections about the Company's business and the industry in which the Company operates and management's beliefs and assumptions.

These forward-looking statements are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other factors, many of which are in some cases beyond the Company's control. As a result, any or all of the Company's forward-looking statements in this Prospectus may turn out to be inaccurate. Factors that may cause such differences or make such statements inaccurate include, but are not limited to, the risk factors described in Section 4. Potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements set out in this Prospectus and are cautioned not to place undue reliance on such forward-looking statements.

These forward-looking statements speak only as at the Prospectus Date. Unless required by law, the Company does not intend to publicly update or revise any forward-looking statements to reflect new information or future events or otherwise. You should, however, review the factors and risks the Company describes in the reports to be filed from time to time with the ASX after the Prospectus Date.

Certain numerical figures included in this Prospectus may have been subject to rounding adjustments. Accordingly, numerical figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that preceded them.

#### Past performance

This Prospectus includes information regarding the past performance of the Company. Investors should be aware that past performance should not be relied upon as being indicative of future performance.

#### Exposure period

The Corporations Act prohibits the Company from processing Applications for CDIs under the Offer in the seven-day period after the date of lodgement of the Prospectus with ASIC (**Exposure Period**). This period may be extended by ASIC for a further period of up to seven days. The purpose of the Exposure Period is to enable this Prospectus to be examined by ASIC and market participants prior to the raising of funds under the Offer. This Prospectus will be made generally available to Australian residents during the Exposure Period without the Application Form by being posted on the following website [www.revasum.com](http://www.revasum.com). Applications received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on any Applications received during the Exposure Period.

During the Exposure Period, this Prospectus will be made generally available to Australian residents without the Application Form, by being posted on [www.revasum.com](http://www.revasum.com).

#### Electronic prospectus

This Prospectus will be available in electronic form on the following website: [www.revasum.com](http://www.revasum.com).

#### Obtaining a copy of the Prospectus

A hard copy of this Prospectus will be available for Australian residents free of charge during the Offer Period by contacting the Revasum Offer Information Line on 1800 992 145 between 8.30am and 5.00pm AEDT, Monday to Friday (excluding public holidays). If you are eligible to participate in the Offer and are calling from outside Australia, please call +61 1800 992 145.

This Prospectus will be made available in electronic form on the following website: [www.revasum.com](http://www.revasum.com). Information contained on [www.revasum.com](http://www.revasum.com), other than the Prospectus, does not form part of this Prospectus.

The Offer constituted by this Prospectus in electronic form is available only to persons receiving this Prospectus in electronic form within Australia. Hard copy and electronic versions of the Prospectus are generally not available to persons in other jurisdictions (including the United States).

Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus. If unsure about the completeness of this Prospectus received electronically, or a print out of it, you should contact the Company on the above. A paper copy of this Prospectus will be available for Australian residents free of charge by contacting the Revasum Offer Information Line.

Tel: (+61) 1800 992 145 (between 8:30am to 5:30pm AEDT)

Applications for the CDIs under this Prospectus may only be made on either a printed copy of the Application Form attached to or accompanying this Prospectus or via the electronic Application Form attached to the electronic version of this Prospectus, available at [www.revasum.com](http://www.revasum.com).

The Corporations Act prohibits any person from passing the Application Form on to another person unless it is attached to a hard copy of the Prospectus or the complete and unaltered electronic version of the Prospectus. If this Prospectus is found to be deficient, any Applications may need to be dealt with in accordance with Section 724 of the Corporations Act.

#### Cooling off rights

Cooling off rights do not apply to an investment in CDIs pursuant to the Offer. This means that, in most circumstances you cannot withdraw your Application once it has been accepted.

#### Privacy

The Company, the Share Registry on its behalf, and the Joint Lead Managers may collect, hold, use and disclose personal information provided by investors to allow it to process your Application, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration of your investment. This means that the Company will need to collect your personal information (for example, your name, address and details of the Securities that you hold). Under the Corporations Act some of this information must be included in the Company's Share register, which will be accessible by the public.

The Company will only use and/or disclose your personal information for the purposes for which it was collected, other related purposes and as permitted or required by law. If you do not wish to provide this information, the Company and the Share Registry may not be able to process your Application.

The Company and the Share Registry may also share your personal information with agents and service providers of the Company or others who provide services on the Company's behalf, some of which may be located outside of Australia where personal information may

not receive the same level of protection as that afforded under Australian law.

For more details on how the Company collects, stores, uses and discloses your information, please read the Company's Privacy Policy located at [www.revasum.com/legal](http://www.revasum.com/legal). It is recommended that you obtain a copy of this Privacy Policy and read it carefully before making an investment decision.

By completing an Application Form or authorising a broker to do so on your behalf, or by providing the Company with your personal information, you agree to this information being collected, held, used and disclosed as set out in this Prospectus and the Company's Privacy Policy (located at [www.revasum.com/legal](http://www.revasum.com/legal)).

The Company's Privacy Policy also contains information about how you can access and seek correction of your personal information, complain about a breach by the Company of the Australian privacy laws, and how the Company will deal with your complaint.

The Company aims to ensure that the personal information it retains about you is accurate, complete and up-to-date. To assist with this, please contact the Company or the Share Registry if any of the details you have provided change.

#### Definitions, abbreviations and time

Defined terms and abbreviations used in this Prospectus (unless specified otherwise) are explained in Section 11.

All references to time in this Prospectus refer to Sydney time unless stated otherwise.

#### Photographs, data and diagrams

Photographs and diagrams used in this Prospectus which do not have any descriptions are for illustration only and should not be interpreted to mean that any person shown endorses this Prospectus or its contents or that the assets shown in them are owned by the Company.

Diagrams used in the Prospectus are illustrative only and may not be drawn to scale and may not accurately reflect the final appearance of the subject matter which it depicts.

Unless otherwise stated, all data contained in charts, graphs and tables is based on information available as at 30 June 2018.

#### Company website

Any references to documents included on the Company's website are provided for convenience only, and none of the documents or other information on the Company's website, or any other website referred to in this Prospectus, is incorporated in this Prospectus by reference.

#### Regulation of Revasum

As the Company is not established in Australia, its general corporate activities (apart from any offering of securities in Australia) are not regulated by the *Corporations Act 2001* of the Commonwealth of Australia or by the Australian Securities and Investments Commission but instead are regulated by Delaware General Corporation Law (**DGCL**) and applicable U.S. law.

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# KEY OFFER DETAILS

## Key offer statistics

Company	Revasum, Inc.
Proposed ASX Code for the CDIs	RVS
Securities offered	CDIs (each representing one Share)
Ratio of Securities per Share <sup>1</sup>	1 CDI:1 Share
Number of Securities on issue as at the date of this Prospectus <sup>2</sup> (on an undiluted basis)	61,145,220
Number of Securities on issue as at the date of this Prospectus <sup>2</sup> (on a fully diluted basis)	76,767,930
Number of CDIs available under the Offer	15,357,143
Offer price per CDI	A\$2.00
Gross proceeds from the Offer <sup>3</sup>	A\$30.7 million
Total number of Securities at completion of the Offer (on an undiluted basis)	76,502,363
Number of Options and RSUs on issue at completion of the Offer	15,622,710
Total number of Securities at completion of the Offer (on a fully diluted basis) <sup>4</sup>	92,125,073
Indicative market capitalisation at completion of the Offer (on an undiluted basis) <sup>5</sup>	A\$153.0 million
Pro Forma net cash (as at 30 June 2018) <sup>6</sup>	A\$46.2 million
Indicative Enterprise Value at the Offer Price (on an undiluted basis)	A\$106.8 million
Enterprise Value/Pro Forma Forecast Revenue <sup>7</sup> (on an undiluted basis)	2.0x

1 CDIs are CHES Depository Interests over underlying Shares. Refer to Section 8.10 for further information on CDIs.

2 Assumes that the Share Capital Restructuring described in Section 10.4 was completed immediately prior to the Prospectus Date.

3 Calculated by multiplying the sum of the total number of CDIs to be issued under the Offer by the Offer Price.

4 Calculated as the sum of the total number of Shares and CDIs at Completion of the Offer (on an undiluted basis) plus the number of Shares that would be issued if all of the Options on issue at completion of the Offer were exercised in full and all of the RSUs vest in full.

5 Calculated by multiplying the total number of Shares and CDIs on issue at Completion of the Offer by the Offer Price (assuming no Options are exercised).

6 Refer to Section 6 for details of the components of pro forma net cash.

7 Calculated as the indicative enterprise value (on an undiluted basis) divided by pro forma revenue for the 12 months to 30 June 2019.

## Important Dates

Lodgement of the Prospectus with ASIC	9 November 2018
Offer opens	19 November 2018
Offer closes	5:00pm, 30 November 2018
Allotment of CDIs	4 December 2018
Trading of CDIs commences on ASX (on a deferred settlement basis)	4 December 2018
Expected date for dispatch of holding statements	5 December 2018
Trading of CDIs commences on ASX (on a normal settlement basis)	6 December 2018

All dates and times above are in Australian Eastern Daylight Time. The above timetable is indicative only. The Company reserves the right to vary the dates and times set out above subject to the Corporations Act and other applicable law. In particular, the Company reserves the right to close the Offer early, extend the Closing Date or accept late Applications without notifying any recipients of this Prospectus or any Applicants. Investors who wish to submit an Application are encouraged to do so as soon as practicable after the Offer opens.

# CHAIRMAN'S LETTER

9 November 2018

## Dear Investor,

On behalf of the employees and the Board of Directors of Revasum, Inc. (**Revasum**), I invite you to invest in our company.

At Revasum we design and manufacture a variety of sophisticated systems that our customers use as part of the manufacturing process for semiconductor devices. Devices produced using our equipment include microchips, sensors, LEDs, RF devices and power devices which are commonly found in electronic systems and products you may use every day, including automobiles, mobile phones and the countless connected electronic devices referred to as the "Internet of Things" (IoT). Our customers are some of the leading technology providers to these end markets, and Revasum is well positioned to continue to expand our footprint in these fast-growing segments of the global semiconductor market.

One of Revasum's technological advantages, is the design and manufacture of systems which process silicon carbide (**SiC**), a strategically important, yet challenging material used in electrical devices. Our technology enables manufacturers of SiC-based semiconductor devices to reliably produce at higher yields than our competitors and lower the cost of the manufacturing process. The transition to SiC is necessary to produce devices with the electrical properties needed to enable emerging mega-trends.

Two of these seminal technology trends are rapidly expanding key end markets for Revasum – the electrification of automobiles and the rollout of 5G mobile phone technology. The world is in the early stages of the revolution in the electrification of automobiles in the form of hybrid electric and fully electric vehicles, along with the entire global infrastructure required to support that industry. A number of major car companies have publicly committed to the development and commercialisation of hybrid and/or electric automobiles. In addition to the automobile sector, the global transition to 5G is also in its infancy, but has begun. Revasum is poised to benefit tremendously from these shifts in technology that have the potential to impact our daily lives.

Last, but certainly not least, IoT represents a third fast-growing end market for Revasum. There are billions of small devices that are required to connect to the 'cloud' of worldwide servers. Those devices are made on silicon wafers and require lower total ownership cost systems with better yield and throughput.

Revasum is growing in part because these end markets are growing and in part because we work closely with key strategic customers to ensure our products are developed to meet their needs. We align ourselves closely with technology leaders of these end markets in order to ensure that we develop new systems that provide continuously improving capabilities to increase manufacturing yields and lower production costs.

Revasum is incorporated in Delaware, United States. We have employees and agents in the United States, People's Republic of China (China), Taiwan, Japan, Korea and the European Union, which represent the major semiconductor producing regions.

We are headquartered in San Luis Obispo, California, which is approximately half-way between San Francisco and Los Angeles. We are deeply rooted in this area with an experienced and dedicated workforce. Many of our employees have been designing, manufacturing and developing businesses for the semiconductor capital equipment industry for many years. We have a robust knowledge of the industry, our customers and our partners. Our systems are sold in every major semiconductor producing region of the world. Revasum exports more than 70% of our products outside of the United States, with the vast majority going to China, Taiwan and other Asian countries. Revasum has grown its sales rapidly since its inception in 2016. Revenue is forecast to grow 120% for the full year 2018 from the prior year. Revenue for the first half of 2019 is expected to continue this upward trajectory and grow 93% from the same period in 2018. We expect the combination of leading technology, robust and growing end markets, and the introduction of next generation products create sizable opportunities for Revasum to continue on its path of sustainable growth.

Our primary use of funds from the Offer will be to grow our business including completing the development of and launching two new products in 2019. These systems are derived from technology and IP we already have in production on other systems lowering both the cost and risk of development. A key tenet of our industry is continuous improvement and as such, we expect to introduce new products over the coming years that will provide additional avenues of growth and as we gain access to new markets.

Our largest investor, Firsthand Venture Investors has supported the Company from inception in November 2016 and post IPO will continue to be a major shareholder in Revasum as it is not selling any Shares into the IPO. Additionally, members of the Senior Management team, and industry veterans have supported the Company by participating in certain rounds of financing. The Senior Management team will collectively own approximately 14.7% of the Company's capital (on a fully diluted basis) following listing on the Australian Securities Exchange.

Investing in Revasum provides exposure to the adoption of key technologies in automotive, 5G and IoT trends as well as the expansion of the Asia Pacific region, where many of our key customers are based.

There are a number of risks associated with investing in the Company, some of which are outlined in the Key Risks in Section 4 and which include that we are subject to the global economic cycles which impact spending on all major end markets supported by our systems; that, although we are growing with our existing products, a key element to our long-term success will be the development and introduction of new products; that we are reliant on certain suppliers for components of our systems; and that we do not have contracted arrangements with our customers so we are subject to our customers timing for placement of purchase orders which may impact on our financial performance for particular periods.

I encourage you to read this Prospectus carefully and in its entirety before making your investment decision. In addition, you should also consult with your stockbroker, solicitor, accountant or other independent professional adviser.

On behalf of the Board of Directors of Revasum, I look forward to welcoming our new Shareholders.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Jerry Cutini', with a stylized flourish at the end.

Jerry Cutini  
Executive Chairman, President  
and Chief Executive Officer



1.

❖ INVESTMENT  
OVERVIEW

# 1. INVESTMENT OVERVIEW

The information set out in this Section is intended to be a summary only and should be read in conjunction with the more detailed information appearing elsewhere in this Prospectus. In deciding whether to apply for CDIs under the Offer, you should read this Prospectus carefully and in its entirety. If you are in doubt as to the course you should follow, please consult your professional advisers.

## ABOUT THE COMPANY

Topic	Summary	Further information
<b>What is the business of the Company?</b>	<p>Revasum designs, manufactures and markets a portfolio of semiconductor processing equipment (also known as 'systems').</p> <p>The systems that Revasum manufactures are an integral part of the production chain in manufacturing and processing wafers sized 200mm and below. These wafers are used to make microchips, sensors, LEDs, RF devices and power devices, commonly used in connected IoT devices, mobile phones, wearables, automotive, 5G and industrial applications.</p>	Section 3.1
<b>Where does the Company operate?</b>	<p>Revasum is headquartered in San Luis Obispo, California, United States, and has both direct and independent sales and service offices located in the United States (Eastern Seaboard), China (including contract manufacturing), Europe, Japan, Korea and Taiwan.</p> <p>Revasum, Inc. is legally incorporated in Delaware, United States.</p>	Section 3.8
<b>What are the Company's key products?</b>	<p>The Company's product portfolio includes grinding, polishing and chemical mechanical planarization (CMP) systems used to manufacture substrates and devices for the global semiconductor industry.</p> <p>Revasum plans to continue to expand its product offering and is currently developing a new substrate polishing system and a new CMP system.</p>	Section 3.3 Section 3.10
<b>Who uses the Company's products?</b>	<p>Revasum's systems are sold to:</p> <p><b>Substrate Manufacturers</b> – Grinding and polishing systems to produce 200mm wafers and below. Revasum's grinding and polishing systems are used to produce wafers that have uniform thickness, are extremely flat, have a smooth surface, are free of defects and to ultimately maximise yield (and lower cost) for device manufacturers who purchase the substrates.</p> <p><b>Device Manufacturers</b> – CMP systems to planarize thin films after layers of the device have been deposited; and grinding equipment for backside thinning of the device wafer prior to packaging.</p>	Section 3.7
<b>What is the Company's business model and how does it generate revenue?</b>	<p>Revasum primarily generates revenue through system sales (grinding, polishing and CMP equipment) to substrate and device manufacturers.</p> <p>Revasum also generates revenue from the provision of services and sales of spare parts to existing customers that have Revasum systems installed in their fabrication plants.</p>	Section 3.4
<b>Who owns the intellectual property behind the Company's products?</b>	<p>Revasum has acquired and developed a significant portfolio of intellectual property (IP), including patents and trade secrets used to protect the application of its technology.</p> <p>All IP is wholly-owned by Revasum and is protected through the registration of over 60 active U.S. patents.</p> <p>Revasum also holds some key technology as trade secrets. Only a small group of key management have access to the technology behind these solutions, with strict processes in place to protect the Company's trade secrets.</p>	Section 3.9

# 1. INVESTMENT OVERVIEW

Topic	Summary	Further information
<b>What is the Company's growth strategy?</b>	<p>The Company's core growth strategy involves continuing its strong market-driven product development focus in order to continue to capitalise on strong growth in demand for 200mm and below substrate and device fabrication capacity.</p> <p>This strategy includes leveraging a stronger and publicly-visible balance sheet on completion, together with the performance track record of its systems, to meet growing demand for existing and new products. The Company believes that being well capitalised on completion will provide existing and potential customers additional confidence in Revasum's ability to fund working capital and to fulfil larger orders.</p> <p>Revasum's growth strategy also includes:</p> <ul style="list-style-type: none"> <li>i) Increasing sales, marketing and product demonstration capabilities to secure new customers and help expedite the conversion of existing pipeline customers;</li> <li>ii) Expanding the product portfolio which in turn increases the addressable market size; and</li> <li>iii) Continuing two customer-led product development projects, which are expected to add incremental sales and further enable Revasum to capitalise on key market trends.</li> </ul>	Section 3.10
<b>Who does the Company compete with?</b>	<p>Revasum competes directly with semiconductor equipment manufacturing companies involved in producing grinding, polishing and CMP systems.</p>	Section 2.6 Section 2.7.3
<b>What are the key highlights of the Offer?</b>	<p>Key investment highlights include:</p> <ul style="list-style-type: none"> <li>i) Opportunity to gain exposure to the growing semiconductor industry, and to the faster growing silicon carbide (SiC) segment of the industry;</li> <li>ii) Large and growing addressable market with further opportunity for significant expansion of market share;</li> <li>iii) Rapidly growing revenue with visibility over significant growth trajectory;</li> <li>iv) Strong IP portfolio; and</li> <li>v) Highly aligned management team with the technical and commercial experience to deliver on the Company's growth strategies.</li> </ul>	Section 2 Section 3 Section 5.3
<b>What are the key competitive advantages of the Company's business?</b>	<p>Revasum has strategically focused on delivering its systems into the undersupplied market of 200mm and below wafers.</p> <p>The Company has a strong focus on silicon carbide (SiC) processing systems to leverage what management considers a large and rapidly growing market opportunity.</p> <p>Revasum's systems have a number of product specific advantages across relevant metrics as assessed by customers, including thickness, smoothness, cost and yield.</p>	Section 3.5

Topic	Summary	Further information
<p><b>What are the key risks associated with the Company?</b></p>	<p>Key risks involved with an investment in Revasum include the general and Company specific risks detailed in Section 4. A summary of the most significant risks is detailed below:</p> <p><b>Launch of new products:</b> The development and release for new products may take longer than expected or may never occur, thereby delaying or reducing the development of new revenue streams.</p> <p><b>Reliance on key customers and lack of formal customer contracts:</b> A significant portion of Revasum's revenue is derived from a select few customers. Revasum's largest customer in FY17 represented 21% of Revasum's revenue with an expectation of 49% in FY18. Revasum's top three customers generated 47% of revenue in FY17, compared to an expectation of 65% in FY18. Revasum does not have formal written contracts in place with its customers that order and purchase products from Revasum on an ad hoc basis by submitting standard purchase orders to Revasum which then supplies the products and issues an invoice for those products.</p> <p><b>Timing of purchase orders and receipt of revenues due to the potential delay of capital expenditure plans by customers:</b> Purchase orders are driven by the customers' schedule for the construction or ramp up of new semiconductor manufacturing plants, as well as expansion of capacity or capital replacement cycles in existing fabrication plants. The timing of purchase orders may be affected by broader dynamics in end-device markets (including the roll-out of 5G, proliferation of IoT devices, penetration of electric vehicles). While Revasum has some visibility around general timing for the construction of new facilities, the actual timing of purchase orders are generally outside of Revasum's control and a delay in the construction of a fabrication plant may push expected revenue into the following financial period which may have a material impact on its financial results for a particular period and may impact Revasum's ability to meet its forecasts.</p> <p><b>Reliance of wafer substrate market:</b> Revasum derives the vast majority of its revenue from the wafer substrate market which has been undergoing unusually strong growth in recent years. Until such time as Revasum's other markets contribute a greater share of Revasum's overall revenue, Revasum's future success is disproportionately dependent on the success of the wafer substrate market and any significant adverse changes to the wafer substrate market (e.g. a significant decline in end user demand) may materially adversely impact Revasum's financial performance.</p> <p><b>Competition risk:</b> Revasum competes against other companies supplying systems to the semiconductor market in grinding, polishing and CMP applications, some of which may have significantly more resources to develop new products or may improve existing products to compete directly with Revasum.</p> <p><b>Ability to retain or attract key personnel:</b> Loss of key members of the management team or inability to recruit new personnel with the required technical skills may adversely affect Revasum's ability to implement its strategies and may also adversely affect the Company's future financial performance.</p>	Section 4

# 1. INVESTMENT OVERVIEW

Topic	Summary	Further information
<p><b>What are the key risks associated with the Company?</b> continued</p>	<p><b>Failure to effectively manage growth:</b> Revasum has forecast increased sales levels which will require it to increase its production capabilities: The inability of the Company to expand its manufacturing capacity and invest in systems and processes to support the development of its business, may negatively impact the Company's sales and financial performance.</p> <p><b>Supply chain disruption risk:</b> Revasum relies on certain manufacturers to manufacture and supply critical components used in its products. These components are used in other devices and by other businesses that may have more purchasing power than Revasum. The global demand for these products may sometimes outstrip supply. A disruption in the supply of these components could have a material adverse effect on the Company's ability to generate revenue or result in increased costs thereby reducing the Company's potential profitability.</p> <p><b>Protection of intellectual property:</b> The value of Revasum's products depends in large part on the Company's ability to protect its intellectual property. Revasum may be unable to detect the unauthorised use of its intellectual property rights in all instances, and action take to protect its intellectual property may not be adequate or enforceable and actions taken to enforce its intellectual property rights may be costly and time consuming.</p> <p><b>Costs associated with customising products:</b> While the majority of Revasum's systems are sold under standardised specifications, Revasum's customers may have process specific system or feature requirements that require elements of customisation. While all customers are required to pay a deposit prior to commencement of production of their order, these customers may decide to forego their deposit and cancel their order prior to taking delivery, therefore leaving Revasum with either excess inventory or systems that must be changed in order to be sold to a new customer, thereby requiring additional time, materials and investment and costs to the Company.</p> <p><b>Failure to realise benefits from research and development costs:</b> An important element of Revasum's business strategy is to continue to make investment in innovation and related product opportunities. Revasum may not, however, receive significant revenues from these investments for several years, or may not realise such benefits at all.</p>	
<p><b>Who are our Directors?</b></p>	<p>The Directors of the Company are:</p> <p>Jerry Cutini – Executive Chairman, President and Chief Executive Officer (<b>CEO</b>)</p> <p>Ryan Benton – Executive Director, Senior Vice President (<b>SVP</b>) and Chief Financial Officer (<b>CFO</b>)</p> <p>Kevin Landis – Non-Executive Director</p> <p>Paul Mirabelle – Independent Non-Executive Director</p> <p>Vivek Rao – Independent Non-Executive Director</p>	<p>Section 5.1</p>

**Topic**

**Summary**

**Further information**

**Will any related party have a significant interest in the Company or the Offer?**

	Immediately Prior to the Offer (fully diluted) <sup>1</sup>		Immediately following the Offer (fully diluted)	
	Number of Shares	Percentage of Shares	Number of Shares	Percentage of Shares
Jerry Cutini	4,507,725	5.9%	4,507,725	4.9%
Ryan Benton	3,218,640	4.2%	3,218,640	3.5%
Kevin Landis <sup>2</sup>	–	0.0%	–	0.0%
Paul Mirabelle <sup>3</sup>	–	0.0%	105,000	0.1%
Vivek Rao	22,590	0.0%	97,590	0.1%

Section 5.4  
Section 5.8

Notes:

1. Assumes that the Share Capital Restructuring described in Section 10.4 occurred immediately prior to the Prospectus Date.
2. Kevin Landis is the nominee of Firsthand Venture Investors (**Firsthand**) to the Revasum Board. Firsthand's shareholding following the completion of the Offer will be 58.2% on a fully diluted basis.
3. Paul Mirabelle, Non-Executive Director, will subscribe for 30,000 CDIs under the Chairman's List Offer.

See Section 5.4 for details of Directors remuneration in Revasum.

Firsthand is a related party of the Company by virtue of holding a controlling interest in the Company. Following completion of the Offer, Firsthand will hold 58.2% of the issued share capital of the Company on a fully diluted basis.

To ensure Firsthand cannot itself pass shareholder resolutions relating to matters that may materially impact the rights of all shareholders (such as winding up the Company, delisting of the Company from ASX, amending the rights attaching to Shares or control transactions) and which may ordinarily be passed under the DGCL by majority approval (i.e. greater than 50% approval), the Company has incorporated a 80% shareholder approval requirement in relation to such matters into its Certificate of Incorporation and Bylaws, which brings this in line with similar shareholder approval requirements under Australian law. Refer to Sections 10.7 and 10.8 for further details of the matters that require at least 80% shareholder approval (rather than greater than 50% shareholder approval per the DGCL). These higher approval thresholds will fall away upon Firsthand's holding falling to less than 40% of the issued capital.

The Company has entered into an agreement with Firsthand, whereby Firsthand is granted the right to nominate a director to the Board for so long as Firsthand holds 30% or more of the issued share capital of the Company, with such right expiring four years after the date of Listing. As at the date of this Prospectus, Firsthand has nominated Kevin Landis as its nominee director to the Board.

# 1. INVESTMENT OVERVIEW

Topic	Summary	Further information																												
<b>What are the Company's material contracts?</b>	<p>The Company's material contracts and arrangements include:</p> <ul style="list-style-type: none"> <li>customer purchase arrangements;</li> <li>supply arrangements;</li> <li>Zhejiang Jingsheng M &amp; E Co., Ltd. (<b>Jingsheng</b>) Manufacturing Agreement;</li> <li>office lease; and</li> <li>asset acquisition agreement for acquisition of assets of Strasbaugh.</li> </ul> <p>Note that the customer purchase arrangements and certain of the supply arrangements are not formal contracted arrangements but are mostly arrangements based on repeat purchase orders.</p>	Section 9																												
<b>Will the Company pay dividends?</b>	<p>The Company intends to retain future earnings to fund the development and growth of the business. The Company does not anticipate paying dividends for the foreseeable future.</p>	Section 6.8																												
<b>What will the Company use the proceeds raised from the Offer for?</b>	<table border="1"> <thead> <tr> <th data-bbox="368 981 767 1025">Use of funds</th> <th data-bbox="767 981 879 1025">A\$000</th> <th data-bbox="879 981 991 1025">US\$000</th> <th data-bbox="991 981 1145 1025">%</th> </tr> </thead> <tbody> <tr> <td data-bbox="368 1025 767 1104">Expansion capital to invest in new product development</td> <td data-bbox="767 1025 879 1104">14,317</td> <td data-bbox="879 1025 991 1104">10,022</td> <td data-bbox="991 1025 1145 1104">47%</td> </tr> <tr> <td data-bbox="368 1104 767 1238">Working capital to support increased receivables and inventory (including customer evaluation tools)</td> <td data-bbox="767 1104 879 1238">7,016</td> <td data-bbox="879 1104 991 1238">4,911</td> <td data-bbox="991 1104 1145 1238">23%</td> </tr> <tr> <td data-bbox="368 1238 767 1373">Expansion capital invested in capital expenditures (including demo and customer lab equipment)</td> <td data-bbox="767 1238 879 1373">3,577</td> <td data-bbox="879 1238 991 1373">2,504</td> <td data-bbox="991 1238 1145 1373">12%</td> </tr> <tr> <td data-bbox="368 1373 767 1473">Payment of costs of the Offer (See Section 10.15 for further details)</td> <td data-bbox="767 1373 879 1473">3,412</td> <td data-bbox="879 1373 991 1473">2,388</td> <td data-bbox="991 1373 1145 1473">11%</td> </tr> <tr> <td data-bbox="368 1473 767 1552">Working capital to support corporate development</td> <td data-bbox="767 1473 879 1552">2,392</td> <td data-bbox="879 1473 991 1552">1,675</td> <td data-bbox="991 1473 1145 1552">8%</td> </tr> <tr> <td data-bbox="368 1552 767 1597"><b>Total uses</b></td> <td data-bbox="767 1552 879 1597"><b>30,714</b></td> <td data-bbox="879 1552 991 1597"><b>21,500</b></td> <td data-bbox="991 1552 1145 1597"><b>100%</b></td> </tr> </tbody> </table>	Use of funds	A\$000	US\$000	%	Expansion capital to invest in new product development	14,317	10,022	47%	Working capital to support increased receivables and inventory (including customer evaluation tools)	7,016	4,911	23%	Expansion capital invested in capital expenditures (including demo and customer lab equipment)	3,577	2,504	12%	Payment of costs of the Offer (See Section 10.15 for further details)	3,412	2,388	11%	Working capital to support corporate development	2,392	1,675	8%	<b>Total uses</b>	<b>30,714</b>	<b>21,500</b>	<b>100%</b>	Section 8.4
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<b>Total uses</b>	<b>30,714</b>	<b>21,500</b>	<b>100%</b>																											
<b>Who is the issuer of the Securities and this Prospectus?</b>	<p>Revasum is the issuer of the CDIs representing new Shares. Revasum is issuing this Prospectus for the offer of CDIs.</p>	Section 8.1																												

## ABOUT THE OFFER

Topic	Summary	Further information																																		
What is the Offer?	The Company is offering CDIs to raise up to A\$30.7 million (US\$21.5 million).	Section 8.1																																		
Is there a minimum amount to be raised under the Offer?	No, the Offer is fully underwritten to by the Joint Lead Managers.	Section 8.1																																		
What do Applicants pay when applying under the Offer?	All Applicants under the Offer will pay A\$2.00 per CDI. The Company will retain any interest earned on an Applicant's Application Monies.	Section 8.5																																		
Who are the Joint Lead Managers to the Offer?	Moelis Australia Advisory Pty Ltd and Shaw and Partners Limited.	Section 11																																		
What is the purpose of the Offer?	The Offer is being conducted by the Company to: <ul style="list-style-type: none"> <li>invest in new product development projects;</li> <li>fund expansion of sales and marketing activities;</li> <li>provide a liquid market for the Company's securities;</li> <li>provide Revasum with benefits of an enhanced profile as a listed company; and</li> <li>provide additional flexibility and access to capital markets to assist in pursuing growth strategies.</li> </ul>	Section 8.4																																		
What will the capital structure of the Company be following completion of the Offer?	<p>On completion of the Offer, the capital structure of the Company will be as set out below:</p> <table border="1"> <thead> <tr> <th rowspan="2">Shareholder</th> <th colspan="2">Immediately prior to the Offer (fully diluted)</th> <th colspan="2">Immediately following the Offer (fully diluted)</th> </tr> <tr> <th>Number of Shares</th> <th>Percentage of Shares</th> <th>Number of Shares/ CDIs</th> <th>Percentage of Shares/ CDIs</th> </tr> </thead> <tbody> <tr> <td>Firsthand</td> <td>53,582,970</td> <td>69.9%</td> <td>53,582,970</td> <td>58.2%</td> </tr> <tr> <td>Employees, Management &amp; Board<sup>2</sup></td> <td>16,524,990</td> <td>21.6%</td> <td>16,704,990</td> <td>18.1%</td> </tr> <tr> <td>Other Existing Shareholders</td> <td>6,509,970</td> <td>8.5%</td> <td>6,509,970</td> <td>7.1%</td> </tr> <tr> <td>Investors in the Offer<sup>2</sup></td> <td>–</td> <td>0.0%</td> <td>15,327,143</td> <td>16.6%</td> </tr> <tr> <td><b>Total</b></td> <td><b>76,617,930</b></td> <td><b>100.0%</b></td> <td><b>92,125,073</b></td> <td><b>100.0%</b></td> </tr> </tbody> </table> <p>Notes:</p> <ol style="list-style-type: none"> <li>Assumes that the Share Capital Restructuring described in Section 10.4 occurred immediately prior to the Prospectus Date and includes the conversion of the existing Series Seed, Series A and Series B Preferred Stock into Shares, the conversion of the Convertible Notes into Shares and the exercise of the Warrants held by Firsthand into Shares.</li> <li>Paul Mirabelle, Non-Executive Director, subscribed for 30,000 CDI's under the Chairman's List Offer.</li> </ol>	Shareholder	Immediately prior to the Offer (fully diluted)		Immediately following the Offer (fully diluted)		Number of Shares	Percentage of Shares	Number of Shares/ CDIs	Percentage of Shares/ CDIs	Firsthand	53,582,970	69.9%	53,582,970	58.2%	Employees, Management & Board <sup>2</sup>	16,524,990	21.6%	16,704,990	18.1%	Other Existing Shareholders	6,509,970	8.5%	6,509,970	7.1%	Investors in the Offer <sup>2</sup>	–	0.0%	15,327,143	16.6%	<b>Total</b>	<b>76,617,930</b>	<b>100.0%</b>	<b>92,125,073</b>	<b>100.0%</b>	Section 8.12
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# 1. INVESTMENT OVERVIEW

Topic	Summary	Further information
<b>Will any Existing Holders be subject to escrow arrangements?</b>	Certain existing Shareholders will be restricted from dealing in their CDIs or Shares for a period of time following completion of the Offer. These restrictions are either imposed by the ASX or have been agreed to voluntarily.	Section 10.10
<b>Who can participate in the Offer?</b>	<p>The Broker Firm Offer is open to persons who have received a firm allocation of CDIs from their Broker and who have a registered address in Australia.</p> <p>The Institutional Offer consists of an invitation to certain Institutional Investors in Australia and certain foreign jurisdictions to apply for CDIs.</p> <p>The Chairman's List Offer is open to persons in Australia who have received a Chairman's list invitation from the Company.</p>	Section 8.2
<b>What are CDIs?</b>	<p>The ASX uses an electronic system called CHES for the clearance and settlement of trades on the ASX. Revasum is incorporated in the state of Delaware in the U.S., which does not recognise the CHES system of holding securities. Accordingly, to enable companies such as Revasum to have their securities cleared and settled electronically through CHES, depositary instruments called CDIs are issued. CDIs represent the beneficial interest in the underlying shares in a foreign company such as Revasum and are traded in a manner similar to shares of Australian companies listed on the ASX. Each Share of Revasum will be equivalent to one CDI.</p> <p>The CDIs and Shares have not been registered under the U.S. Securities Act. Due to certain U.S. securities laws, you will not be able to sell CDIs into the U.S. or to U.S. Persons for a period of 12 months from the Allotment Date, unless the resale of the CDI is registered under the U.S. Securities Act or an exemption is available. The Company has requested that all CDIs issued under the Offer bear a "FOR U.S." designation on ASX, which effectively automatically prevents any CDIs from being sold on the ASX to U.S. Persons.</p>	Section 10.9
<b>What rights and liabilities attach to the CDIs being offered?</b>	The Shares underlying the CDIs will rank equally with the Shares currently on issue in the Company. There are certain differences between the Shares and ordinary shares which are typically issued by Australian incorporated public companies.	Section 8.10 Section 10.9
<b>What law governs Revasum?</b>	As the Company is not established in Australia, its general corporate activities (apart from any offering of securities in Australia) are not regulated by the Corporations Act 2001 of the Commonwealth of Australia or by the Australian Securities and Investments Commission but instead are regulated by the DGCL and applicable U.S. law, including in relation to laws and regulations relating to takeovers.	Section 10.8
<b>Will the CDIs be quoted on the ASX?</b>	The Company will apply to ASX within seven days of the date of this Prospectus for quotation of all CDIs on the ASX under the ticker code RVS.	Section 10.9
<b>How do I apply for CDIs under the Offer?</b>	<p>Retail Applicants under the Broker Firm Offer should contact their Broker for instructions on how to complete the Broker Firm Offer Application Form accompanying this Prospectus. The Joint Lead Managers may seek to obtain identification information from Applicants. The Company reserves the right to reject an Application if that information is not provided.</p> <p>Applicant's under the Chairman's List Offer should follow the instructions in their invitation letter and complete the application form accompanying the invitation.</p>	Section 8

Topic	Summary	Further information
What are the fees and costs of the Offer?	The Company will pay to the Joint Lead Managers a lead manager fee equal to 5% (excluding GST) of the total amount raised by the Company under the Offer. Details of the other costs of the Offer are set out in Section 10.15.	Section 10.15
Is the Offer underwritten?	The Offer is fully underwritten by the Joint Lead Managers. A summary of the Underwriting Agreement, including the events which would entitle the Underwriters to terminate the Underwriting Agreement, is set out in Section 9.	Section 9.6
Is there a minimum amount of CDIs which I must apply for under the Offer?	Applications must be for a minimum of 1,000 CDIs (A\$2,000.00).	Section 8.4
Is there a cooling-off period?	No.	

## KEY FINANCIAL INFORMATION

Topic	Summary	Further information								
What is the key financial information you need to know about the Company's financial position?	<p>Set out below is a selected summary of the Company's Pro Forma Statement of Financial Position as at 30 June 2018.</p> <table border="1"> <thead> <tr> <th>Item</th> <th>Pro Forma Historical 30 June 2018 (US\$'000)</th> </tr> </thead> <tbody> <tr> <td>Cash</td> <td>32,340</td> </tr> <tr> <td>Net Tangible Assets</td> <td>32,604</td> </tr> <tr> <td>Net Assets</td> <td>33,878</td> </tr> </tbody> </table> <p>The Pro Forma Financial Information detailed in Section 6 and the Independent Limited Assurance Report detailed in Section 7 is based on various best estimates assumptions. These assumptions should be read in conjunction with the risk factors set out in Section 4.</p>	Item	Pro Forma Historical 30 June 2018 (US\$'000)	Cash	32,340	Net Tangible Assets	32,604	Net Assets	33,878	Section 6
Item	Pro Forma Historical 30 June 2018 (US\$'000)									
Cash	32,340									
Net Tangible Assets	32,604									
Net Assets	33,878									
On what basis has the financial information been prepared?	The financial information has been prepared in accordance with the recognition and measurement principles of the Australian Accounting Standards. Accounting policies relevant to the financial information are included in Appendix B.	Section 6								

# 1. INVESTMENT OVERVIEW

Topic	Summary				Further information	
<b>What is Revasum's historical and forecast financial performance?</b>		Pro Forma Historical		Pro Forma Forecast		Section 6
	US\$'000	FY16	FY17	FY18	12 months to 30 June 2019	
	Revenue	1,498	12,518	27,496	37,352	
	Cost of goods sold	(860)	(8,550)	(17,526)	(22,407)	
	<b>Gross profit</b>	<b>638</b>	<b>3,968</b>	<b>9,970</b>	<b>14,945</b>	
	Research & Development	(519)	(3,495)	(3,829)	(3,360)	
	Sales & Marketing	(163)	(1,812)	(3,147)	(4,399)	
	General & Administrative	(336)	(2,407)	(3,455)	(4,663)	
	<b>Total operating expenses</b>	<b>(1,018)</b>	<b>(7,714)</b>	<b>(10,431)</b>	<b>(12,422)</b>	
	<b>EBIT</b>	<b>(380)</b>	<b>(3,746)</b>	<b>(461)</b>	<b>2,523</b>	
	Fair value remeasurement of Financial Liabilities	-	-	-	-	
	Foreign exchange gain/(loss)	-	-	-	-	
	Net interest expense	(1)	(6)	(1)	-	
	<b>(Loss)/profit before tax</b>	<b>(381)</b>	<b>(3,752)</b>	<b>(462)</b>	<b>2,523</b>	
	Income tax expense	-	-	-	-	
	<b>Net (loss)/profit after tax</b>	<b>(381)</b>	<b>(3,752)</b>	<b>(462)</b>	<b>2,523</b>	
	Reconciliation of EBIT to EBITDA	(380)	(3,746)	(461)	2,523	
Depreciation and Amortisation	23	152	217	614		
<b>EBITDA</b>	<b>(357)</b>	<b>(3,594)</b>	<b>(244)</b>	<b>3,137</b>		
<b>How does Revasum intend to fund its operations following listing?</b>	Revasum intends to fund its operations from cash resources, the proceeds of the Offer and revenues generated from its operations. Revasum expects that it will have sufficient working capital from these sources to meet its stated business objectives.				Section 6	

**GENERAL**

Topic	Summary	Further information
<b>How can I obtain further information?</b>	<p>If you would like more information or have any questions relating to the Offer, you can contact the Offer Information Line on 1800 992 145 between 8.30am to 5.30pm AEDT, Monday to Friday (excluding public holiday). If you are calling from outside Australia, please call +61 1800 992 145.</p> <p>If you are uncertain as to whether an investment in the Company is suitable for you, please contact your stockbroker, financial adviser, accountant, lawyer or other professional adviser.</p>	

A photograph of an electric vehicle (EV) charging station. A white charging cable with a black handle is plugged into a white charging port on a white car. The car's body is white and has a black cap with the letters 'EV' on it. The background is a blurred indoor setting with lights.

# 2.

## INDUSTRY OVERVIEW

## 2. INDUSTRY OVERVIEW

### 2.1 Introduction

Revasum designs and manufactures capital equipment used in the semiconductor device manufacturing process. Semiconductors are a key component in almost all modern electronics, including various kinds of communication, mobile phones, computing, internet of things (IoT) enabled devices and automotive components.

Revasum's equipment is used in both the manufacturing of the base wafer or substrate and in critical process steps for manufacturing semiconductor devices on the substrate:

- Substrate manufacturing relates to the creation of the base wafer, which is an input into the device manufacturing process. All substrates must be of uniform thickness, be extremely flat, and with a smooth surface free of defects. Revasum offers both grinding and polishing equipment (commonly called 'systems'):
  - **Grinding** systems remove damage created in the slicing of the wafer from a silicon ingot or silicon carbide boule and grind the wafer to the desired thickness, meeting specifications at the micron level; and
  - **Polishing** systems create a smooth surface free from surface damage, upon which devices can be built.
- Device manufacturing is the process of building Integrated Circuits (ICs) and discrete devices on the substrate. Revasum offers CMP and grinding systems, which are critical steps in device manufacture and packaging:
  - **Chemical Mechanical Planarization (CMP)** systems are used to planarize thin film materials, creating a flat surface upon which new layers of the IC can be built; and
  - **Grinding** systems are used to thin the finished wafer to the desired thickness, after devices have been built, but prior to final packaging.

### 2.2 Overview of the global semiconductor industry

Semiconductor material has an electrical conductivity value falling between that of a conductor and an insulator, making it an attractive medium to control electrical currents. A semiconductor device is constructed on and from pure elements with Silicon (Si), being the most common element and forming the basis of most semiconductor devices. Other materials such as Silicon Carbide (SiC) are increasingly used because of its conductivity and specific properties of the material, particularly for high power, high voltage and communication devices. Semiconductor devices are a key component in almost all modern electronics, including in various kinds of communication, computing and IoT devices and automotive components.

Semiconductor devices are generally categorised into two main forms:

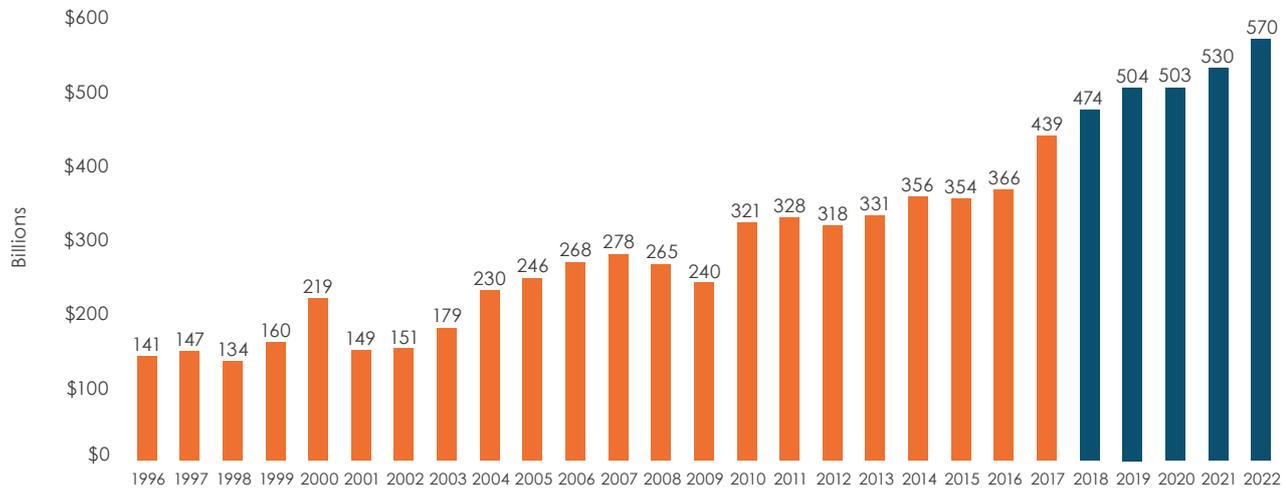
- **ICs:** An IC (commonly referred to as a 'chip') is a device built on a semiconductor substrate.
- **OSDs (optoelectronic, sensor and discrete devices):** includes microelectromechanical systems for sensors and actuators and high-brightness LEDs.

#### 2.2.1 Semiconductor market size and demand drivers

Growth in the global semiconductor market is primarily driven by the growth in end-use markets including computing, communications, automotive, IoT and mobile phones. IC Insights estimated the semiconductor industry generated US\$439.0 billion in revenue in 2017, representing a sustained 4.7% compound annual growth rate (CAGR) over the course of the previous decade. IC Insights forecasts growth in the semiconductor market to continue over the next five years to US\$570.0 billion of revenue in 2022, representing a CAGR of 5.4%.

## 2. INDUSTRY OVERVIEW

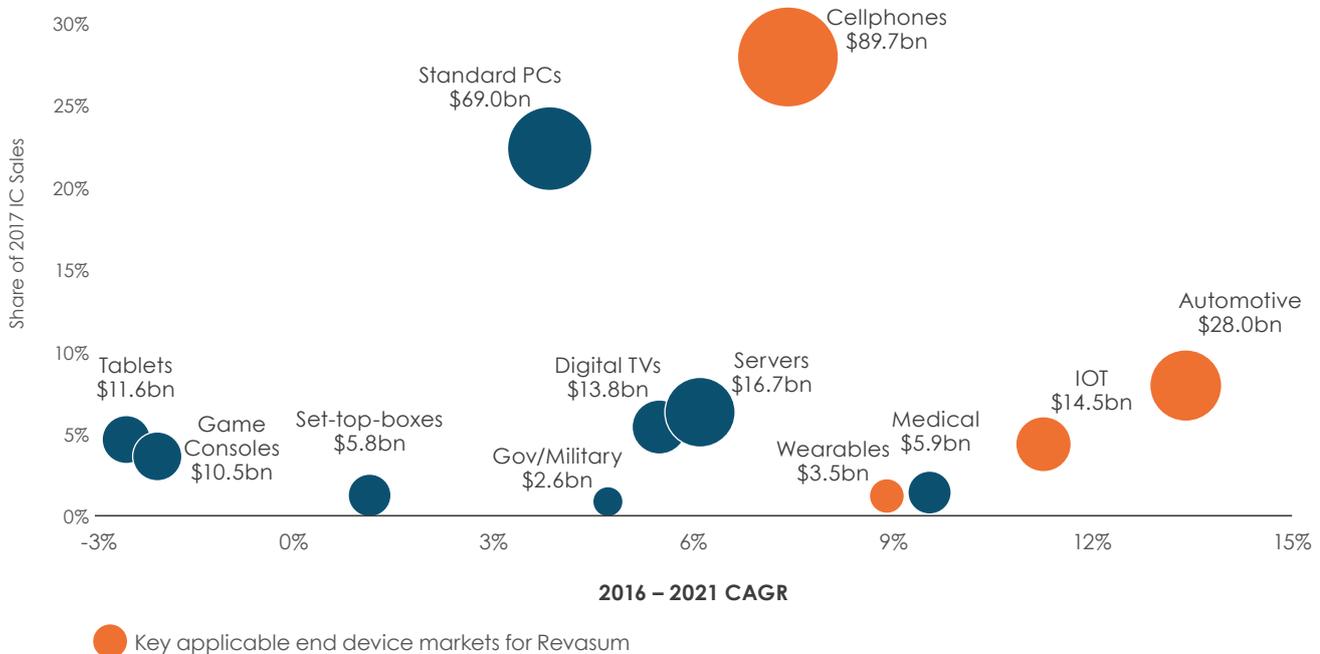
Figure 1: Growth in worldwide semiconductor market



Source: IC Insights – The McClean Report 2018

The global semiconductor industry and, in turn, the global semiconductor capital equipment industry, are driven by growth in end-use markets. Computing (comprised of PCs, servers and mobile phones) represents a large portion of the semiconductor market revenue but is a relatively mature market. High growth segments include automotive, IoT, and communications (such as communications infrastructure).

Figure 2: Semiconductor market size by end-use markets



Source: IC Insights – The McClean Report 2018

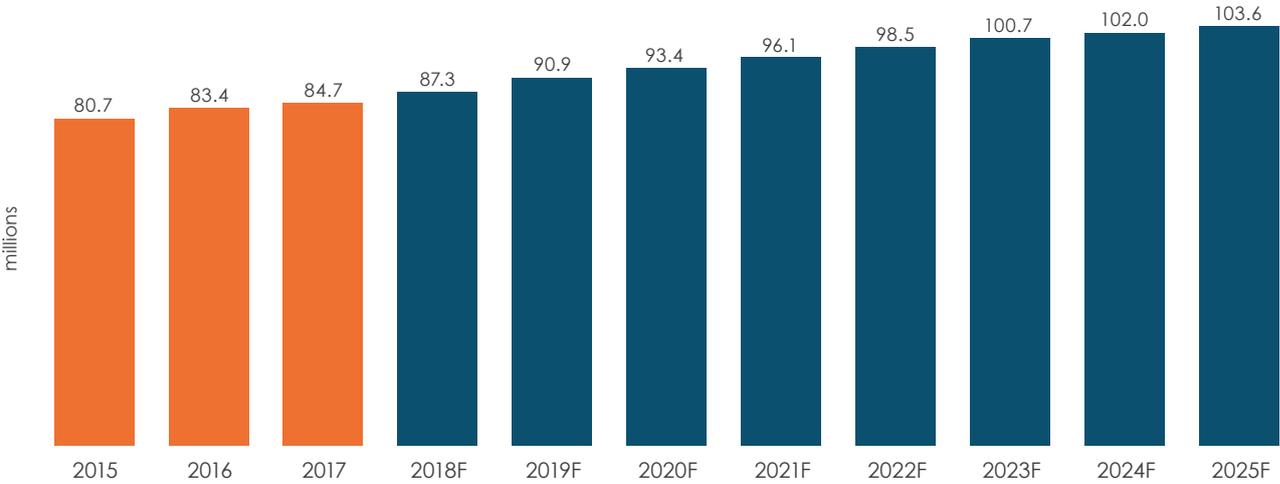
**2.2.1.1 Automotive**

The increasing use of semiconductor devices in the automotive industry is being driven by both the rise in the electric vehicle (EV) market and the increased electronic content in vehicles.

The rise in the EV market is driven by declining battery prices, advanced battery chemistries, increased battery production, extended driving range, advances in charging technology as well as a recent aggressive push by OEMs to increase production of EVs.

Frost and Sullivan forecast EV unit sales to increase from 84.7 million in 2017 to 103.6 million in 2025, representing a 2.3% CAGR to 2025.

Figure 3: EV Sales, Global Million Units Sold (2015–2025)



Source: Frost & Sullivan, End-markets for Semiconductor Manufacturing Equipment, September 2018

In addition to the growth in EVs, there is a trend of increased electronic content in vehicles (electric and petrol/diesel) as a result of OEMs incorporating advanced sensing, connectivity, analytics and alert solutions into vehicles, resulting in an increasing number of ICs and OSDs being designed into vehicles.

Silicon Carbide (SiC) is commonly used as an alternative to Silicon (Si) in the automotive industry due to its chemical properties which allow it to operate at high temperatures and at high voltages.

**2.2.1.2 Internet of Things (IoT)**

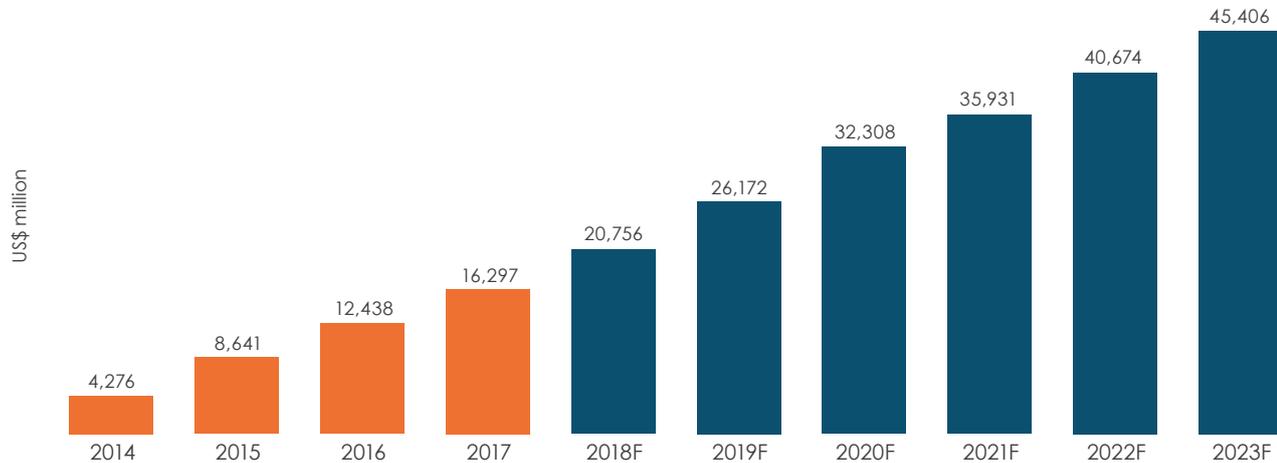
The connection of devices to the internet and other wireless networks is collectively termed the Internet of Things (IoT). IoT enables electronics manufacturers to develop solutions that maximise operational efficiency (with features such as remote access and monitoring), while also providing data-driven insights to end users.

The increased transition of devices to IoT connected devices is observable across almost all verticals and IoT connected devices naturally contain more semiconductor content than non-connected devices, thus contributing to the demand for semiconductors.

Frost and Sullivan forecast the global market for IoT devices to reach US\$45.4 billion in 2023 from US\$20.5 billion in 2018 reflecting a CAGR of 20.3%.

## 2. INDUSTRY OVERVIEW

Figure 4: Size of IoT market (2014 – 2023)



Source: Frost & Sullivan, End-markets for Semiconductor Manufacturing Equipment, September 2018

### 2.2.1.3 Telecommunications and 5G

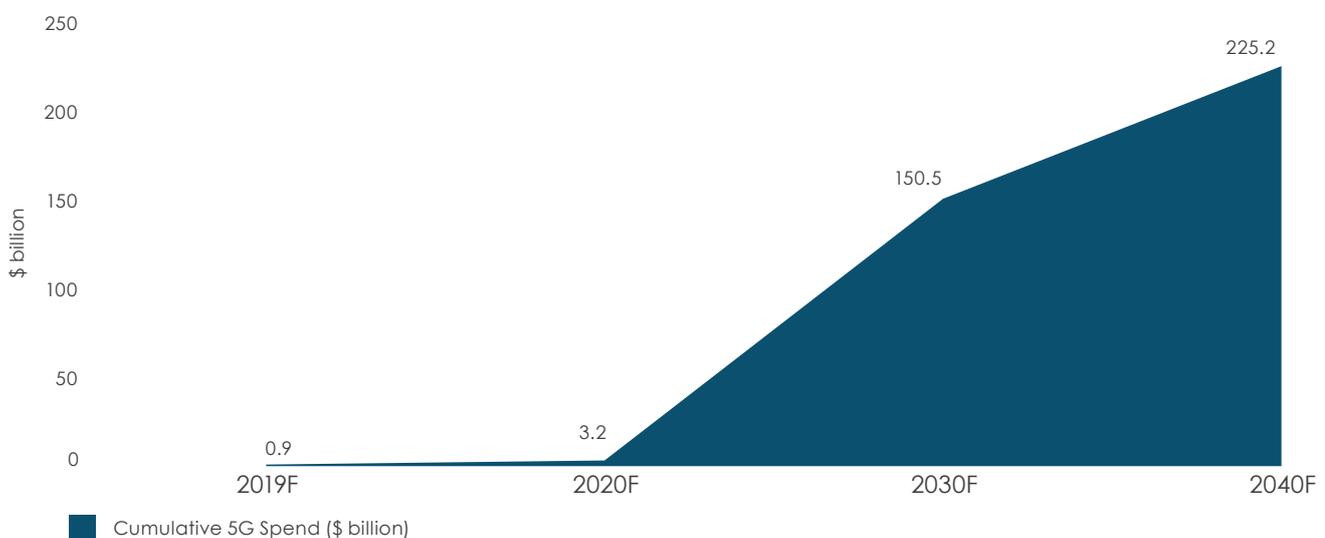
Advancements in the global telecommunications market, particularly the introduction of the fifth-generation of mobile network technology (5G), is expected to act as a significant driver in communications infrastructure capital expenditure.

The adoption of 5G is expected to be driven by demand for devices requiring faster processing speed and lower latency, such as video, augmented reality and virtual reality applications for gaming, shopping, autonomous vehicles and unmanned aerial vehicles. Successful global trials as well as planned commercial launches of 5G over the next three years are indicative of the shift towards 5G.

Frost and Sullivan expect that by 2025 there will be 1.2 billion 5G connections globally; accounting for 14% of all mobile connections (excluding cellular IoT).

Figure 5 below provides a forecast of the telecommunications spend on 5G infrastructure.

Figure 5: 5G Infrastructure Spending Outlook (2019-2040)



Source: Frost & Sullivan, End-markets for Semiconductor Manufacturing Equipment, September 2018

### 2.2.1.4 Growth of China

As a result of the global strength of the semiconductor device market, China has emerged as a key driver of semiconductor capital equipment expenditure, with China forecast to construct twenty new fabrication plants (Fabs) between 2016 and 2019. China is expected to account for approximately 20% of global Fab capacity by 2020, making China the largest market for semiconductor capital equipment globally.

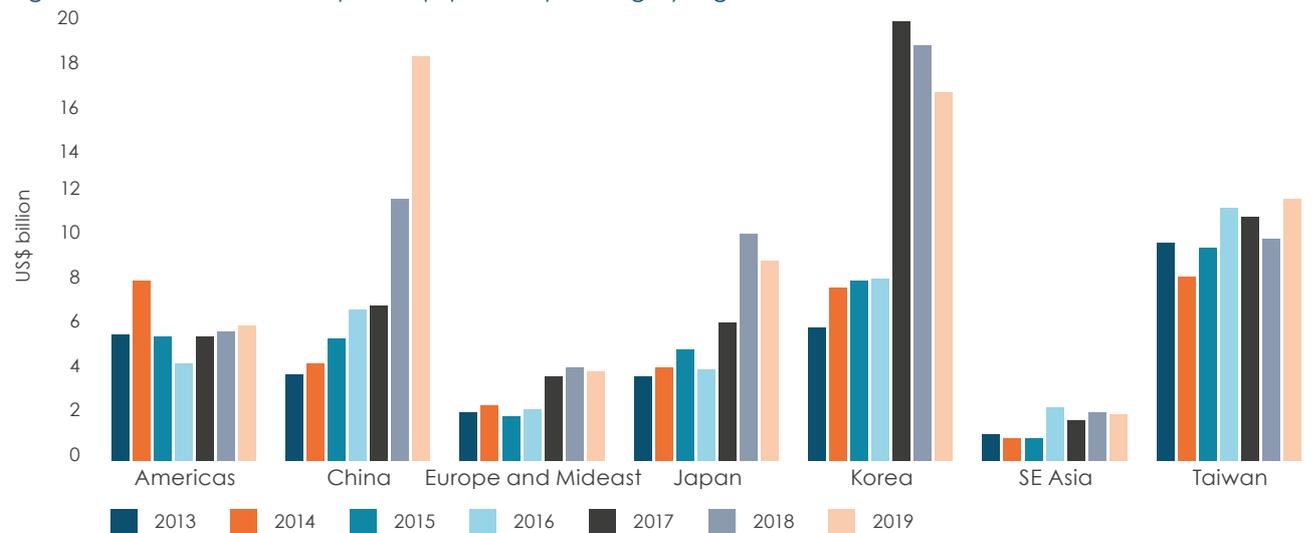
The World Semiconductor Trade Statistic Organisation (WSTS) suggests during the past ten years, China's semiconductor consumption has grown at a 12.0% CAGR, while total worldwide consumption has grown at a 3.2% CAGR.

China's growth in semiconductor consumption is primarily the result of the below factors:

- the continuing transfer of worldwide electronic equipment production to China;
- the above-average semiconductor content of the electronic equipment manufactured in China; and
- China's strategic plan, "Made in China 2025", which outlined, among other things, China's intention to increase its indigenous production of semiconductors and other high-tech products to lessen its reliance on foreign nations.

Since the introduction of the "Made in China 2025" policy framework, Chinese enterprises have significantly increased the pace of semiconductor factory construction and chip production. In 2017, China became the third largest purchaser of semiconductor capital equipment and is expected to be second only to Korea by 2019 reaching approximately \$18 billion.

Figure 6: Semiconductor capital equipment spending by region



Source: World Fab Forecast Report, SEMI, May 2018

## 2.3 Semiconductor Manufacturing Process

The process of manufacturing semiconductors is highly complex and can consist of several hundred individual steps and systems. In summary, this process may be broken down into two core stages:

1. Substrate manufacture which relates to the manufacturing of the base wafer to be used as an input into the device manufacturing process; and
2. Device manufacture which is the process of manufacturing the semiconductor device.

### 2.3.1 Substrate manufacturing process

Substrate manufacturing consists of various sub-stages, where each stage can require a number of distinct capital equipment systems and technical processes. The processes of substrate manufacturing include:

- **Ingot or boule growing** – a process where materials, such as silicon (Si) or silicon carbide (SiC) are created in a manner which forms a cylindrical ingot or boule, respectively.
- **Slicing** – typically using a wire saw running at high speeds to cut the ingot or boule to create the substrate.

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- **Grinding** – grinding the wafer to remove damage from the slicing process and to ensure the wafer is the desired thickness. Grinding needs to be extremely precise to ensure minimal thickness variation across the substrate, measured at the micron level (one thousandth of a millimetre).
- **Polishing** – ensuring the substrate is extremely smooth with minimal defects or damage across the surface. A high-quality surface enhances the yield of the semiconductor device manufacturing process.
- **Cleaning** – a process by which the final substrates are cleaned prior to shipment to customers.

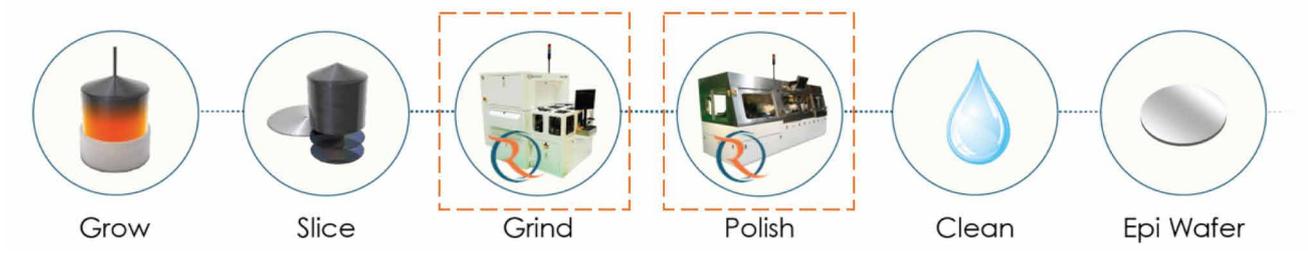
The overall quality of the substrate (across dimensions such as thickness variation, surface quality and sub-surface damage) together with manufacturing yield are important considerations for substrate manufacturers. The type and quality of capital equipment, particularly grinding and polishing systems, can have a material impact on substrate yield (percentage of substrates scrapped), together with the price that the substrate manufacturer can achieve for each substrate.

Grinding and polishing can be undertaken by either batch processing or single substrate processing:

- Batch processing generally results in higher throughput and lower costs per substrate. However, batch processing can result in lower yield and generally gives less control over the production process due to each individual substrate being exposed to different conditions, which can impact quality.
- Single substrate processing generally results in improved substrate-to-substrate consistency and reduced sub-surface damage. This improved quality can result in better substrate yield and pricing for the substrate manufacturer (as the higher quality substrate can generate better yield for the device manufacturer).

Revasum focuses on manufacturing single substrate processing systems with application in the grinding and polishing of substrates including Si and SiC wafers.

Figure 7: Substrate manufacturing process



Source: Revasum

### 2.3.2 Device manufacturing process

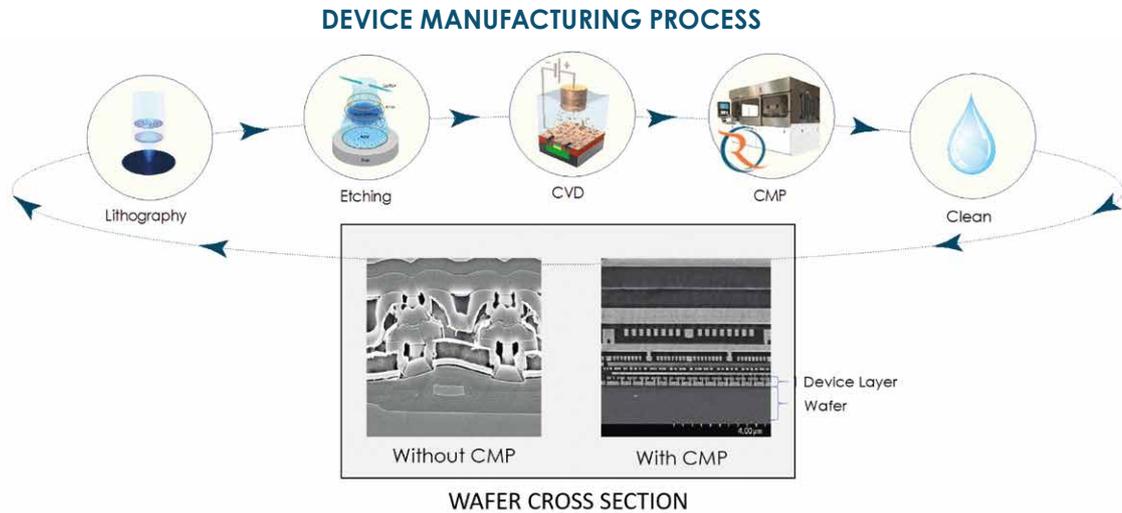
The device manufacturing process requires hundreds of specialised systems and process steps during which ICs or OSDs are formed on the substrate. Figure 8 outlines the general process steps required to fabricate a device:

- **Lithography**: transfer of patterns onto the surface of the wafer.
- **Etching**: removal of any unnecessary material through the use of corrosive gasses, to produce a required pattern.
- **Deposition**: either conducting or insulating materials are deposited at the atomic or molecular levels onto the wafer as a thin film.
- **CMP**: process used to remove and planarize excess thin film material on the wafer, creating a flat and smooth surface upon which new layers of the device are built.
- **Packaging**: can involve grinding the finished wafer to the desired thickness and encapsulating the device in a supporting case that prevents physical damage or corrosion.

Lithography, etching, deposition and CMP processes are repeated multiple times to layer patterns ultimately forming a complete integrated circuit. As device geometries decrease, the number of process steps generally increases. A 2015 report from Techcet estimates that the number of CMP steps has increased from 12-13 at a 28nm design rule to 25-26 at 10nm.

Revasum focuses on manufacturing and supplying semiconductor manufacturing systems with application in the CMP and packaging (specifically backside grinding) processes.

Figure 8: Semiconductor manufacturing process



Source: Revasum

Table 1: Wafer size and application

Wafer Size	150mm and below	200mm	300mm
<b>Overview</b>	<ul style="list-style-type: none"> <li>Typically, specialist materials, including SiC, for use in applications requiring unique properties or systems for higher voltage applications or faster switching.</li> <li>Lower overall capex spend required for 150mm fabrication, therefore lower cost devices may be produced at high volumes.</li> </ul>	<ul style="list-style-type: none"> <li>Key cases include microcontrollers, IoT, automotive and micro-electromechanical systems (MEMS) sensors.</li> <li>Typically, larger microchip sizes.</li> <li>Lower overall capex spend required for 200mm fabrication, therefore lower cost devices may be produced at high volumes.</li> </ul>	<ul style="list-style-type: none"> <li>Targeting the most advanced microchips (smaller in size).</li> <li>Typically, large capex spend required (approximately US\$7.0 billion to construct a new Fab), therefore application is for complex ICs such as logic, NAND and DRAM which generally command higher market prices.</li> <li>Certain advanced device manufacturers use 300mm wafers because more expensive ICs can be fit on the wafer, creating economies of scale and enabling increased manufacturing yield.</li> </ul>

Over 70% of the devices used in cars and mobile phones are made on 200mm and below substrates.

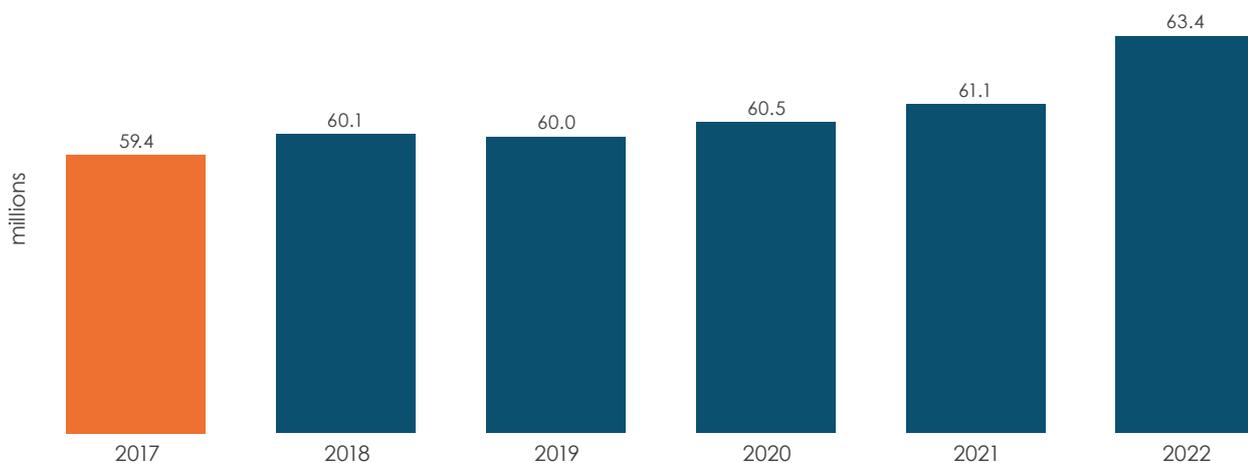
## 2. INDUSTRY OVERVIEW

### 2.4 200mm Si Substrate and Device Manufacturing Industry

#### 2.4.1 Overview

The 200mm semiconductor capital equipment market, a subset of the broader semiconductor capital equipment market, is a key target market for Revasum. The 200mm Si market is experiencing a period of growth, driven by increasing demand in end-use products including communications (including 5G), automotive and IoT, the majority of which use ICs or OSDs made on wafers sized 200mm or below.

Figure 9: Forecast 200mm Si fabrication capacity (millions of wafers per annum)



Source: IC Insights, Global Wafer Capacity Report 2018

#### 2.4.2 Market Size

There is currently a shortage in both the supply and device manufacturing capacity of 200mm substrates. IC Insights estimates the industry will be required to increase the production of wafer starts, defined as the number of new wafers beginning the fabrication process, by more than 4.0 million in order to meet the anticipated growth in demand. This would take global annual wafer starts for 200mm (and below) from 59.4 million wafers in 2017 to 63.4 million wafers in 2022.

The growth in annual wafer production is driven by a number of demand and supply side factors which as discussed in detail in Section 2.2.1, is forecast to continue over the next five years.

#### 2.4.3 Capital Expenditure Drivers

Capital expenditure on 200mm systems is driven by investments in additional fabrication capacity to meet growing trends in major end markets. In particular, this expected increase in capital expenditure is being underpinned by:

- the expected increase in the number of 200mm Fabs from 194 in 2017 to 203 by 2022. The increase in Fabs is expected to drive additional purchases of 200mm device manufacturing systems, but also substrate manufacturing systems; and
- expenditure on 200mm equipment to expand production capacity at existing 200mm Fabs. Many of the existing 200mm Fabs are significantly or fully depreciated. Incremental capital expenditure to expand capacity provides an attractive return on capital opportunity for existing facilities.

## 2.5 Silicon Carbide (SiC) Substrate and Device Manufacturing Industry

### 2.5.1 Overview

SiC is a compound semiconductor material. SiC provides a number of technical advantages over Si for use in electrical applications due to its conductive and thermal properties, including band gap, electron saturation velocity (measures of electrical conductivity) and thermal conductivity.

Figure 10: Properties of silicon versus silicon carbide

Property	SiC Advantage			
$E_g$ (eV) – band gap	X3	Si	1.1	
		SiC	3.3	
$V_{sn}$ (cm/s) – electron saturation velocity	x2	Si	$1 \times 10^7$	
		SiC	$2 \times 10^7$	
$\mu_n$ (cm <sup>2</sup> /Vs) – electron mobility	~	Si	1350	
		SiC	950	
$\epsilon_r$ – dielectric constant	~	Si	11.8	
		SiC	9.7	
$E_c$ (V/cm) – critical electric field	X15	Si	$2 \times 10^5$	
		SiC	$3 \times 10^8$	
K (W/cm K) – thermal conductivity	x3	Si	1.5	
		SiC	5	

Property	SiC advantage in practice
<b>Band Gap</b>	Larger bandgap allows devices to operate at much higher voltages, frequencies and temperatures than conventional materials like Si.
<b>Electron Saturation</b>	Saturation velocity greatly affects the voltage transfer characteristics of a semiconductor device, which is advantageous in power devices.
<b>Operating Temperature</b>	Allows SiC power devices to work well in hot and hostile environments without losing performance capability. Results in overall cost reduction of the cooling system since less expensive cooling materials and methods may be used.
<b>Critical Electric Field</b>	SiC semiconductor can be much thinner (less weight), with lower power losses, making it ideal for power-based devices.
<b>Thermal Conductivity</b>	Important for power-based devices as heat can be conducted away more effectively, reducing the complexity of cooling systems enabling reductions in both cost and size.

Source: Semiconductor Today, April 2017

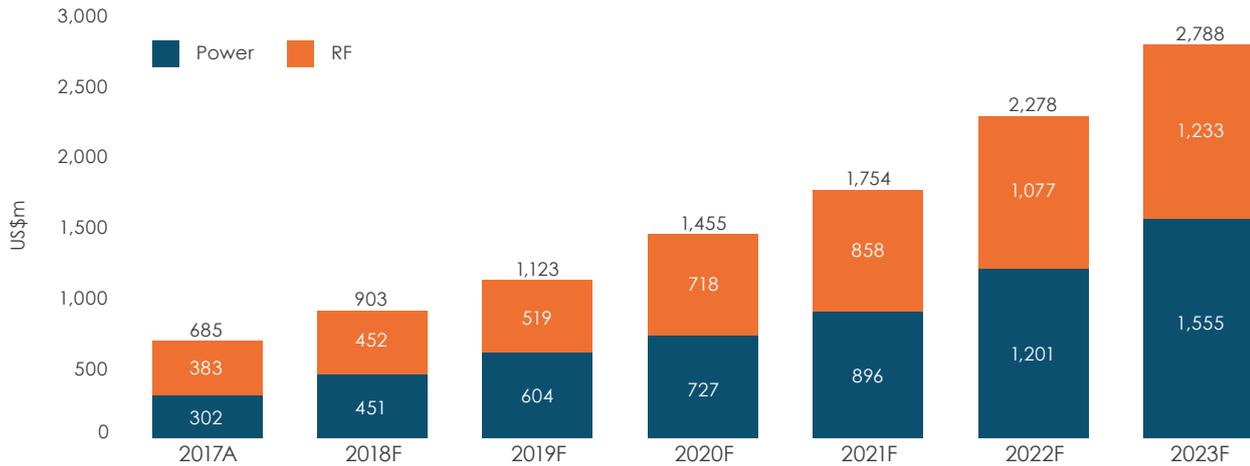
The result is a significant performance improvement for electrical applications achieving performance and overall cost advantages compared with silicon, making it the most viable successor for next-generation power devices.

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### 2.5.2 Market Size

Market growth is expected to accelerate post 2020 as more segments adopt SiC. Yole estimates that the SiC device market for power applications (not including communications applications) generated revenue of US\$685 million in 2017, which is forecast to grow to approximately US\$2.8 billion by 2023, representing a CAGR of 26.4%.

Figure 11: SiC device market size for Power and Radio Frequency (RF) (2017-2023)



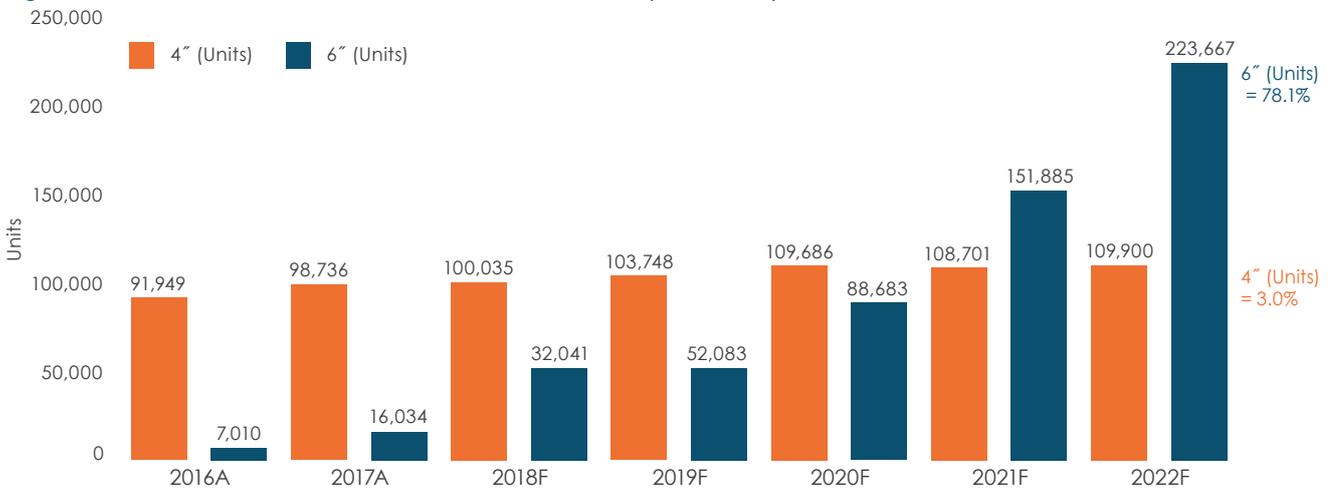
Source: Yole, SiC Device Market Report 2017

### 2.5.3 Growth Drivers

Growth in the SiC semiconductor substrate and device markets is expected to be driven by growth in the end-use segments, including automotive (particularly electric vehicles) and communications (particularly the expected 5G mobile infrastructure rollout) as described in Section 2.2.1.

New applications, such as electric vehicle charging infrastructure, are emerging and are expected to further contribute to growth in the SiC substrate and devices markets. Growing demand for 150mm (six inch) SiC substrates is expected to drive investment in new process systems. Currently, the majority of SiC substrates are four inch due to the physical limitations on growing the SiC boule.

Figure 12: Market demand for four and six inch wafers (2016-2022)



Source: Yole, SiC Device Market Report 2017

## 2.6 Market participants

There are several companies that participate in the design and manufacture of substrates and devices using 200mm and below wafers in both Si and SiC. Below is an illustrative list of industry participants but does not capture all of the participants that are, or could be, customers of Revasum.

Table 1: Market Participants

Company Name	Company Overview	Substrate	Device	Si	SiC
Cree Inc (NASDAQ: CREE)	Designs and manufactures semiconductor devices for use in the lighting market. Wolfspeed, a Cree company, designs and manufactures SiC semiconductor devices for use in automotive (electric vehicle), and power management applications.	Y	Y	Y	Y
Global Wafers	Taiwan based company engaged in the development, design, manufacture, and sale of semiconductor ingots and substrates.	Y	N	Y	Y
Infineon Technologies AG (ETR: IFX)	German based manufacturer of semiconductor devices, with a focus on automotive, industrial power control, power management and security applications.	N	Y	Y	Y
Mitsubishi Electric Corporation (TYO: 3503)	Division of Mitsubishi Electric Corporation that develops and manufactures devices for use in power and communications applications.	N	Y	Y	Y
ON Semiconductor Corp (NASDAQ: ON)	Semiconductor device manufacturer of connectivity, sensor and power management and lighting devices across automotive, communications consumer (IoT) and industrial applications.	N	Y	Y	Y
Qorvo Inc. (NASDAQ: QRVO)	Designs, manufactures, and supplies radio-frequency systems and solutions for applications across automotive, communications, and IoT. Also provides foundry services.	N	Y	Y	Y
STMicroelectronics NV (NYSE: STM)	Designs and manufactures semiconductor devices including sensors and power management devices for applications in automotive, industrial, personal electronics, communications and IoT.	N	Y	Y	Y
WaferWorks Corporation	Manufacturer of ingots and silicon wafers for use in semiconductor device manufacturing. Locations in Taiwan, China and U.S.	Y	N	Y	N

## 2. INDUSTRY OVERVIEW

### 2.7 Grinding and CMP Capital Equipment Market

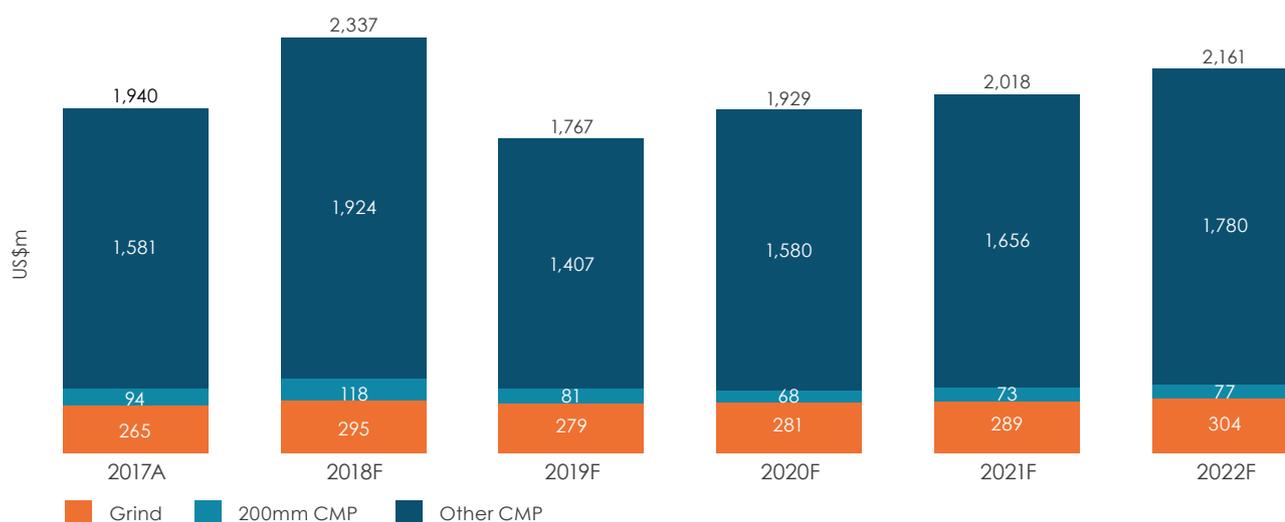
#### 2.7.1 Overview

Grinding, polishing and CMP are integral steps within the substrate and device manufacturing processes, directly impacting the yield that substrate and device manufacturers can achieve. The demand for this capital equipment is impacted by the need to expand production capacity, upgrade or enhance production capabilities and replacement of existing equipment.

#### 2.7.2 Market Size

The size and growth of the device grinding and CMP capital equipment markets is estimated to increase from approximately US\$1.9 billion in 2017 to US\$2.2 billion in 2022 at a CAGR of 2.2% and is largely driven by growth in end-use segments. The device grinding market, whilst a relatively minor portion of the total available market for Revasum, is forecast to grow at a CAGR of 1.0% to US\$304 million in 2022. The device CMP market, which comprises approximately 80% of Revasum's applicable target market, is forecast to grow at a CAGR of 2.1% to US\$1.9 billion in 2022.

Figure 13: Revasum's CMP and grinding addressable market size (2017-2022)



Source: VLSI Research, Wafer Fab Equipment Market Forecast, March 2018

Figure 13 illustrates that the device CMP market for 200mm equipment is approximately 5% of the overall CMP market, or between US\$70-120 million annually, and is impacted by production capacity expansion and Fab upgrade plans.

Within 300mm device CMP, IC Insights estimates that between 58% and 65% of that market relates to manufacturing geometries greater than 65 nanometre nodes considered to be (200mm equivalent), largely relating to the production of sensors and control devices. Revasum's development pipeline of new process systems will enable the Company to address a larger portion of the overall CMP and grinding capital equipment markets (see Section 3.10.2 for additional information on Revasum's product development pipeline).

### 2.7.3 Competitors

There are several companies that develop and manufacture grinding and CMP/polishing systems. Set forth below is an illustrative list that includes some, but not all, companies that Revasum views as competitors. A large portion of the companies named below generally focus on one of the grinding, CMP or polishing markets. In addition, a large portion of the below competitors provide batch processing equipment rather than single wafer equipment which Revasum provides. Further, the below companies are predominantly focused on producing 300mm wafers.

Table 2 : Competitors

Company Name	Company Overview	Grind	Polish	CMP
Applied Materials (NASDAQ: AMAT)	Headquartered in the United States, Applied Materials engages in the manufacturing and sale of semiconductor fabrication equipment and services to the semiconductor industry.	N	N	Y
Disco Corporation (TSE/TYO: 6146)	Headquartered in Japan, Disco Corporation engages in the manufacturing and sale of precision processing equipment.	Y	Y	N
Ebara Corporation (TSE/TYO: 6361)	Headquartered in Japan, Ebara Corporation engages in the manufacture and sale of industrial machineries.	N	N	Y
Fujikoshi Machinery Corporation	Headquartered in Japan, Fujikoshi produces grinding and polishing equipment.	Y	Y	N
GigaMat	Headquartered in Fremont California, GigaMat Technologies is a manufacturer and supplier of batch grinders and polishers.	Y	Y	N
PR Hoffman	Headquartered in Pennsylvania, PR Hoffman is a manufacturer of batch polishing equipment.	N	Y	N
Speedfam	Headquartered in Japan, Speedfam is a provider of batch polishing equipment manufacturing.	Y	Y	N



# 3.

## COMPANY OVERVIEW

# 3. COMPANY OVERVIEW

## 3.1 Overview of Revasum

Revasum designs, manufactures and markets a portfolio of semiconductor processing equipment. The Company's product portfolio includes grinding, polishing and CMP equipment (also referred to as systems) used to manufacture substrates and devices for the global semiconductor industry.

The systems that Revasum manufactures are a key part of the production chain in manufacturing and processing wafers sized 200mm and below that are used to make microchips, sensors, LEDs, RF devices and power devices which are commonly used in connected IoT devices, mobile phones, wearables, automotive, 5G and industrial applications.

Revasum was incorporated in Delaware, United States, in October 2016 and capitalised by Firsthand Venture Investors (**Firsthand**) in November the same year to purchase the assets of Strasbaugh, Inc. (**Strasbaugh**) from Strasbaugh's lender and leverage the significant portfolio of IP, technology and products acquired (see Section 9.5 for further details of the asset acquisition agreement). Following the completion of the business and asset purchase, Revasum rationalised the product portfolio, established a new business strategy (including establishing a focus on key target markets and setting a new product technology direction), strengthened the management team and began conducting business under the Revasum brand.

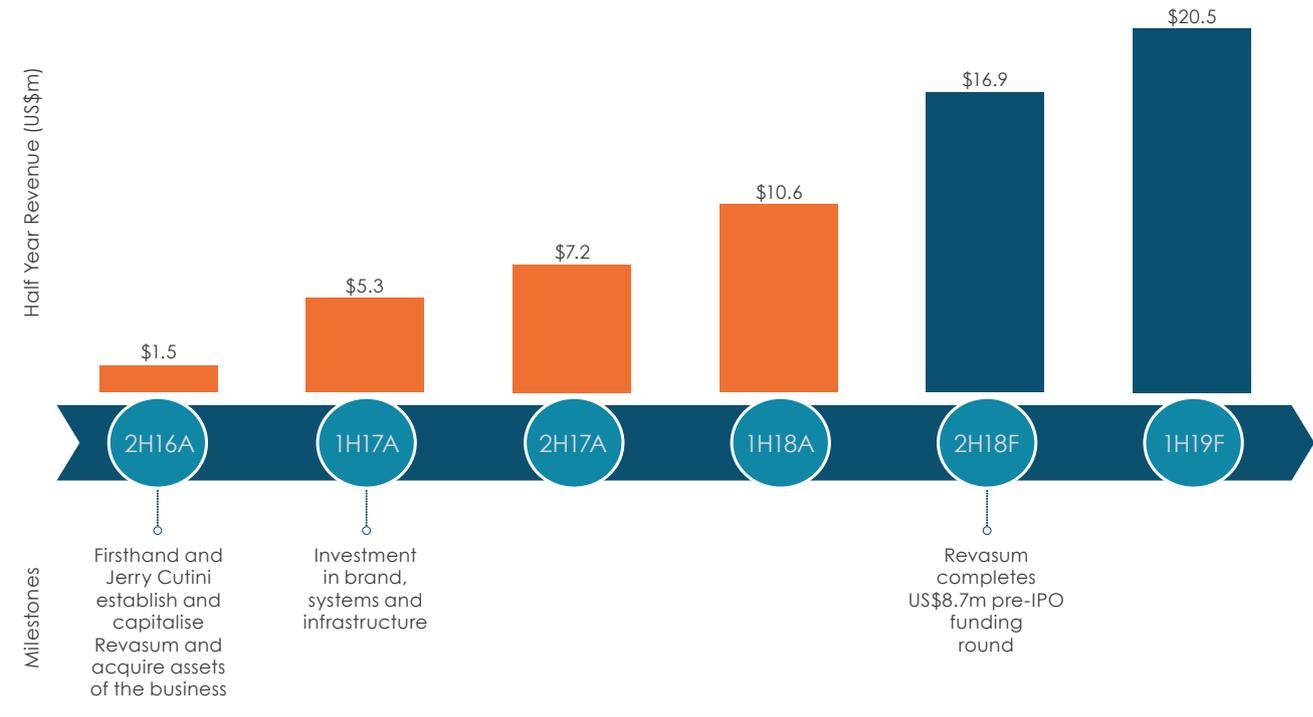
The Company has been funded to date by way of equity and convertible note funding. Firsthand has supported the Company in each of the additional rounds of capital raising (two equity raises and one convertible note raise) alongside Jerry Cutini (Executive Chairman, President and CEO), Ryan Benton (Executive Director, SVP and CFO) and other key management and staff, who also participated in certain capital raising rounds. The Convertible Notes will automatically convert into common stock prior to listing and the Company does not have any other external debt.

The Company's headquarters and manufacturing facility is based in San Luis Obispo, California, United States of America, with both direct and independent sales and service offices located in the United States, China (including contract manufacturing), Europe, Japan, Korea and Taiwan. Revasum also plans to have certain components of its systems contract manufactured in China over the short to medium term.

The funds raised from the Offer will be used to strengthen the Company's balance sheet and fund working capital, as well as to fund strategic, customer-led product development initiatives including a new substrate polishing system and a new CMP system as the Company looks to capitalise on strong industry growth and increasing demand.

## 3.2 Corporate History

Figure 14: Revasum Corporate History



## 3. COMPANY OVERVIEW

### 3.3 Product Overview

Revasum specialises in grinding, polishing and CMP system design used for a variety of semiconductor manufacturing applications. Revasum's wafer processing systems are sold to:

- **Substrate manufacturers:** Revasum offers both grinding and polishing equipment to substrate manufacturers who use Revasum's systems to produce wafers that have uniform thickness, are extremely flat, have a smooth surface and are free of defects to maximise yield (and lower costs) for the device manufacturers.
- **Device manufacturers:** Revasum's CMP systems are used to planarize thin films after layers of the device have been deposited. Revasum also offers grinding equipment for backside thinning of the device wafer prior to packaging.

Revasum believes that offering systems that service customers and process steps across substrate and device manufacturing provides a unique competitive advantage that enables the Company to assist its customers in optimising their manufacturing flows and production processes for both substrate and device manufacturing. In particular, the Company believes that its systems help improve production processes by lowering costs per wafer, reducing wafer handling steps, improving performance and providing better yield for customers. As per Section 2.6, Revasum's competitors tend to specialise in either grinding, polishing or CMP.

Revasum currently offers a range of semi-automated and fully automated equipment for 200mm wafers and below. With over 70% of all IC content in automobiles, mobile devices and wearables being made on wafers that are 200mm or smaller, these are key growth markets that are strategically important for Revasum. Revasum's current product portfolio is outlined below.

Figure 15: Existing Revasum Products

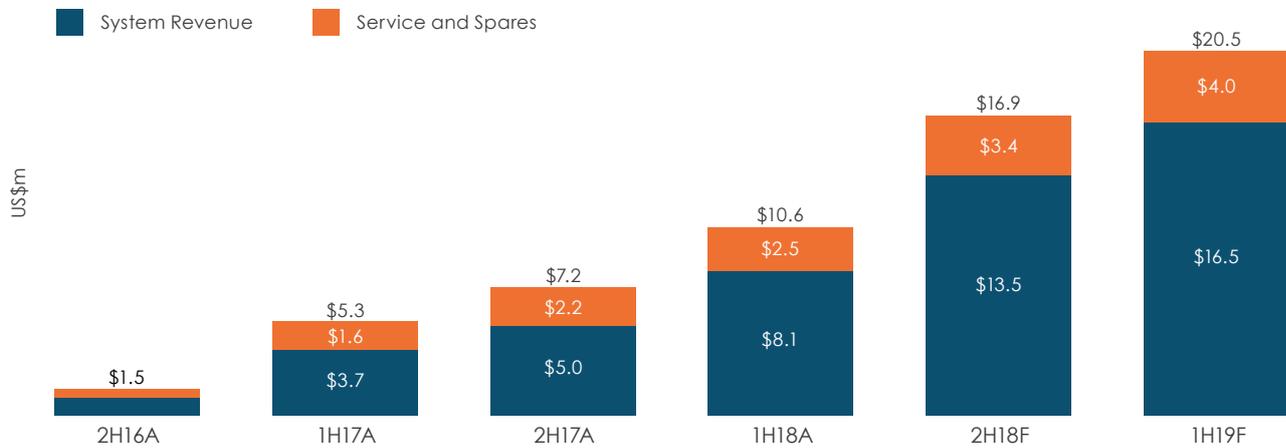
Product	Market	Primary applications	Wafer sizes
6EC-II 	Device	Low-volume production applications, thin film CMP and consumables or process R&D	75-200mm
6DS-SP R 	Device & substrate	High-volume production for the thinning of film CMP and the polishing of SiC substrates	100-200mm
6DZ-II 	Substrate	High-volume Si substrate polishing	100-200mm
7AF-HMG 	Device & substrate	Grinding of hard material wafers (including SiC)	50-200mm
7AF-R 	Device & substrate	Thinning of Gallium arsenide (GaAs), Si and Indium phosphide (InP)	50-200mm

### 3.4 Revenue model

Revasum primarily generates revenue through system sales (grinding, polishing and CMP equipment) to substrate or device manufacturers for use in both new and existing fabrication plants. System sales primarily relates to the sale of new systems. However, Revasum also opportunistically sells laboratory demonstration systems (held on its balance sheet and located at its manufacturing facility), and refurbished systems that are acquired as a trade-in for new systems from existing customers or purchased in the open market.

Revasum also generates revenue from provision of services and sales of spare parts to existing customers that have Revasum systems installed in their fabrication plants, meaning that service and spare part revenues are expected to increase as sales of systems increase.

Figure 16: Revenue mix (2H16A-1H19F)



Source: Revasum

### 3.5 Revasum’s competitive advantage

The Company and its management team have leveraged a significant intellectual property portfolio and historical expertise in grinding, polishing and CMP systems to create a strong competitive advantage and market position within the 200mm and below semiconductor capital equipment market.

Management believes that the key sources of its competitive advantage are the Company’s strategic focus, the strength of its technology and IP, and its customer-led product development focus.

#### 3.5.1 Strategic focus

Revasum is focused on delivering its systems into what management considers to be a relatively underserved capital equipment market for substrate and device manufacturing at 200mm wafers and below. A large portion of Research and Development (R&D) by global capital equipment companies has been focused on developing systems for high-end advanced microchips (predominantly on 300mm wafers), creating what management and industry researchers have identified as a significant shortage of systems for substrate and device manufacturing at 200mm and below.

As described in Section 2, a significant proportion of semiconductor devices are made on wafers at 200mm or below, and emerging compound semiconductor devices (such as those on SiC) are typically made on wafers at 150mm or below. Revasum has therefore strategically chosen to focus efforts on these key market segments, where limited competition and a lack of innovation from larger capital equipment companies has created a significant opportunity for Revasum to continue to grow a strong market share and capitalise on broader trends in IoT, EVs and 5G communications.

## 3. COMPANY OVERVIEW

### 3.5.2 Product specific advantages

Based on system specifications, customer feedback and a deep knowledge of the competitive landscape, management considers the Company's products to have a number of technological, cost and practical advantages over other available substrate and device processing systems. In particular, customers typically assess products across a range of metrics, including:

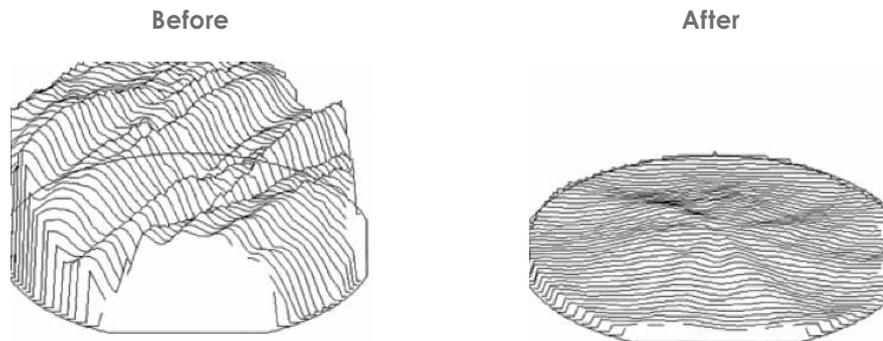
- Performance on the wafer (thickness variation, flatness, surface and subsurface imperfections)
- Throughput of the system (wafers processed per hour)
- Production yield (proportion of completed wafers/devices that are fully functional)
- Capital cost (upfront acquisition cost)
- Total cost of ownership (capital cost plus consumable and maintenance costs)
- Footprint versus throughput (amount of floorspace that the system takes up in the Fab)
- Service and support

Revasum focuses on different aspects of competition depending on the type of system and the needs of the customers.

For its single wafer silicon substrate polishing systems, Revasum competes on the basis of its performance relative to competitors' batch processes. Single wafer processing generally results in flatter wafers with higher-quality surface finish at much better wafer yields. Smoother, flatter wafers also result in improved device yield.

For SiC substrate grinding, Revasum competes on performance and cost per wafer. Figure 17 provides an example of Revasum's grinder ability to achieve a total thickness variation (TTV) across the substrate of less than two microns with a thickness range of  $\pm 2$  microns starting from a wire-sawn substrate. Published specifications for 150mm SiC substrates manufactured with batch lapping systems commit to TTV of less than ten microns with thickness range of  $\pm 25$  microns.

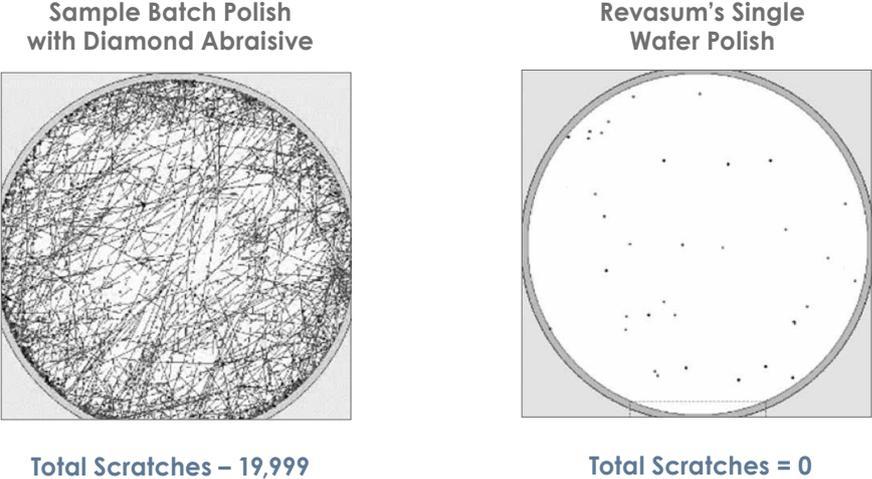
Figure 17: Si substrate grinder performance



Source: Revasum

For SiC substrate polish, Revasum competes on performance and cost per wafer. Figure 18 demonstrates an example of the scratching on the surface of a batch polished SiC substrate, compared to the results of Revasum single wafer polisher, which achieves an epi-ready surface finish.

Figure 18: SiC single wafer polisher performance



Source: Revasum

### 3.6 Sales cycle and pipeline

Given the critical nature of capital equipment in the semiconductor substrate and device manufacturing processes, customers generally undertake significant testing and detailed assessments of potential equipment suppliers. The lead time to achieve the first order from a customer varies according to the type of purchase:

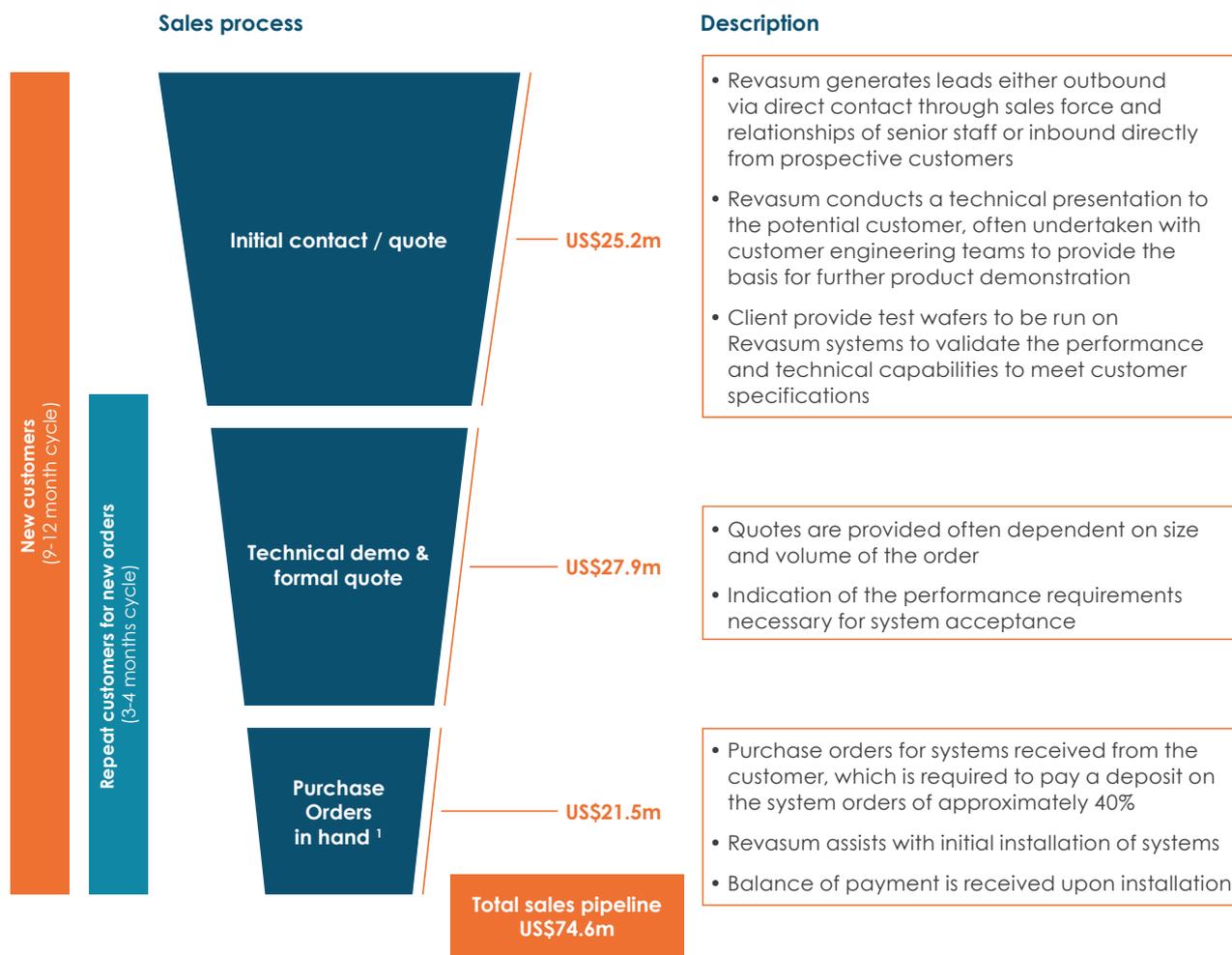
- Order lead time for existing customers adding capacity is typically 3 to 4 months.
- Order lead time for new customers averages between 9 to 12 months.

When purchasing a new system, customers will run wafers through a series of tests (usually one to five demonstration cycles) using the Company's demonstration laboratory, undertaking analysis of the output to determine Revasum's performance capability. This cycle of testing averages between 3 to 6 months and is critical to winning orders.

Customers typically pay a deposit upfront at the time the order is placed (typically 30%), the majority of the balance (typically 60%) is payable upon shipment of the system, and a small portion (typically 10%) payable upon earlier of customer acceptance of the system or an agreed number of months. As a result, the Company has built a significant book of customer purchase orders (commonly referred to as 'backlog') which has grown by 48% in the 6 months ending 30 June 2018 and 611% in the 18 months ending 30 June 2018. Importantly, the backlog helps provide visibility over the forecast period. As at 30 September 2018, 69% of the systems expected to be sold in the forecast period have already been secured against customer purchase orders and deposits. Figure 19 below demonstrates the Company's typical sales cycle.

### 3. COMPANY OVERVIEW

Figure 19: Company sales cycle



1. Refers to equipment sales and equipment purchase orders post 30-Jun-18

Source: Revasum

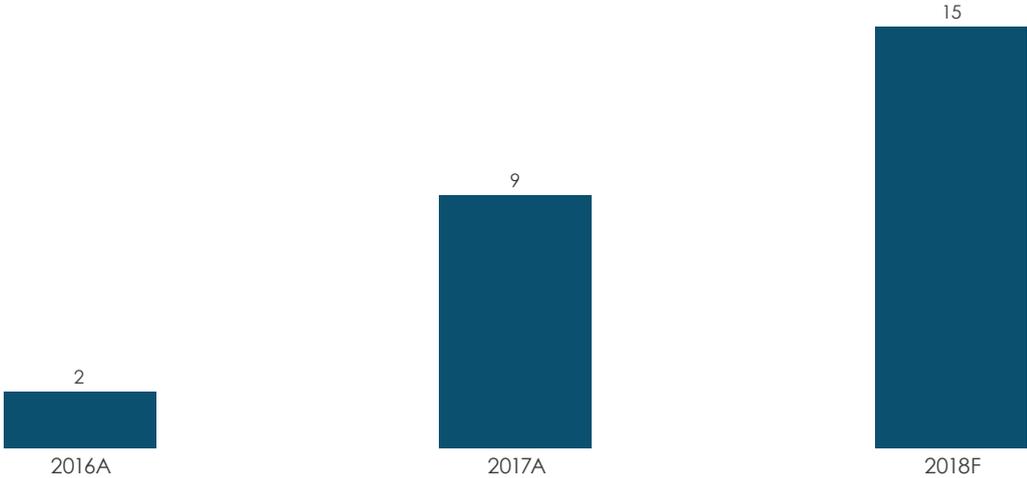
Once a customer has researched and validated a manufacturing process, any expansion or extension of manufacturing capacity is likely to follow the same process, using the same systems. Therefore, being the incumbent supplier provides an effective competitive advantage. The Company's installed base of equipment, including those installed by Strasbaugh and acquired by Revasum, also represents a significant competitive advantage.

### 3.7 Customers

Revasum's systems are primarily sold to companies that manufacture semiconductor substrates or devices. In a few cases, Revasum's customers produce both substrates and devices. The semiconductor industry is a large, highly competitive global industry where substrate and device manufacturers compete on the basis of product quality, cost competitiveness and yield. As a result, industry participants are focused on manufacturing process technologies that enhance quality, cost competitiveness and/or yield and are extremely secretive regarding which process systems they use. Revasum is therefore restricted in its ability to name customers; however, the types of companies that are or could be customers of Revasum are set out in Section 2.6.

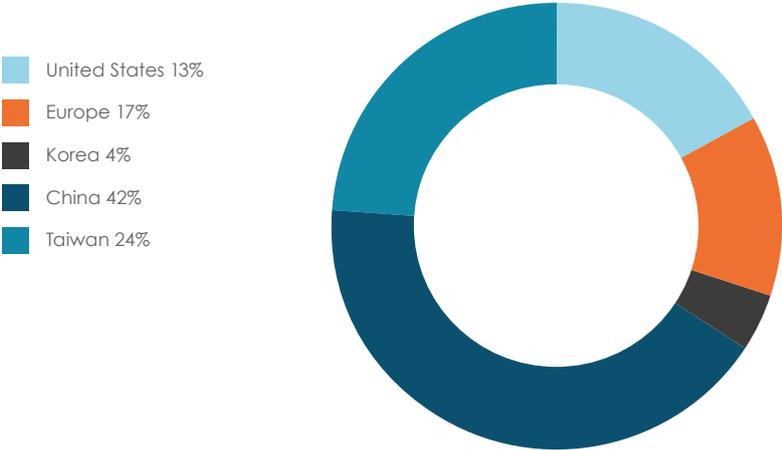
Since its establishment in 2016, Revasum has consistently grown its number of customers who actively purchase systems (**Active System Customers**) as set out below.

Figure 20: Actual No. of Active System Customers in FY16, FY17 and forecast in FY18



Source: Revasum

Figure 21: FY18 Equipment Revenue Forecast (by geography)



Source: Revasum

## 3. COMPANY OVERVIEW

### 3.8 Group Structure, Geographic Footprint and Employees

Revasum's headquarters and manufacturing facility is based in San Luis Obispo, California, with both direct and representative sales and service offices in the United States, Japan, Korea and Taiwan as well as contract manufacturing located in the China.

#### 3.8.1 Manufacturing facilities

Revasum designs and manufactures its products at its headquarters in San Luis Obispo, California, United States of America. The facility includes approximately 29,800 square feet of manufacturing and warehouse space, 5,500 square feet of process labs (including cleanrooms and grinding labs) and 17,500 square feet of administrative offices and is subject to a five-year lease (executed in September 2018) with an additional two 30-month options to renew at the Company's discretion. Revasum believes that the current facility has sufficient capacity for Revasum to achieve 2-3 times current output levels before additional manufacturing space is required. The Company also has a contract manufacturing arrangement in China (see Section 3.8.3).

#### 3.8.2 Employees

As at 1 October 2018, the Company had 98 full time employees with the majority situated in San Luis Obispo across product development, engineering, production and administrative functions.

The Company intends to use a portion of the proceeds from the Offer to further expand its global sales, service, marketing, engineering and process development functions. This includes approximately 50 new full-time employees across United States, Asia and Europe over the coming years to help accelerate technology adoption amongst existing and potential customers.

#### 3.8.3 Jingsheng Manufacturing Agreement

Revasum has a manufacturing and distribution arrangement with Zhejiang Jingsheng M & E Co., Ltd, which allows Jingsheng to manufacture Revasum's existing 6DZ-II 200mm silicon substrate polishing system and sell it to new customers in China (Revasum's key existing customers in China will continue to be serviced directly by the Company). Revasum receives a license fee of 8% of the total sales price for each unit sold by Jingsheng. The sales price, purchase orders and system specifications need to be mutually agreed with Revasum before Jingsheng can fulfil a purchase order. The agreement does not cover any additional products. See Section 9 for further detail.

Jingsheng also acts as a supply chain partner for some system components which Revasum expects will provide manufacturing cost reduction over time.

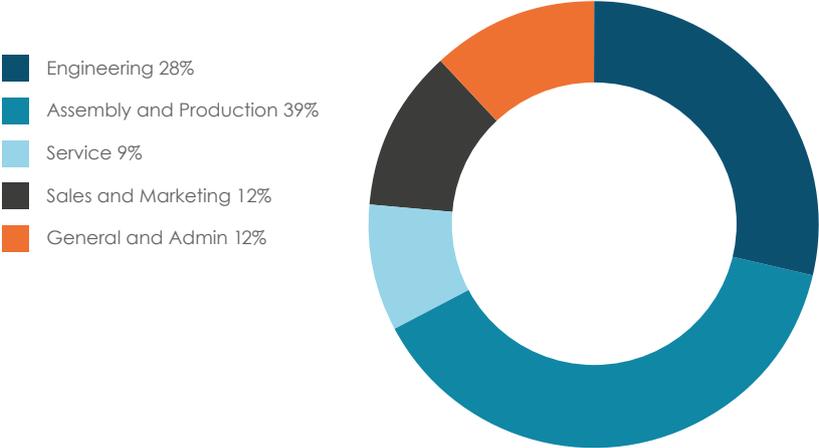
Jingsheng was founded in 2006 and is a manufacturer of photovoltaic and semiconductor substrate equipment (silicon and sapphire crystal growing equipment and ingot cutting equipment). Jingsheng is listed on the Shenzhen Stock Exchange and has a market capitalisation of approximately US\$1.9 billion. As a result of Jingsheng's substantial operating scale and existing operations in semiconductor substrate capital equipment, the Company believes that Jingsheng can assist Revasum in penetrating the Chinese market.

Figure 22: Revasum Global Offices



Source: Revasum

Figure 23: FTE's by function (as at October 2018)



Source: Revasum

### 3.9 IP and trade secrets

A significant amount of intellectual property underpinning Revasum's products was acquired as part of the business and asset purchase in 2016 (see Section 9.5). Since that time Revasum has continued to expand its intellectual property portfolio.

Revasum operates an internal committee to monitor the development of intellectual property and know-how. The committee determines, on a case by case basis, if intellectual property should be registered as a patent or held internally as trade secrets.

As at the date of this Prospectus, the Company has significant patent coverage, comprising 63 issued U.S. patents (but no foreign patents), together with two trademarks published for opposition. All the patents issued are owned solely by the Company. In addition, some of Revasum's key technology is not patented and is held as trade secrets. This strategy is employed to keep competitors from accessing the information and reproducing the solutions. Only a small group of key management have access to the technology behind these solutions, with strict processes in place to protect the Company's trade secrets.

The Company's key intellectual property is not shared with customers, suppliers or partners.

All patents and patent applications have been contractually assigned by employees to Revasum. In addition, all employees are required to sign intellectual property assignment and confidentiality agreements in order to ensure that its proprietary information is protected.

Revasum's intellectual property spans areas including the following:

- Processing methods (for specific films and materials)
- Software and controls (overall system control and integration with the Fab)
- Wafer carrier design (automated wafer handling and optimising results on the wafer)
- Endpoint detection (detecting when enough material has been removed, at the micron level, being a thousandth of a millimetre)
- System architecture and layout (minimising the footprint of the system to maximise utilisation of space in the Fab)
- Wafer shaping (techniques for thinning for advanced packaging)
- Extension of consumable life (to reduce total cost of ownership)

Further details of the Company's patents covering these processes and its registered trademarks are outlined in Appendix A.

## 3. COMPANY OVERVIEW

### 3.10 Growth Strategy

Revasum's core growth strategy involves continuing its strong market-driven product development focus in order to continue to capitalise on strong growth in demand for 200mm substrate and device fabrication capacity. This includes leveraging a stronger balance sheet following completion of the Offer together with the performance track record of its systems, to meet growing demand for existing and planned products. The Company believes that being well capitalised following listing will provide existing and potential customers additional confidence in Revasum's ability to fund working capital and to fulfil larger orders.

The growth strategy detailed below is targeted at enabling the Company to capture a larger portion of its existing addressable market. The Company is also releasing additional products which are expected to expand the total addressable market and further Revasum's competitive advantage in both substrate and device manufacturing.

#### 3.10.1 Increase sales, marketing and demonstration capabilities

Revasum plans to increase its global sales and marketing presence in key markets as well as its product demonstration capacity in order to secure new customers and help expedite the conversion of existing pipeline customers. This investment is expected to assist in generating more sales from existing customers, together with attracting new customers.

The Company expects to invest in market-led product development projects that can capitalise on Revasum's strong technology and R&D base. This investment in product development, discussed further below, is expected to extend the Company's competitive advantage in key target markets, while also expanding its total addressable market.

Critical to the Company's ability to convert prospective and pipeline customers is the ability to provide on-wafer performance demonstrations on the Company's systems as well as providing evaluation systems to customers so they can assess performance on their own pilot production lines prior to use in full production. A successful pilot program results in Revasum's system being validated as part of its customer's broader production process.

Funds raised under the Offer will allow the Company to selectively deploy evaluation systems at customers with strategic growth value. This allows Revasum to deepen relationships with these customers and help drive additional sales from a position of being the incumbent system supplier.

#### 3.10.2 Expand product portfolio and increase addressable market size

##### Active Product Development Roadmap

The Company intends to use a portion of the funds raised from the Offer to accelerate new product development projects and extend its product portfolio to address its existing customers' needs. The Company is working on two customer-led product development projects, which are expected to add incremental sales and further enable Revasum to capitalise on key market trends.

Through the development process, Revasum will actively work with existing and/or new potential customers in relation to the development project. This may include taking feedback on target system specifications, providing prototype tools to run in a customer's R&D line to assess likely product performance, or providing early evaluation systems to gain feedback to optimise the product. This strategy enables Revasum to de-risk the product development and market acceptance of the new product.

Projects	Overview
<b>New substrate polisher system</b>	<ul style="list-style-type: none"><li>Actively working with potential customers on the development project</li><li>Expected completion and first product order in 2H19F</li></ul>
<b>New CMP system</b>	<ul style="list-style-type: none"><li>Initially developing a test system at 50% scale to prove expected throughput advantages</li><li>Expected completion and first product order in 1H20F</li></ul>

##### Medium Term Product Roadmap

Revasum also intends to increase its total addressable market with the addition of 300mm systems in the medium term. 300mm systems are effectively scaled-up versions of the 200mm systems and based on substantially similar design principles, meaning that Revasum can leverage its existing IP and expertise to enter the 300mm capital equipment market.

Based on market research from VLSI, Revasum estimates that entering the 300mm substrate processing and CMP markets would enable the Company to significantly increase the size of its addressable market.



**4.**

**RISK  
FACTORS**

## 4. RISK FACTORS

This Section describes some of the potential material risks associated with Revasum's business, the industry in which Revasum operates and the risks associated with an investment in CDIs. Revasum is subject to a number of risks, both specific to Revasum's business activities and of a general nature, which may either individually or in combination adversely impact Revasum's future operating and financial performance, investment returns and the value of Revasum's CDIs. The occurrence or consequences of some of the risks described here are partially or completely outside of Revasum's control, or the control of Revasum's Directors and Management.

There are risks that are common to all investments in equity securities and which are not specific to an investment in Revasum – for example, the general volatility of share prices in Australia and overseas and risks associated with other external events which are not related to the usual course of Revasum.

This Section does not purport to list every risk that may be associated with Revasum's business or the industry in which Revasum operates, or an investment in CDIs, now or in the future. The selection of risks has been based on an assessment of a combination of the probability of the risk occurring, the ability to mitigate the risk and the impact of the risk if it did occur. This assessment is based on the knowledge of the Directors as at the Prospectus Date, but there is no guarantee or assurance that the risks will not change or that other risks or matters that may adversely affect Revasum will not emerge.

Any of these risks, or any other risks or other matters, may emerge and may have a material adverse effect on the business and its financial position and performance. There can be no guarantee that Revasum will achieve its stated objectives, deliver on its business strategy, or that the Forecast Financial Information or any forward-looking statement contained in this Prospectus will be achieved or realised. You should note that past performance may not be a reliable indicator of future performance.

Before applying for CDIs, you should be satisfied that you have a sufficient understanding of the risks involved in making an investment in the Company and whether it is a suitable investment for you, having regard to your investment objectives, financial circumstances and taxation position. You should read this Prospectus in its entirety and seek advice from your stockbroker, solicitor, accountant, financial adviser or other independent professional adviser before deciding whether to apply for CDIs.

### 4.1 Risks specific to an investment in Revasum

#### 4.1.1 Launch of new products

The development and release of new products (e.g. the new substrate polisher, or new CMP system), or the adoption of these new products may take longer than expected, delaying new revenue streams. New third party technologies could prove more advanced and be developed in less time than Revasum's new products. There is also risk that Revasum's new products may not be well received or adopted by its customers.

In particular, the Forecast Financial Information set out in Section 6 assumes the successful development and launch of two new products in 2019 and the subsequent successful adoption and market penetration of these new products. If for any reason the development and launch of these new products is delayed (including as a result of new design and manufacturing partners failing to supply sub-systems on time and to specification) or these new products are not successfully marketed or adopted by Revasum's customers, then this could cause delays in the timing for Revasum to recognise revenue and could therefore materially impact Revasum's ability to achieve its forecast results.

Related factors that may impact sales growth and Revasum's performance include commercial viability and delays of new products and technology, and delays in the establishment of an effective sales organisation (including Company resources and utilisation of third parties). Some of the risks related to this include:

- The timing of new product development is a key factor in sales growth. New technology development carries inherent risks of delay and quality. Collaboration with key customers and partners regarding technology requirements for these new products and disciplined project management and quality assurance processes mitigate these risks;
- Sales of semiconductor hardware systems require lengthy lead times and sophisticated engagement with customers, including extensive product validation periods, which vary in length depending on the individual customer; and
- Failure to recruit, hire and train the proper direct and representative sales force to engage with customers and market products in a timely and effective manner could reduce revenue growth. This risk is mitigated through the due diligence process prior to appointing a new sales representative and comprehensive training upon appointment and continuously thereafter.

#### 4.1.2 Reliance on key customers and lack of formal contracts

A significant portion of Revasum's revenue in any period is typically derived from a concentrated number of customers. Revasum's largest customer in FY 2017 represented 21% of Revasum's revenue with an expectation of 49% in FY 2018. The revenue from Revasum's top three customers represented 47% of Revasum's revenue in FY 2017 with an expectation of 65% in FY 2018. While Revasum is reliant on a small number of large customers, this is reflective of the broader semiconductor capital equipment industry, where a relatively small number of large global companies dominate the industry, as set out in Section 2.6.

Revasum does not have formal written contracts in place with most of its customers who order and purchase products from Revasum on an ad hoc basis by submitting standard purchase orders with Revasum, which then supplies the products and issues an invoice for those products. The standard purchase orders are on standard market terms. Refer to Section 9.1 for further details of these arrangements. Revasum's customers may decide not to continue placing purchase orders with Revasum in the future or at the same level as in prior periods. As a result, Revasum's operating performance may vary from period to period and may fluctuate significantly in the future.

Since Revasum has no long term written contracts with its customers, if Revasum's relationships with any of its major customers deteriorates, or should any of these major customers not order products from Revasum, then Revasum's business and financial condition could be adversely impacted.

#### 4.1.3 Timing of purchase orders and receipt of revenues due to the potential delay of capital expenditure plans by customers

Timing differences for orders of Revasum's products from customers could affect inter-period results. The timing of orders, typically in the form of purchase orders from customers, is predominantly driven by the customer's schedule of construction or ramp up of new semiconductor fabrication plants, as well as expansion of capacity or capital replacement cycles in existing fabrication plants. This timing of product orders may also be affected by broader dynamics in end-device markets (including the roll-out of 5G, proliferation of IoT devices, penetration of electric vehicles etc.). As a result, the timing of receipt and recognition of revenues also generally depends on when those purchase orders are received. Whilst Revasum does maintain active dialogue with customers providing some visibility around the general timing of upcoming purchase orders, external factors including geopolitical and various customer specific issues may shift the timing of the receipt of purchase orders and therefore are generally outside of Revasum's control and may be difficult to predict within a narrow period of time. Refer also to Section 4.1.2 for further information relating to the risks associated with Revasum not entering into formal written contracts with its customers.

Timing differences as to whether purchase orders are received late one financial period or early the following financial period, or if the customer requests to defer the delivery date for any reason, could materially affect the financial performance in each year and relatively between periods. In particular, the Forecast Financial Information set out in Section 6 assumes that purchase orders are received from certain of Revasum's major customers in line with the customer's construction schedules, expansion plans or capital replacement cycles (as applicable) and assumes there is no request from these customers to defer the delivery date. Any significant delay in the construction schedules, expansion plans or capital replacement cycles of these major customers or any request by these customers to defer the delivery date, could cause delays in the timing for Revasum to recognise revenue and could therefore materially impact Revasum's ability to achieve its forecast results.

Fluctuations in Revasum's financial results could lead to adverse movements in Revasum's CDI price or increased volatility in the CDI price generally.

Further to this, if purchase orders are received later than expected or if a customer that has submitted a purchase order requests to defer the delivery date for any reason, there is a risk that the Company will not be able to increase its production capacity to meet increased orders in any particular financial period as a result of these late or deferred purchase orders. Any inability to meet orders could result in lost revenue, breach of contract and may also cause reputational damage with particular customers and in the market more broadly, in turn affecting Revasum's financial performance and position.

#### 4.1.4 Reliance on wafer substrate market

As at the date of this Prospectus, Revasum derives the vast majority of its revenue from the wafer substrate market which has been undergoing unusually strong growth in recent years. Until such time as Revasum's other markets contribute a greater share of Revasum's overall revenue, Revasum's future success is disproportionately dependent on the success of the wafer substrate market and any significant adverse changes to the wafer substrate market (e.g. a significant decline in end user demand) may materially adversely impact Revasum's financial performance and leave Revasum with substantial inventory levels.

## 4. RISK FACTORS

### 4.1.5 Competition risk

Revasum competes against other companies supplying systems to the semiconductor market in grinding, polishing and CMP applications. Revasum faces the risk that:

- Existing competitors could increase their market share through aggressive sales and marketing campaigns, product research and development or price discounting;
- Existing and potential competitors, that may have significantly more resources, develop new products or improve existing products to compete with Revasum;
- Revasum may fail to increase adoption and usage of its products or introduce new products;
- Revasum may fail to anticipate and respond to changing opportunities, technology, or customer requirements as quickly as its competitors;
- Revasum's competitors may enhance their product offering to improve their competitive positioning relative to Revasum;
- New market entrants into the semiconductor capital equipment industry could develop products which compete with Revasum's products; and
- Customers who purchase Revasum products today may, as they continue to grow, decide to invest in or develop their own solutions, rather than purchasing products from specialist providers such as Revasum.

If any of these risks arise, Revasum may compete less effectively and Revasum's market share and ability to secure existing or new business could be reduced, which would have an adverse impact on Revasum's operating and financial performance.

### 4.1.6 Ability to retain or attract key personnel

The nature of the Company's business requires its employees in the technical and development teams to be highly skilled and experienced in their respective fields. Further, Revasum's management team consists of individuals, in particular its CEO (Mr. Jerry Cutini), its CTO (Dr. Robert Rhodes), its VP of Engineering and Product Development (Mr. William Kalenian), its VP of Product Management and Marketing (Ms. Sarah Okada) and certain other senior employees of the Company, who have significant knowledge of Revasum's technology and its application in substrate and device processing and other related industries and well established relationships with Revasum's key customers and suppliers. The loss of key members of the management team, or any delay in their replacement, may adversely affect Revasum's ability to implement its strategies and may also adversely affect the Company's future financial performance.

Further to this, if Revasum is unable to retain or motivate key personnel, hire qualified personnel, or maintain its corporate culture, Revasum may not be able to successfully execute its business plans. Revasum's performance and future success depends on its continuing ability to identify, hire, develop, motivate, and retain highly skilled personnel for all areas of the organisation. Competition for qualified employees in Revasum's industry is intense. In addition, Revasum's compensation arrangements, such as equity award programs, may not always be successful in attracting new employees and retaining and motivating existing employees. Revasum's continued ability to execute on its strategies effectively depends on its ability to attract new employees and to retain and motivate existing employees.

All of the Company's employees except for the CEO and CFO are employed at will, which means the employment relationship can be terminated by either party for any reason, at any time, with or without prior notice and with or without cause, except as otherwise agreed. As a result, the majority of the Company's employees, including senior employees with significant knowledge of Revasum's technology, could leave at any time and it may take time for the roles to be filled.

Agreements between the Company and its CEO Jerry Cutini, and its CFO Ryan Benton (together, Key Executives) provide that in the event of a voluntary termination of employment by the Key Executive, such Key Executive must provide the Company with at least six months advance written notice of his intent to terminate his employment agreement, provided, however, that the Company may elect to waive such notice period and allow the Key Executive to terminate his employment agreement at an earlier date.

Further, the Key Executives have agreed with the Company that they may not, during their employment or within the 12 month period following the end of their employment, use any of the Company's trade secrets or confidential information, either directly or indirectly, to solicit any of the Company's employees to leave their employment, or any consultants, customers, clients, or other entities to terminate their relationship with the Company, or attempt to solicit, induce, or recruit employees, consultants, customers, or clients of the Company, either for such Key Executive's personal benefit or for that of any other person or entity.

However, under California law, while misappropriation of trade secrets is unlawful, covenants not to compete are generally void as against public policy except when granted, on reasonable terms, in the context of a sale of goodwill associated with acquisition of a company. If the extended notice provision referenced above or the trade secrets provision referenced above were deemed to constitute a de facto non-compete, it could be deemed unenforceable under California law.

#### 4.1.7 Failure to effectively manage growth

It is expected that the Company will need to continue to expand its manufacturing capacity, including additional facilities, and invest in systems and processes to support the development of the business if the Company gains significant market share over and above its current short-to-medium-term expectations. The failure of the Company to address projected growth in a timely, robust and efficient manner may negatively impact the Company's financial performance. Revasum is in the process of hiring an operations and supply chain specialist to optimise the Company's manufacturing and distribution processes however hiring of this key executive position may be delayed or not occur at all, which may impact Revasum's business plans.

#### 4.1.8 Supply chain disruption risk

Revasum's products are manufactured using components supplied by third parties which also manufacture components for other companies. In particular, Revasum relies on certain manufacturers to manufacture and supply critical components, some of which only have a single source of supply such as products sourced from Kyocera, Westwind and The Peer Group. Further to this, certain components are customised for Revasum which means that Revasum cannot easily move to an alternative supplier without disruptions to the supply of these products.

Certain components are used in other devices manufactured for other businesses (including competing businesses) that may have more purchasing power than Revasum. The global supply of certain components may at times be limited and demand for these components may sometimes outstrip supply.

Additionally, from time to time the suppliers of some components may decide to discontinue manufacturing these products ("end-of-life components"), requiring Revasum to find an alternative component or even to redesign its products to use an alternative component. Revasum may incur difficulties in procuring or redesigning these end-of-life components, which, in turn, may result in potential delays in the delivery or acceptance of Revasum's products to its customers or unexpected product performance issues resulting from the use of alternative components or the redesign of such end-of-life components and systems, thereby requiring Revasum to expend time and resources to correct and such product performance issues.

A disruption in the supply of components or the manufacturing of the Company's products could have a material adverse effect on the Company's ability to generate revenue, or result in increased costs, while the disruption or delays remain in place. If the disruptions were prolonged and another third-party supplier or manufacturer could not be sourced, this could have a material adverse effect on Revasum's ability to meet existing customer demand and to continue to grow the business.

Revasum also uses its outsourced manufacturing partner, Jingsheng, to assist in manufacturing some of the fabricated metal components of its products, subject to a proprietary process and design that has been developed and controlled by Revasum. There is a risk of Jingsheng not using due care or not adhering to stringent quality control procedures. Any delay in Jingsheng providing parts and sub-assemblies to Revasum may result in the Company being unable to meet its obligations to customers and satisfy customer orders, which may adversely impact the financial performance and reputation of the Company.

#### 4.1.9 Protection of intellectual property

The value of Revasum's products is dependent in large part on Revasum's ability to effectively identify, protect, defend, and in certain circumstances keep secret, its intellectual property, including business processes and know-how, copyrights, patents, trade secrets and trademarks. There is a risk that Revasum may be unable to detect the unauthorised use of its intellectual property rights in all instances. Further, actions taken by Revasum to protect its intellectual property may not be adequate or enforceable and thus may not prevent the misappropriation of its intellectual property and proprietary information. Breach of Revasum's intellectual property may result in the need for Revasum to commence legal action, such as infringement or administrative proceedings, which could be costly, time consuming and potentially difficult to enforce in certain jurisdictions and may ultimately prove unfavourable to Revasum. Revasum's failure to protect its intellectual property rights could have an adverse impact on Revasum's operations and financial performance.

## 4. RISK FACTORS

In particular, Revasum notes the following:

- Revasum's patents, trademarks, trade secrets, copyrights, and other intellectual property rights are important and valuable assets. Various events outside of Revasum's control pose a threat to its intellectual property rights, as well as to its products and technologies. For example, effective intellectual property protection may not be available or feasible in every country in which Revasum's products and services could be distributed. Also, the efforts Revasum has taken to protect its proprietary rights may not be sufficient or effective.
- Although Revasum seeks to obtain patent protection for certain of its innovations in the U.S., Revasum does not patent these innovations outside of the U.S. Moreover, Revasum may not have adequate patent or copyright protection for certain innovations that later turn out to be important. Furthermore, there is always the possibility, despite Revasum's efforts, that the scope of the protection gained will be insufficient or that an issued patent may be deemed invalid or unenforceable.
- Revasum also maintains certain intellectual property as trade secrets. The secrecy could be compromised by outside parties, or by employees, which could cause Revasum to lose the competitive advantage resulting from these trade secrets.
- Whilst the Manufacturing Agreement between Revasum and Jingsheng which governs the terms under which Jingsheng provides product and component manufacturing services to the Company contains certain provisions aimed at protecting the ownership and use of Revasum's intellectual property that is used by Jingsheng during the course of providing such manufacturing services to Revasum, there can be no assurance and the Company makes no guarantee that it will be able to successfully enforce any breach of these provisions by Jingsheng in China. Refer to Section 9.3 for further details of the Manufacturing Agreement.

### 4.1.10 Breach of third party intellectual property rights

There is a risk that third parties may allege that Revasum's products use intellectual property derived by them or from their products without their consent or permission. In the future Revasum may be subject to intellectual property or other claims, which could result in disputes or litigation that are costly to defend, could result in significant damage awards, could cause delays and increased costs and could limit Revasum's ability to use certain technologies in the future. Regardless of the merits of the claims, intellectual property claims are often time consuming, expensive to litigate or settle, and cause significant diversion of management attention. To the extent such intellectual property infringement claims are successful, they may have an adverse effect on Revasum's business, consolidated financial position, results of operations, or cash flows.

### 4.1.11 Costs associated with customising products

The manufacture of Revasum's products requires significant time and capital investment. While the majority of Revasum's systems are sold under standardised specifications, customers often have process specific system or feature requirements that require elements of customisation. While all customers are required to pay a deposit prior to commencement of production of their order, these customers may decide to forego their deposit and cancel their order prior to taking delivery. This may leave Revasum with either excess inventory or systems that must be changed in order to be sold to a new customer, thereby requiring additional time, materials and investment and costs to the Company.

### 4.1.12 Failure to realise benefits from research and development costs

Developing technology is expensive and the investment in the development of these product offerings often involves an extended period of time to achieve a return on investment. An important element of Revasum's business strategy is to continue to make investments in innovation and related product opportunities. Revasum believes that it must continue to dedicate resources to Revasum's innovation efforts to develop product offerings in order to maintain Revasum's competitive position and expand the total addressable market opportunity. Revasum may not, however, receive significant revenues from these investments for several years, or may not realise such benefits at all.

### 4.1.13 Failure to retain existing customers and attract new customers

The success of Revasum's business relies on its ability to retain existing customers, attract new business from existing customers and attract new customers.

Revasum primarily generates revenue by selling its products to wafer and device manufacturers. Revasum cannot guarantee that all or any of its customers will continue their level of demand or increase their level of demand for Revasum's products in the future. Revasum does not have contracts or other arrangements with customers that require minimum levels of product. Accordingly, there is a risk that customers reduce or cease their demand for Revasum's products which would result in a reduction in Revasum's revenue.

The ability to retain existing customers and the capacity to attract new customers and keep these customers purchasing Revasum's products will be dependent on many factors including the capability, cost-effectiveness, customer support and value compared to competing products. If customers do not continue to use Revasum's products and increase their usage over time, and if new customers do not choose to use Revasum's products, the growth in Revasum's revenue may slow, or Revasum's revenue may decline, which will have an adverse impact on Revasum's operating and financial performance.

#### 4.1.14 Margin erosion

Revasum's ability to achieve its existing product pricing and gross margin reflects the value provided by its products to customers. If the competitive environment for Revasum's product changes, its ability to maintain current pricing may diminish, which may negatively impact on gross margins and overall financial performance.

#### 4.1.15 Quality of service offering

The ongoing success of Revasum's business is dependent on the perceived reputation of Revasum's product and service offerings. Reputational damage could arise due to a number of circumstances, including product defects, quality issues due to failure in manufacturing quality control or failure to comply with legislation or regulations applicable to the business.

#### 4.1.16 Product concentration

A significant portion of Revasum's historical revenue has been generated by sales of products focused predominantly on the grinding and polishing processes. If sales of these products grow at a slower rate than other products in Revasum's portfolio, or even decline, it may have a negative impact on Revasum's financial performance.

#### 4.1.17 Country/region specific risks in new and/or unfamiliar markets

Revasum has operations in a number of overseas jurisdictions and is exposed to a range of different legal and regulatory regimes, including in new jurisdictions in which Revasum is expanding its operations. As Revasum expands its presence in new international jurisdictions, it is subject to the risks associated with doing business in regions that may have political, legal and economic instability or less sophisticated legal and regulatory systems and frameworks, including:

- Unexpected changes in, or inconsistent application of, applicable foreign laws and regulatory requirements;
- Less sophisticated technology standards;
- Difficulties engaging local resources; and
- Potential for political upheaval or civil unrest.

As Revasum increases its operations in existing regions or enters newer regions there is a risk of Revasum's failure to fully understand the laws, regulations and business customs of these regions. This gives rise to risks relating to labour practices, foreign ownership restrictions, tax regulation, difficulty in enforcing contracts, changes to or uncertainty in the relevant legal and regulatory regimes and other issues in foreign jurisdictions in which Revasum may operate. This could interrupt or adversely affect parts of Revasum's business and may have an adverse effect on Revasum's operations and financial performance.

In particular, a significant proportion of Revasum's revenue is generated from the sale of products in China, with 43% of Revasum's revenue in FY18 forecast being generated from the sale of systems into China. There are various risks associated with the sale of products into China including changes to laws and regulations applicable to trading within China. In addition, the potential imposition of new tariffs by the United States government to the importation of goods from China into the United States, may result in China imposing tariffs on imports from the U.S. This may adversely impact the sales of Revasum products into China as Chinese customers may delay or cancel their orders for Revasum products or no longer wish to place orders for Revasum products given additional tariffs.

Further to this, the potential imposition of new tariffs by the United States government to the importation of goods from China into the United States could result in increased costs for Revasum to import its assembled products from its product assembly partner in China (i.e. Jingsheng).

## 4. RISK FACTORS

### 4.1.18 Historical losses and availability of funding

While management is anticipating an EBITDA positive result in 1H 2019, the Company will not be cash flow positive in the forecast period provided in the Forecast Financial Information, it has historically reported losses and has relied upon raising funds from investors to fund its operations and product development. Although the Directors consider that the Company will, on Completion, have enough working capital to carry out its stated objectives, there can be no assurance that such objectives can continue to be met in the future without securing further funding. The Company may need to raise additional funds from time to time to finance ongoing development and growth and meet its other longer-term objectives. The Company may never achieve profitability or, if achieved, sustain profitability. The Company's ability to raise additional funds will be subject to, among other things, factors beyond the control of the Company and its Directors, including cyclical factors affecting the economy and the share markets generally. The Directors can give no assurance that additional funds can be raised by the Company on favourable terms, if at all. If additional funds are required but cannot be raised, this may force curtailment of product development initiatives, operations, or both, and may adversely impact the Company's ability to remain solvent and at some point the Company may be forced to either dispose of operating assets or close down entirely.

### 4.1.19 Cyber Security Risk

Although Revasum invests significant resources in information technology measures, if breached, Revasum may incur significant legal and financial exposure. Security breaches expose Revasum to a risk of loss of this information, litigation, and potential liability. Revasum's security measures may also be breached due to employee error, malfeasance, system errors or vulnerabilities, or otherwise.

## 4.2 General risks of an investment in the Company

### 4.2.1 Price of CDIs

Once the Company becomes a publicly listed company on the ASX, the Company will become subject to general market risk that is inherent in all securities listed on a stock exchange. This may result in fluctuations in the Company's CDI price that are not explained by Revasum's fundamental operations and activities.

The price at which CDIs are quoted on the ASX may increase or decrease due to a number of factors. These factors may cause the CDIs to trade at prices below the Offer Price. There is no assurance that the price of the CDIs will increase following the quotation on the ASX, even if the Company's sales and earnings increase.

Some of the factors which may adversely impact the price of the CDIs include, but are not limited to, the number of potential buyers or sellers of CDIs on the ASX at any given time, fluctuations in the domestic and international markets for listed securities, general economic conditions including interest rates, inflation rates, exchange rates, commodity and oil prices, changes to government fiscal, monetary or regulatory policies and settings, changes in legislation or regulation, inclusion in or removal from market indices, recommendations by brokers or analysts, global hostilities, tensions and acts of terrorism, the nature of the markets in which Revasum operates and general operational and business risks.

Deterioration of general economic conditions may also affect Revasum's business operations, and the consequent returns from an investment in CDIs.

### 4.2.2 Liquidity risk

There has been no public market in the CDIs prior to the Offer. Once the CDIs are quoted on the ASX, there can be no guarantee that an active trading market for the CDIs will arise or that the price of the CDIs will increase. There may be relatively few prospective buyers or sellers of the CDIs on the ASX at any given time.

In accordance with the escrow requirements in Chapter 9 of the ASX Listing Rules, at completion of the Offer certain Existing Shareholders will be required to enter into escrow deeds and the Company will enter into voluntary escrow arrangements with certain Existing Shareholders. Accordingly, at completion of the Offer, approximately 72.7% of the Shares/CDIs on issue on an undiluted basis (77.4% on a fully diluted basis) will not be able to be traded for a period after listing (see Section 10.10). Given the number of Shares/CDIs restricted from trading, there will only be liquidity with respect to approximately 27.3% of the Shares/CDIs on issue at Completion of the Offer (on an undiluted basis) until such time as applicable escrow periods end. The absence of any sale of Shares/CDIs by the escrowed shareholders during this period may cause, or at least contribute to, limited liquidity in the market for the CDIs. This could impact the prevailing market price at which Shareholders are able to sell their CDIs. It is important to recognise that, on a disposal, Shareholders may receive a market price for their CDIs that is less than the price that they paid under the Offer.

Following release from escrow, Shares/CDIs held by the Existing Shareholders will be able to be freely traded on the ASX in the form of CDIs. A significant sale of Shares/CDIs by the Existing Shareholders, or the perception that such sales have occurred or might occur, could adversely impact the price of CDIs. The interests of the Existing Shareholders may be different from the interests of investors who acquire CDIs in the Offer.

#### 4.2.3 Concentration of Shareholding

Following Completion of the Offer, the largest Existing Shareholder, Firsthand will hold 70% of the Shares/CDIs on an undiluted basis (58.2% on a fully diluted basis). Accordingly, Firsthand will continue to be in a position to exert significant influence over the outcome of matters relating to Revasum, including the election of Directors. Although the interests of Revasum, Existing Shareholders and other Shareholders are likely to be aligned in most cases, there may be instances where their respective interests diverge.

To ensure Firsthand cannot itself pass shareholder resolutions relating to matters that may materially impact the rights of shareholders (such as winding up the Company, delisting of the Company from ASX, amending the rights attaching to Shares or control transactions) and which may ordinarily be passed under the DGCL by majority approval (i.e. greater than 50% approval), the Company has incorporated a 80% shareholder approval requirement in relation to such matters into its Certificate of Incorporation and Bylaws, which brings this in line with similar shareholder approval requirements under Australian law. Refer to Sections 10.7 and 10.8 for further details of the matters that require at least 80% shareholder approval rather than greater than 50% shareholder approval. These higher approval thresholds will fall away upon Firsthand's holdings falling to less than 40% of the issued capital.

The sale of Shares/CDIs in the future by Existing Shareholders, Directors and/or certain employees, or the perception that such sales might occur, could adversely affect the market price of the CDIs. Also, the concentration of ownership may affect liquidity of the market for CDIs on ASX, which may limit the likelihood of Revasum's entry into relevant indices in due course.

#### 4.2.4 Foreign exchange risks

The proceeds of the Offer will be received in Australian Dollars, while the Company's functional currency is U.S. Dollars. Revasum is not currently hedging against exchange rate fluctuations, and consequently will be at the risk of any adverse movement in the U.S. Dollar – Australian Dollar exchange rate between the pricing of the Offer and the closing of the Offer and to such time as proceeds are exchanged for U.S. Dollars.

The CDIs will be listed on the ASX and priced in Australian Dollars. However, the Company's reporting currency is U.S. dollars. As a result, movements in foreign exchange rates may cause the price of the Company's CDIs to fluctuate for reasons unrelated to the Company's financial condition or performance and may result in a discrepancy between the Company's actual results of operations and investors' expectations of returns on securities expressed in Australian Dollars.

#### 4.2.5 Provisions of the Company's Certificate of Incorporation, its Bylaws and Delaware law

Certain provisions of the Company's Certificate of Incorporation and Bylaws could discourage, delay or prevent a merger, acquisition or other change of control that Shareholders may consider favourable, including transactions in which Shareholders might otherwise receive a premium for their CDIs. These provisions could also limit the price that investors might be willing to pay in the future for the CDI's, thereby depressing the market price of the CDIs. Shareholders who wish to participate in these transactions may not have the opportunity to do so. A summary of these provisions is set out in Section 10.7.

As a Delaware corporation, Revasum is subject to Section 203 of the DGCL, which generally prohibits a Delaware corporation from engaging in any business combinations with any shareholder who owns, or at any time in the last three years owned, 15% or more of the company's outstanding voting stock, referred to as an interested shareholder, for a period of three years following the date on which the shareholder became an interested shareholder, subject to certain exceptions. In addition, under the DGCL, the Board will have the ability to implement a broader range of takeover defence mechanisms. The existence of this provision would be expected to have an anti-takeover effect with respect to transactions not approved in advance by the Board, including discouraging attempts that might result in a premium over the market price for the CDIs held by stockholders.

Revasum's Certificate of Incorporation and Bylaws will provide that its Board of Directors will be classified into three classes of directors. The existence of a classified board of directors could discourage a third-party from making a tender offer or otherwise attempting to obtain control of Revasum as it is more difficult and time consuming for stockholders to replace a majority of the directors on a classified board of directors.

## 4. RISK FACTORS

### 4.2.6 There are costs and management time involved in complying with the Delaware General Corporation Law and Australian laws

As a Delaware corporation, Revasum will need to ensure its continuous compliance with the DGCL and, since Revasum will be listed on the ASX and registered as a foreign company in Australia, Revasum will also need to ensure continuous compliance with relevant Australian laws and regulations, including the Listing Rules and certain provisions of the Corporations Act. To the extent of any inconsistency between the DGCL and Australian law and regulations, the Company may need to make changes to its business operations, structure or policies to resolve such inconsistency. If the Company is required to make such changes, this is likely to result in additional demands on management and extra costs.

### 4.2.7 General economic conditions

The general economic climate in which Revasum operates may experience changes, which adversely affect Revasum's financial performance. Factors that may influence the general economic climate include but are not limited to:

- changes in Government policies, taxation and other laws;
- future demand for polishing, grinding and CMP tools;
- the strength of the equity and share markets in Australia and throughout the world;
- changes in investor sentiment toward particular market sectors;
- movement in, or outlook on, exchange rates, interest rates and inflation rates;
- industrial disputes in regions in which Revasum operates;
- financial failure or default by an entity with which the Company may become involved in a contractual relationship; and
- natural disasters, social upheaval or war.

### 4.2.8 Inability to pay dividends or make other distributions

The ability for future dividends or other distributions to be paid by the Company will be contingent on its ability to generate positive cash flows. As noted in Section 4.1.18, the Company will not be cash flow positive in the forecast period provided in the Forecast Financial Information.

Furthermore, to the extent that the Company pays any dividends, these dividends would not be fully franked as being a U.S. corporation with no business operations in Australia it would not be liable for Australian corporate income tax and therefore would not generate franking credits. Any dividends paid to non-U.S. taxpayers may be subject to U.S. dividend withholding tax. Taxable profits may be volatile, making the payment of a dividend unpredictable.

The value and availability of foreign income tax offset credits for the U.S. dividend withholding tax imposed to a Shareholder will differ depending on the Shareholder's particular tax circumstances. Shareholders should also be aware that the ability to use foreign income tax offsets as a tax credit after the end of the income year, will depend on the individual tax position of each Shareholder.

### 4.2.9 Risk of Shareholder dilution

Revasum in the future, may elect to issue Shares/CDIs or engage in capital raisings to fund ongoing working capital requirements of the Company or acquisitions that the Company may decide to make (although none are contemplated in the short term). While the Company will be subject to the constraints of the ASX Listing Rules regarding the percentage of its capital that it is able to issue within a 12-month period (other than where exceptions apply), Shareholders at the time may be diluted as a result of such issues of Shares/CDIs and capital raises.

#### 4.2.10 Taxation changes

An investment in CDIs involves tax considerations which differ for each Shareholder dependent on their individual financial affairs. Each prospective Shareholder is encouraged to seek independent financial advice about the consequences of acquiring CDIs, pursuant to the Offer, from a taxation viewpoint and generally.

Changes in tax law (including goods and services taxes and stamp duties), or changes in the way taxation laws, are interpreted may impact the Company's tax liabilities or the tax treatment of a Shareholder's investment. In particular, there is a risk that both the level and basis of taxation may change both in the U.S. and Australia, as well as other markets in which the Company currently operates and new markets it may enter in the future.

To the maximum degree permitted by law, the Company, its officers and each of their respective advisors accept no liability or responsibility with respect to the taxation consequences of subscribing for CDIs under this Prospectus.

#### 4.2.11 Australian Accounting Standards

Australian Accounting Standards are set by the Australian Accounting Standards Board (AASB) and are outside the Company's control and the control of its Directors. The AASB is due to introduce new or refined Australian Accounting Standards during the period from 2017 to 2018, which may affect future measurement and recognition of profit or loss and other comprehensive income, and statement of financial position items, including revenue and receivables. There is also a risk that interpretations of existing Australian Accounting Standards, including those relating to the measurement and recognition of key statement of profit or loss and other comprehensive income, and statement of financial position items, including revenue and receivables, may differ. Changes to Australian Accounting Standards issued by the AASB or changes to the commonly held views on the application of those standards could materially adversely affect the financial performance and position reported in our consolidated financial statements.

#### 4.2.12 Government and regulatory factors

Laws and regulations may be adopted with respect to the Company's products in relation to issues such as user privacy, intellectual property, securities regulation, information security, the content and quality of products and services, which could increase costs or limit Revasum's proposed scope of activity.

#### 4.2.13 Litigation risk

In the ordinary course of business, Revasum may be involved in litigation disputes from time to time. Litigation disputes brought by third parties including, but not limited to customers, suppliers, business partners, employees and government bodies may adversely impact the financial performance and industry standing of the business, in the case where the impact of legal proceedings is greater than or outside the scope of Revasum's insurance. Such litigation could negatively impact the industry standing of Revasum, cause Revasum to incur unforeseen expenses, occupy a significant amount of Management's time and attention and could negatively affect the Company's business operations and financial position.

As at the date of the Prospectus, the Directors are not aware of any material legal proceedings pending, threatened against or affecting the Company.

#### 4.2.14 Force majeure events

Events may occur within or outside Australia that could impact upon the Australian economy, the Company and the price of CDIs. These events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other natural or man-made events or occurrences that can have an adverse effect on the demand for Revasum's products and its ability to conduct business. Revasum only has a limited ability to insure against some of these risks.

A person wearing a light blue lab coat and yellow gloves is holding a white tray with a grid of small vials. The tray is tilted, and the vials are visible. The background is a blurred laboratory setting.

# 5.

## **BOARD, MANAGEMENT AND GOVERNANCE**

# 5. BOARD, MANAGEMENT AND GOVERNANCE

## 5.1 Board of Directors

The Board is currently comprised of five members; two Executive Directors and three Non-Executive Directors. The Board has a broad range of experience in the technology industry, specifically within the semiconductor capital equipment industry, as well as financial and listed company experience.

The following table provides information regarding the Directors:

NAME	POSITION	INDEPENDENT <sup>1</sup>
Jerry Cutini	Executive Chairman, President and CEO	No
Ryan Benton	Executive Director, SVP and CFO	No
Kevin Landis	Non-Executive Director	No
Paul Mirabelle	Non-Executive Director	Yes
Vivek Rao	Non-Executive Director	Yes

Note:

1. The Company has assessed the independence of its Directors having regard to the requirements for independence which are set out in Principle 2 of the ASX Corporate Governance Principles.

### Jerry Cutini

Executive Chairman, President and CEO

Jerry has over 35 years' experience in the semiconductor equipment industry with roles at Applied Materials (NASDAQ: AMAT), Silicon Valley Group (NASDAQ: SVGI), OnTrak Systems (NASDAQ: ONTK), Lam Research (NASDAQ: LRCX), Gasonics International (NASDAQ: GSNX) and Aviza Technology (NASDAQ: AVZA), among others. In senior roles, Jerry has overseen two IPO's – NASDAQ: ONTK and AVZA, raised over US\$250m for equipment start-ups in both public and private markets, completed multiple M&A transactions and has been involved in the sale of approximately US\$1 billion of companies.

Currently Jerry is involved with the Global Trade Association, of Semiconductor Equipment and Materials International (SEMI), North American Advisory Board (NAAB), Public Policy Committee.

### Ryan Benton

Executive Director, Senior Vice President and Chief Financial Officer

Ryan joined Revasum as CFO in September 2018 bringing over 25 years of finance, operations, and transaction experience. Prior to this role, he served as CEO and Board Member at Exar Corporation (NYSE: EXAR), which was acquired by MaxLinear Corporation (NASDAQ: MXL) in May 2017. Previous roles included senior and consulting positions at ASM International NV (NASDAQ: ASMI), and eFunds Corporation (NASDAQ: EFDS).

Ryan currently serves as a non-executive director and Audit Committee Chairman of Pivotal Systems (ASX: PVS) and recently served as CFO of BrainChip Holdings (ASX: BRN).

Ryan began his professional career at Arthur Anderson in 1991 after receiving a B.A. in Accounting from the University of Texas at Austin. Ryan is a licensed Certified Public Accountant.

### Kevin Landis

Non-Executive Director

Kevin joined the Board in 2016 and is the CEO and CIO of Firsthand Capital Management, an investment management firm he founded in 1994. Firsthand Capital Management is the investment adviser to Firsthand Technology Value Fund, Inc. (NASDAQ: SVVC), a publicly traded venture capital fund. Kevin has over two decades of experience in engineering, market research, product management and investing in the technology sector. Kevin is Firsthand's nominee director to the Revasum Board, Inc. Kevin also sits on the boards of a number of technology companies including Pivotal Systems (ASX: PVS), Hera Systems, Inc., IntraOp Medical Corp., QMAT, Inc. and Silicon Genesis Corp. and Wrightspeed, Inc. Kevin holds a BSc in electrical engineering and computer science from the University of California at Berkeley and an MBA from Santa Clara University.

## 5. BOARD, MANAGEMENT AND GOVERNANCE

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### Paul Mirabelle

Non-Executive Director

Paul is a business executive based in Australia with extensive leadership experience across both private and public companies, specialising in strategy, international growth, mergers and acquisitions, and private equity-backed ventures. The last 10 years have been focused on healthcare organisations.

Paul has extensive commercial experience, most recently as Asia Pacific Regional Director at Amplifon, the global leader in audiology, a role he has held since 2010.

Prior to that, he spent six years as CEO of NHC Group, Australia's and New Zealand's largest provider of audiology services. Prior to this, Paul was the CEO of Medical Imaging Australia, joining the company after spending three years as Executive Vice President of Telus Communications in Canada. Prior to moving into industry, Paul spent 12 years as a partner at the Boston Consulting Group in Sydney and practiced law as a barrister & solicitor for four years with Walsh Young in Calgary, Canada.

Paul holds an LLB and an MBA with Distinction from the University of Western Ontario.

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### Vivek Rao

Non-Executive Director

Vivek Rao is a semiconductor capital equipment specialist with more than 21 years' experience in the global industry. Vivek has held a number of technology leadership and managerial roles in the industry in the UK and Silicon Valley and is presently the President and Chief Operations Officer of SPT Micro-technologies. He is also the Managing Director of international subsidiaries in Germany, Taiwan, Singapore and Malaysia for SPT Micro-technologies a division of Sumitomo Precision Products. Vivek is currently a Non-Executive Director of BluGlass Limited (ASX: BLG).

Prior to his current role, Vivek was the Vice President and General Manager of the Thermal Products Division of SPTS Technologies and formerly the Vice President of Product Management – products included batch furnaces, APCVD and single wafer Atomic Layer Deposition (ALD) system for Aviza Technology.

Vivek has published two technical papers and been awarded a patent in the area of device fabrication.

Vivek holds a Bachelor of Science in Electrical Engineering from the BMS College of Engineering and an MS, in Electrical Engineering from the University of Houston.

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Each Director has confirmed to the Company that they anticipate being available to perform their duties as Non-Executive or Executive Director, as the case may be, without constraints from other commitments.

The Board considers that Paul Mirabelle and Vivek Rao are free from any business or other relationship which could materially interfere with or reasonably be perceived to interfere with the exercise of judgement and can fulfil the role of an Independent Director as determined in accordance with the ASX Corporate Governance Principles.

The following directors are not considered to be independent for the reasons set out below:

- Jerry Cutini – role as Chief Executive Officer
- Ryan Benton – role as Chief Financial Officer
- Kevin Landis – as the nominee director of the Company's largest shareholder, Firsthand, Kevin is the CEO and CIO of Firsthand Capital Management which is the investment adviser to Firsthand Technology Value Fund, Inc.

### 5.2 Director disclosures

No Director of the Company has been the subject of any disciplinary action, criminal conviction, personal bankruptcy or disqualification in Australia or elsewhere in the last 10 years which is relevant or material to the performance of their duties as a Director of the Company or which is relevant to an investor's decision as to whether to subscribe for CDIs.

Save as set out below, no Director has been an officer of a company that has entered into any form of external administration as a result of insolvency during the time that they were an officer or within a 12-month period after they ceased to be an officer.

## 5.3 Senior Management

The Company has a highly experienced executive team as set out below (**Senior Management**):

NAME	POSITION
Jerry Cutini	President and Chief Executive Officer
Ryan Benton	Senior Vice President and Chief Financial Officer
Dr. Robert Rhoades, PhD	Chief Technology Officer
Bill Kalenian	Vice President of Engineering
Sarah Okada	Vice President of Marketing and Product Management
Dennis Riccio	Vice President of Sales
Keith Tainsky	Vice President of Finance

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### **Jerry Cutini**

Executive Chairman, President and Chief Executive Officer

See Section 5.1

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### **Ryan Benton**

Executive Director, Senior Vice President and Chief Financial Officer

See Section 5.1.

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### **Robert Rhoades, PhD**

Chief Technology Officer

Rob joined Revasum in January 2017. Robert brings over 23 years of experience in developing leading CMP process technology. His expertise includes process engineering, CMP integration, and global applications support for everything from R&D prototypes through volume production on virtually any material. Robert began his career in semiconductors at Motorola in plasma CVD and quickly transitioned to take over responsibility for ramping CMP into production for oxide, tungsten, and STI CMP. Recently, Rob held a number of executive positions including Director of Engineering at Rohm & Haas and CTO at Entrepix, Inc.

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### **Bill Kalenian**

Vice President of Engineering

Bill joined Revasum in January 2017 and is the innovator of many of wafer carrier and CMP tool technologies. At Strasbaugh, he held positions process engineering and was manager of wafer carrier development. In 2003, he was appointed director of CMP tool development; in 2008, director of engineering; and in 2010, vice president of engineering. Bill played a key role in Revasum's acquisition of Strasbaugh's technology. Bill has been awarded five U.S. patents.

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### **Sarah Okada**

Vice President of Marketing and Product Management

Sarah joined Revasum in 2017. Sarah began her career in the semiconductor industry in 1995 as a marketing assistant in the applications development group. During her career, she has been responsible for product management, market research, marketing communications, and new product development. In 2013, Ms. Okada was promoted to director of sales and marketing for Strasbaugh where she incorporated marketing and sales best practices to develop the new brand for Strasbaugh.

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## 5. BOARD, MANAGEMENT AND GOVERNANCE

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### Dennis Riccio

Vice President of Sales

Dennis joined Strasbaugh in 2015 and transferred to Revasum upon its incorporation in 2016. Dennis's former positions include President and Chief Operating Officer and Managing Board Director of a NASDAQ company in the semiconductor industry with revenues in excess of US\$200 million. Dennis has significant experience in overseeing global operations while successfully managing the demands of a public company and corporate governance, including Sarbanes Oxley 404 compliance. He has substantial knowledge and experience in customer operations and marketing and he also has experience in mergers and acquisitions both on the buy and sell sides.

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### Keith Tainsky

Vice President of Finance

Keith joined Revasum in August 2018. Keith brings over 25 years of experience in finance and IT, with the majority of his roles being in high-tech and semiconductor industries. Prior to joining Revasum, Keith was CFO of Exar Corporation (NYSE: EXAR), which was acquired by MaxLinear Corporation (NASDAQ: MXL) in May 2017. After the acquisition by MaxLinear Corporation, Keith led successful global ERP integration project before leaving to join Revasum. Prior to that Keith has been in various finance leadership positions at Amkor Technology (NASDAQ: AMKR), Insight Enterprises (NASDAQ: NSIT), and ASM International NV (NASDAQ: ASMI). Keith began his career performing systems ERP systems implementations with Accenture and Deloitte & Touché, and also has a significant amount of industry experience and leadership of information technology teams that have been successful at transforming companies.

### 5.4 Directors' interests and remuneration

The following table sets out the Non-Executive Directors' annual remuneration payable:

Director	Director's fees
Kevin Landis	Nil
Paul Mirabelle	US\$50,000
Vivek Rao	US\$50,000

Committee	Chair	Member
Audit and Risk Management Committee	US\$10,000	Nil
Remuneration and Nomination Committee	US\$10,000	Nil

### 5.5 Employment agreements

The employment contracts for senior management are summarised below.

#### Jerry Cutini – President and Chief Executive Officer

Jerry Cutini is employed by Revasum in the position of President and Chief Executive Officer. Mr. Cutini receives a fixed remuneration package US\$275,000 per annum. Mr. Cutini is also eligible to participate in various customary employee benefit programs maintained by Revasum and is eligible for an annual discretionary bonus as determined by the Board or the Remuneration and Nomination Committee.

Pursuant to Mr. Cutini's Cash Bonus Incentive Award Agreement, Mr. Cutini has been granted a cash incentive bonus in the amount of US\$550,000 payable upon the occurrence of certain events, including the Company completing an initial public offering of its common stock in the U.S. or in Australia and the Company's Shares or CDIs (as applicable) trading at or above defined share price targets on a volume-weighted average selling price basis, for a period of at least thirty (30) consecutive trading days.

Pursuant to Mr. Cutini's Employment Agreement, if Mr. Cutini is terminated by the Company without cause or if he resigns for good reason and Mr. Cutini signs a general release of claims in favour of the Company and complies with certain other requirements, the Company must pay Mr. Cutini severance in an amount equal to twelve months of his base salary, twelve months of health insurance coverage and 100% of his annual target bonus for the period in which termination occurs. All of Mr. Cutini's unvested Options and Restricted Stock Units are subject to acceleration of vesting upon a change of control of the Company, certain of his Options vest only subject to achievement of a time-based vesting schedule and his Restricted Stock Units vest only subject to achievement of a performance-based vesting schedule. See Sections 5.8, 10.5 and 10.6 for further details of Option and Restricted Stock Unit terms.

### Ryan Benton – Senior Vice President and Chief Financial Officer

Ryan Benton is employed by Revasum in the position of Senior Vice President and Chief Financial Officer. Mr. Benton receives a fixed remuneration package US\$250,000 per annum. Mr. Benton is also eligible to participate in various customary employee benefit programs maintained by Revasum and is eligible for an annual discretionary bonus as determined by the Board or the Remuneration and Nomination Committee.

Pursuant to Mr. Benton's Cash Bonus Incentive Award Agreement, Mr. Benton has been granted a cash incentive bonus in the amount of US\$500,000 payable upon the occurrence of certain events, including the Company completing an initial public offering of its common stock in the U.S. or in Australia and the Company's Shares or CDIs (as applicable) trading at or above defined share price targets on a volume-weighted average selling price basis, for a period of at least thirty (30) consecutive trading days.

Pursuant to Mr. Benton's Employment Agreement, if Mr. Benton is terminated by the Company without cause or if he resigns for good reason and Mr. Benton signs a general release of claims in favour of the Company and complies with certain other requirements, the Company must pay Mr. Benton severance in an amount equal to twelve months of his base salary, twelve months of health insurance coverage and 100% of his annual target bonus for the period in which termination occurs. All of Mr. Benton's unvested Options and Restricted Stock Units are subject to acceleration of vesting upon a change of control of the Company, certain of his Options vest only subject to achievement of a time-based vesting schedule and his Restricted Stock Units vest only subject to achievement of a performance-based vesting schedule. See Sections 5.6, 10.5 and 10.6 for further details of Option and Restricted Stock Unit terms.

The Employment Agreements with Mr. Cutini and Mr. Benton (**Key Executives**) also provide for the following:

- In the event of a voluntary termination of employment by the Key Executive, such Key Executive must provide the Company with at least six months advance written notice, provided, however, that the Company may elect to waive such notice period; and
- The Key Executives may not, during their employment or within the twelve-month period following the end of their employment, use any of the Company's trade secrets to solicit any of the Company's employees to leave their employment, or any consultants, customers, clients, or other entities to terminate their relationship with the Company, or to attempt to solicit, induce, recruit, or take away employees, consultants, customers, or clients of the Company, either for such Key Executive's personal benefit or for that of any other person or entity.

Note, however, that under California law, while misappropriation of trade secrets is unlawful, covenants not to compete are generally void as against public policy except when granted, on reasonable terms, in the context of a sale of goodwill associated with acquisition of a company. If the extended notice provision referenced above or the trade secrets provision above were deemed to constitute a de facto non-compete, it could be deemed unenforceable under California law.

### Other Senior Management

All other Senior Management, including the CTO, are employed under written terms of employment with Revasum.

The key terms and conditions of their employment include:

- remuneration packages;
- eligibility to participate in the Company's 2017 Plan (as summarised in Section 5.6); and
- express provisions protecting the Company's confidential information and intellectual property.

Other Senior Management personnel and other Company employees are employed at-will, which means the employment relationship can be terminated by either party for any reason, at any time, with or without prior notice and with or without cause, except as otherwise agreed.

## 5. BOARD, MANAGEMENT AND GOVERNANCE

### 5.6 Equity Incentive Plan

The Company's Amended and Restated 2017 Omnibus Incentive Plan (**2017 Plan**) provides for the grant of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock awards, restricted stock units, incentive awards, other stock-based awards, dividend equivalents and cash awards to directors, employees, consultants and contractors. Only employees of the Company are eligible to receive incentive stock options.

The total number of Shares reserved for issuance under the 2017 Plan is 17,360,160 Shares, of which 1,812,450 Shares remain available for issuance.

The 2017 Plan is administered by the Remuneration and Nomination Committee, or by the Board if no such committee is created. Subject to the provisions of the 2017 Plan and the ASX Listing Rules, the administrator of the 2017 Plan generally has the authority to, among other things, construe and interpret all provisions of the 2017 Plan; approve persons to receive awards; approve the form and terms of awards and terms of vesting, exercisability and payment of awards; determine the number of Shares subject to awards; adopt, amend and rescind rules and regulations pertaining to the administration of the 2017 Plan; and accelerate the time at which any award may be exercised, become transferable or nonforfeitable or be earned and settled including, without limitation, in the event of a participant's death, disability, retirement or involuntary termination of employment or service or in connection with a change in control of the Company.

In the event of certain corporate events or changes in the Company's capitalisation, the administrator will make adjustments to the number of Shares reserved for issuance under the 2017 Plan, the exercise prices of and the number of Shares subject to outstanding options and stock appreciation rights, and the purchase prices of and/or number of Shares subject to other outstanding awards, subject to compliance with applicable rules and regulations, including the ASX Listing Rules.

In the event of an acquisition or other combination, any or all outstanding awards may be assumed, converted or replaced by the successor or acquiring entity or may be substituted for equivalent awards granted by the successor or acquiring entity. Any awards not assumed or replaced in the acquisition or combination will terminate, without accelerating vesting on the date of such acquisition or combination.

Subject to compliance with applicable law, including the ASX Listing Rules, the Board has the authority to amend or terminate the 2017 Plan at any time and the ability to amend any outstanding awards under the 2017 Plan, provided that no such amendment or termination may materially adversely impair the rights of the participant with respect to such outstanding awards without the participant's consent. Certain amendments require the approval of the Shareholders.

Unless earlier terminated, the 2017 Plan will terminate in 2027.

### 5.7 Interests of Directors

Other than as set out below or elsewhere in the Prospectus, no Director or proposed director:

- has or had at any time during the two years preceding the date of this Prospectus an interest in the formation or promotion of the Company, or in any property acquired or proposed to be acquired by the Company or in the Offer; and
- has been paid or agreed to be paid any amount, or has been given or agreed to be given any other benefit, either to induce him or her to become, or to qualify him or her as, a Director or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the Offer.

### 5.8 Remuneration of Directors

#### Executive Chairman, President and Chief Executive Officer

Jerry Cutini is employed in the position of President and Chief Executive Officer of the Company. Revasum has entered into an employment contract with Mr. Cutini to govern his employment. See Section 5.5 above.

Mr. Cutini has also been granted 1,271,025 performance-based Restricted Stock Units with each Restricted Stock Unit entitling Mr. Cutini to one Share upon vesting. The Restricted Stock Units will vest over four years subject to the achievement of the following performance hurdles:

- the shipment by the Company of its first new 6EZ (or successor) product to a customer;
- the shipment by the Company of its first new C604 (or successor) product to a customer; and
- the achievement by the Company of a specified revenue target during any half-year period.

## Executive Director, Senior Vice President and Chief Financial Officer

Ryan Benton is employed in the position of Senior Vice President and Chief Financial Officer of the Company. Revasum has entered into an employment contract with Mr. Benton to govern his employment. See Section 5.5 above.

Mr. Benton has also been granted 976,845 performance-based Restricted Stock Units with each Restricted Stock Unit entitling Mr. Benton to one Share on vesting. The Restricted Stock Units will vest as to one-third on each of:

- the shipment by the Company of its first new 6EZ (or successor) product to a customer;
- the shipment by the Company of its first new C604 (or successor) product to a customer; and
- the achievement by the Company of a specified revenue target during any half-year period.

## Non-Executive Directors

The Non-Executive Directors will receive the fees set out in Section 5.4 above. In addition, the Company has agreed to grant Paul Mirabelle and Vivek Rao 75,000 options each on the day before the date of listing on the following terms:

- exercise price per share equal to the Offer Price;
- the options will vest on a quarterly basis over a four year period provided the Non-executive Director remain a Non-executive Director of the Company as at the applicable vesting date;

Options will expire 10 years from the date of grant.

Under the Company's Amended and Restated Bylaws (**Bylaws**), each Director may be paid remuneration for ordinary services performed as a Director. Under the Bylaws, the maximum aggregate annual cash fee pool from which Non-Executive Directors may be paid for their services, exclusive of expense reimbursement and equity grants, cannot exceed US\$300,000. Under the ASX Listing Rules, any increase to the aggregate amount needs to be approved by Shareholders. Directors will seek approval of the Shareholders from time to time, as appropriate. This aggregate annual sum does not include any special remuneration which the Board may grant to the Directors for special exertions or additional services performed by a Director for or at the request of the Company, which may be made in addition to or in substitution for the Director's fees.

## Directors interests in Shares and other securities

The Directors are not required to hold any Shares under the Certificate of Incorporation or Bylaws. Details of the relevant interests of the Directors in Securities are set out in the table below.

Director (including associates)	Shares as at the Prospectus Date <sup>1</sup>	Options and RSUs held as at the Prospectus Date <sup>1</sup>	Percentage holding of Shares at the Prospectus Date (undiluted) <sup>1</sup>	Percentage holding of Shares at the Prospectus Date (fully diluted) <sup>1</sup>	Shares/CDIs after Completion of the Offer	Options and RSUs held as of Completion of the Offer	Percentage holding immediately following Completion (undiluted)	Percentage holding immediately following Completion (fully diluted)
Jerry Cutini	302,625	4,205,100	0.5%	5.9%	302,625	4,205,100	0.4%	4.9%
Ryan Benton	276,795	2,941,845	0.5%	4.2%	276,795	2,941,845	0.4%	3.5%
Kevin Landis <sup>2</sup>	–	–	0.0%	0.0%	–	–	0.0%	0.0%
Paul Mirabelle <sup>3</sup>	–	–	0.0%	0.0%	30,000	75,000	0.0%	0.1%
Vivek Rao	22,590	–	0.0%	0.0%	22,590	75,000	0.0%	0.1%

Notes:

1. Assumes that the Share Capital Restructuring described in Section 10.4 occurred immediately prior to the Prospectus Date and includes the conversion of the existing Series Seed, Series A and Series B Preferred Stock into Shares, the conversion of the Convertible Notes into Shares and the exercise of the Warrants held by Firsthand into Shares.

2. Kevin Landis is the nominee of Firsthand to the Revasum Board. Firsthand's shareholding following the completion of the Offer will be 58.2% on a fully diluted basis and 70% on an undiluted basis. Refer to Sections 10.7 and 10.8 for further details of the 80% shareholder approval requirement (i.e. at 80% approval) the Company has incorporated in its Certificate of Incorporation and Bylaws to ensure certain shareholder resolutions are passed by way of a 80% shareholder approval requirement in line with similar shareholder approval requirements under Australian law, rather than a majority shareholder approval requirement (i.e. greater than 50% approval) as would ordinarily apply under the DGCL.

3. Paul Mirabelle, Non-Executive Director, will subscribe for 30,000 CDIs under the Chairman's List Offer.

## 5. BOARD, MANAGEMENT AND GOVERNANCE

### Indemnification of Directors and Officers

The Company has entered into indemnification agreements with each Director and certain executive officers. Under these agreements, the Company has agreed to indemnify, to the extent permitted by the DGCL, each Director and certain executive officers in respect of certain liabilities which the Director or executive officer may incur as a result of, or by reason of (whether solely or in part), being or acting as a Director or executive officer of the Company. These liabilities include losses or liabilities incurred by the Director or executive officer to any other person, including legal expenses. The Company has elected to obtain a directors' and officers' policy of insurance. The indemnification agreements also provide that in the event of a change in control of the Company or the Company becoming insolvent, the Company shall maintain in force any and all insurance policies then maintained by the Company in providing insurance for the benefit of Directors and certain executive officers for a period of six years after such change in control or insolvency.

### Related party interests

Other than as set out below or elsewhere in this Prospectus, there are no existing agreements or arrangements and there are no currently proposed transactions in which the Company was, or is to be, a participant, and in which any related party had or will have a direct or indirect material interest:

- the compensation arrangements with Directors and executive officers, which are described in this Section 5.8;
- the indemnification arrangements with the Directors which are described in this Section 5.8;
- Firsthand has a right to appoint a director to the Board of Revasum while it holds at least 30% of the Company's issued share capital; and
- at the date of this Prospectus, Firsthand holds a warrant to acquire up to 9,750,000 Shares. Firsthand has agreed to exercise half of the warrant immediately prior to listing partially on a cash basis and half of the warrant on a net exercise basis. As a result, Firsthand will acquire an additional 4,875,000 Shares at US\$0.67 per Share and will pay the Company a total subscription amount of US\$3,250,000 and will receive 2,553,570 shares on a net exercise basis.

### Policy for approval of related party transactions

The Company's Audit & Risk Management Committee is responsible for reviewing and approving all transactions in which the Company is a participant and in which any parties related to the Company, including its executive officers, Directors, beneficial owners of more than 5% of the Company's issued capital, immediate family members of the foregoing persons and any other persons whom the Board determines may be considered related parties of the Company, has or will have a direct or indirect material interest.

The Audit & Risk Management Committee or its Chair, as the case may be, will only approve those related party transactions that are determined to be in, or are not inconsistent with, the best interests of the Company and its Shareholders, after taking into account all available facts and circumstances as the Audit & Risk Management Committee or the Chairperson determines in good faith to be necessary. Transactions with related parties will also be subject to Shareholder approval to the extent required by the ASX Listing Rules.

## 5.9 Corporate governance

The Board is committed to best practice corporate governance and compliance arrangements for the Company to the extent appropriate given the Company's size and circumstances. The ASX Corporate Governance Council has developed and released its ASX Corporate Governance Principles and Recommendations for Australian listed entities (ASX Corporate Governance Principles) to promote investor confidence and to assist companies in meeting stakeholder expectations. The ASX Corporate Governance Principles are not prescriptions, but guidelines. However, under the ASX Listing Rules, the Company will be required to provide a statement in its annual report or on its website disclosing the extent to which it has followed the ASX Corporate Governance Principles in the reporting period. Where the Company does not follow a recommendation, it must identify the recommendation that has not been followed and provide reasons for not following it. Section 5.9 sets out a brief summary of the approach currently adopted by the Company in relation to the ASX Corporate Governance Principles.

More broadly, this Section 5.9 summarises the key aspects of the Company's corporate governance framework.

### 5.9.1 Board appointment and composition

#### Composition of the Board

As at the Prospectus Date, the Company has five Directors serving on the Board, and will continue to have the same five Directors serving on the Board following the Listing. Detailed biographies of these Directors are provided in Section 5.1.

## Independence of the Board

The Board is responsible for the overall governance of the Company. Issues of substance affecting the Company are considered by the Board, with advice from external advisers as required. Each Director must bring an independent view and judgment to the Board and must declare all actual or potential conflicts of interest. Any issue concerning a Director's ability to properly act as a director will be discussed at a Board meeting as soon as practicable, and a Director may not participate in discussions or resolutions pertaining to any matter in which the Director has a material personal interest.

The Company considers that a Director is an independent Director where that Director is free from any business or other relationship that could materially interfere, or be perceived to interfere with, the independent exercise of the Director's judgement. The Company has also assessed the independence of its Directors having regard to the requirements for independence which are set out in Principle 2 of the ASX Corporate Governance Principles.

## Board's role in risk oversight

The Board's role in risk oversight includes receiving reports from management and the Audit & Risk Management Committee on a regular basis regarding material risks faced by the Company and applicable mitigation strategies and activities. Those reports detail the effectiveness of the risk management program and identify and address material business risks such as technological, strategic, business, operational, financial, human resources and legal/regulatory risks. The Board and its committees consider these reports, discuss matters with management and identify and evaluate any potential strategic or operational risks including appropriate activity to address those risks.

The responsibilities of the Board are set down in the Company's Board Charter, which has been prepared having regard to the ASX Corporate Governance Principles. A copy of the Company's Board Charter is available on the Company's website at [www.revasum.com](http://www.revasum.com). The Company will also send you a paper copy of its Board Charter, at no cost to you, should you request a copy during the Offer Period.

## 5.9.2 Board Committees

As set out below, the Board has established two standing committees to facilitate and assist the Board in fulfilling its responsibilities. The Board may also establish other committees from time-to-time to assist in the discharge of its responsibilities.

Each committee has the responsibilities described in the committee charter (which has been prepared having regard to the ASX Corporate Governance Principles) adopted by the Company. A copy of the charter for the above committees is available on the Company's website at [www.revasum.com](http://www.revasum.com). The Company will also send you a free paper copy of its committee charters should you request a copy during the Offer Period.

Committee	Overview	Members
Audit & Risk Management Committee	Responsible for monitoring and advising the Board on the Company's audit and regulatory compliance policies and procedures.	Paul Mirabelle (Chair) Kevin Landis (Member)
	Oversees the Company's corporate accounting and financial reporting, including auditing of the Company's financial statements and the qualifications, independence, performance and terms of engagement of the Company's external auditor.	Vivek Rao (Member)
	Monitors and develops the Company's risk strategy, including assessing the effectiveness of the Company's internal controls and risk management framework and making recommendations for improvement.	
Remuneration and Nomination Committee	Responsible for advising the Board on the composition of the Board and its committees, evaluating potential Board candidates and advising on their suitability, and ensuring appropriate succession plans are in place.	Vivek Rao (Chair) Kevin Landis (Member) Paul Mirabelle (Member)
	Establishes, amends, reviews and approves the compensation and equity incentive plans with respect to senior management and employees of the Company including determining individual elements of total compensation of the Chief Executive Officer and other members of senior management.	

## 5. BOARD, MANAGEMENT AND GOVERNANCE

### 5.9.3 Corporate governance policies

The Company has also adopted the following policies, each of which has been prepared having regard to the ASX Corporate Governance Principles and is available on the Company's website at [www.revasum.com](http://www.revasum.com).

- **Code of Conduct** – This policy sets out the standards of ethical behaviour that the Company expects from its Directors, officers and employees;
- **Continuous Disclosure Policy** – Once listed on ASX, the Company will need to comply with the continuous disclosure requirements of the ASX Listing Rules and the Corporations Act to ensure the Company discloses to ASX any information concerning the Company which is not generally available and which a reasonable person would expect to have a material effect on the price or value of the CDIs. As such, this policy sets out certain procedures and measures which are designed to ensure that the Company complies with its continuous disclosure obligations;
- **Risk Management Policy** – This policy is designed to assist the Company to identify, assess, monitor and manage risks affecting the Company's business;
- **Securities Trading Policy** – This policy is designed to maintain investor confidence in the integrity of the Company's internal controls and procedures and to provide guidance on avoiding any breach of the insider trading laws;
- **Shareholder Communications Policy** – This policy sets out practices which the Company will implement to ensure effective communication with its Shareholders; and
- **Diversity Policy** – This policy sets out the Company's objectives for achieving diversity amongst its board, management and employees.

The Company will also send you a free paper copy of any of the above policies should you request a copy during the Offer Period.

### 5.9.4 ASX Corporate Governance Principles

The Board has evaluated the Company's current corporate governance policies and practices in light of the ASX Corporate Governance Principles. A brief summary of the approach currently adopted by the Company is set out below.

#### Principle 1 – Lay solid foundations for management and oversight

The Board's responsibilities are defined in the Board Charter.

The Company has also established a clear delineation between the Board's responsibility for the Company's strategy and activities, and the day-to-day management of operations conferred upon the Chief Executive Officer and certain other officers of the Company. The Remuneration and Nomination Committee evaluates the performance of senior executives.

#### Principle 2 – Structure the Board to add value

Whilst the Board comprises three non-executive and two executive directors, the majority of the Board is not comprised of independent Directors, the roles of Chairman and Chief Executive Officer are not exercised by two separate individuals and the Company's Chairman is also not an independent director, which is inconsistent with the ASX Corporate Governance Principles. The Board considers that given the size of the Company and stage of its development, the composition of the Board and the skills and experience represented on the Board are appropriate and in the best interests of shareholders.

As the Company is still in an early stage of development, it has not yet undertaken a formal review of the Board's performance. However, the Remuneration and Nomination Committee Charter provides for an annual self-assessment of the Board's performance to be provided to the Remuneration and Nomination Committee.

#### Principle 3 – Promote ethical and responsible decision making

The Company has adopted a Code of Conduct, as well as a Securities Trading Policy, a Diversity Policy and a policy and procedure for related party transactions.

#### Principle 4 – Safeguard integrity in financial reporting

The Company has established an Audit & Risk Management Committee which complies with the ASX Corporate Governance Principles to oversee the management of financial and internal risks.

**Principle 5 – Make timely and balanced disclosure**

The Company is committed to providing timely and balanced disclosure to the market in accordance with its Continuous Disclosure Policy.

**Principle 6 – Respect the rights of Shareholders**

The Company has adopted a Shareholder Communications Policy for Shareholders wishing to communicate with the Board. The Company seeks to recognise numerous modes of communication, including electronic communication, to ensure that its communication with Shareholders is frequent, clear and accessible.

All Shareholders are invited to attend the Company's annual general meeting, either in person or by representative. The Board regards the annual general meeting as an excellent forum in which to discuss issues relevant to the Company and accordingly encourages full participation by Shareholders. Shareholders have an opportunity to submit questions to the Board and to the Company's auditors.

**Principle 7 – Recognise and manage risk**

In conjunction with the Company's other corporate governance policies, the Company has adopted a Risk Management Policy, which is designed to assist the Company to identify, evaluate and mitigate risks affecting the Company. In addition, the Board has established two standing committees to provide focused support in key areas. Regular internal communication between the Company's management and Board supplements the Company's quality system, complaint handling processes, employee policies and standard operating procedures which are all designed to address various forms of risks.

**Principle 8 – Remunerate fairly and responsibly**

The Company has established a Remuneration and Nomination Committee as set out in this Section 5.9. The Company will provide disclosure of its Directors' and executives' remuneration in its annual report.



**6.**  
**FINANCIAL  
INFORMATION**

## 6. FINANCIAL INFORMATION

### 6.1 Introduction

The financial information contained in this Section 6 has been prepared by the Company in connection with the Offer. Revasum has a 31 December financial year end. As such, any references in this Section 6 to "Fiscal" or "FY" refer to a 31 December financial year end.

Revasum was incorporated on 6 October 2016 in the state of Delaware in the United States. Any reference to FY16 includes the period from 6 October to 31 December 2016.

Revasum Australia, Inc. (RAI) was incorporated on 17 August 2018. RAI has no trading activity and its financial impact is immaterial. As such, RAI has not been included in the financial information.

#### Historical Financial Information

- **Statutory Historical Financial Information** of the Company, being the:
  - statutory historical statement of profit and loss for FY16, FY17 and the six-month periods ended 30 June 2017 (1HFY17) and 30 June 2018 (1HFY18) (**Statutory Historical Results**);
  - statutory historical statement of cash flows for FY16, FY17, 1HFY17 and 1HFY18 (**Statutory Historical Cash Flows**); and
  - statutory historical statement of financial position as at 30 June 2018 (**Statutory Historical Statement of Financial Position**);
- **Pro Forma Historical Financial Information** of the Company (where applicable), being the:
  - Pro forma historical statement of profit and loss for FY16, FY17, 1HFY17 and 1HFY18 (**Pro Forma Historical Results**);
  - Pro forma historical statement of cash flows for FY16, FY17, 1HFY17 and 1HFY18 (**Pro Forma Historical Cash Flows**);
  - Pro forma historical statement of financial position as at 30 June 2018 (**Pro Forma Historical Statement of Financial Position**);

(together the Statutory Historical Financial Information and the Pro Forma Historical Financial Information are referred to as the **Historical Financial Information**).

#### Forecast Financial Information

- **Statutory Forecast Financial Information** of the Company, being the:
  - statutory forecast consolidated statement of profit and loss for the six-month periods ending 31 December 2018 (2HFY18) and 30 June 2019 (1HFY19) (**Statutory Forecast Results**); and
  - statutory forecast consolidated statement of cash flows for 2HFY18 and 1HFY19 (**Statutory Forecast Cash Flows**);
- **Pro Forma Forecast Financial Information** of the Company, being the:
  - Pro forma forecast consolidated statement of profit and loss for 2HFY18 and 1HFY19 (**Pro Forma Forecast Results**); and
  - Pro forma forecast consolidated statement of cash flow for 2HFY18 and 1HFY19 (**Pro Forma Forecast Cash Flows**);

(together the Statutory Forecast Financial Information and the Pro Forma Forecast Financial Information are referred to as the **Forecast Financial Information**).

The Historical Financial Information and Forecast Financial Information together form the **Financial Information**.

The Statutory Historical Financial Information and Statutory Forecast Financial Information together form the **Statutory Financial Information**.

The Pro Forma Historical Financial Information and the Pro Forma Forecast Financial Information together form the **Pro Forma Financial Information**.

For the purposes of analysis and commentary in Section 6, the 1HFY18 Historical Financial Information and 2HFY18 Forecast Financial Information have been combined to show a full-year FY18 Forecast.

Also summarised in this Section 6 are:

- the basis of preparation and presentation of the Financial Information (refer Section 6.2);
- information regarding certain non AAS or IFRS financial measures (refer Section 6.2.4);
- summary of key Pro Forma operating metrics (refer Section 6.3.2);
- the Pro Forma adjustments to the Statutory Historical Financial Information and the Statutory Forecast Financial Information, and reconciliations to the Pro Forma Historical Financial Information and the Pro Forma Forecast Financial Information respectively (refer Sections 6.3.3, 6.4.2 and 6.5.1);

## 6. FINANCIAL INFORMATION

- details of Revasum's indebtedness and capitalisation (refer Section 6.5.2);
- information regarding Revasum's liquidity and capital resources (refer Section 6.5.3);
- management's discussion and analysis of the Pro Forma Historical Financial Information and the Pro Forma Forecast Financial Information (refer Section 6.6);
- the specific and general assumptions underlying the Forecast Financial Information (refer Sections 6.7.1 and 6.7.2);
- an analysis of the key sensitivities of the Pro Forma Forecast Financial Information (refer Section 6.7.4); and
- details of the proposed dividend policy (refer Section 6.8).

Information provided in this Section 6 should be read in conjunction with the sensitivity analysis outlined in Section 6.7.4, the risk factors outlined in Section 4, and the other information provided in this Prospectus.

### 6.2 Basis of preparation and presentation of the Financial Information

#### 6.2.1 Overview

The Statutory Historical Financial Information of Revasum for FY16, and FY17 has been audited by BDO East Coast Partnership in accordance with Australian Auditing Standards. The interim Statutory Historical Financial Information of Revasum for 1HFY17 and 1HFY18 has been reviewed by BDO East Coast Partnership in accordance with Australian Auditing Standards.

The Historical Financial Information has been prepared and presented in accordance with the measurement and recognition principles prescribed in Australian Accounting Standards (**AAS**) (including the Australian Accounting Interpretations issued by the Australian Accounting Standards Board), which are consistent with International Financial Reporting Standards (**IFRS**) issued by the International Accounting Standards Board.

The auditors issued a qualified opinion on the financial reports for the financial periods ended 31 December 2016 and 31 December 2017 and the six months ended 30 June 2018. The basis for the qualification to the opinion was limited to the auditors, who were appointed post the financial year ends, not having observed the counting of physical inventories at the beginning or end of those financial periods. The auditors were unable to satisfy themselves by alternative means concerning inventory quantities held at those dates.

This Prospectus includes Forecast Financial Information based on the specific and general assumptions of Revasum, and Pro Forma Financial Information to reflect Revasum's operating and capital structure following completion of the Offer (**Completion**), among other things. The Forecast Financial Information presented in this Prospectus is unaudited. The basis of preparation and presentation of the Forecast Financial Information, to the extent applicable, is consistent with the basis of preparation and presentation of the Historical Financial Information.

The impact of changes in the accounting standards on the Financial Information is noted below.

AASB 15 is effective for reporting years from 1 January 2018 and establishes a single comprehensive framework for determining when to recognise revenue and how much revenue to recognise. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer, so the notion of control replaces the existing notion of risks and rewards. The Company adopted the new revenue standard upon incorporation therefore there is no impact recognised in the Company's financial statements.

AASB 9 is a new standard on financial instruments that replaces IFRS 39. The new standard includes a model for classification and measurement, a single, forward-looking 'expected loss' impairment model and introduces a reformed approach to hedge accounting. While the standard is effective from 1 January 2018, the Company adopted the standard upon incorporation.

AASB 16 introduces a single, on-balance sheet accounting model for lessees. A lessee recognises a right-of-use asset representing its right to the underlying asset and a lease liability representing its obligation to make lease payments. The Company will adopt AASB 16 from 1 January 2019 utilising the modified retrospective transition method. Currently the Company anticipates no material impact to its Consolidated Statements of Profit and Loss and Other Comprehensive Income. However, the ultimate impact of adopting AASB 16 will depend on the Company's lease portfolio as of the adoption date.

All amounts disclosed in this Section 6 are presented in United States Dollars (US\$) and, unless otherwise noted, are rounded to the nearest US\$1,000. Any amounts forecast in AUD have been converted at an exchange rate of A\$1:US\$0.70. Rounding in the Financial Information may result in some discrepancies between the sum of components and the totals outlined within the tables and percentage calculations.

This Prospectus is taken to include information contained in the respective audited financial statements. The Financial Information is presented in an abbreviated form insofar as it does not include all the presentation and disclosures, statements or comparative information as required by the AAS, IFRS and other mandatory professional reporting requirements, applicable to general purpose financial reports. The Company's key accounting policies have been consistently applied throughout the financial periods presented and are set out in Appendix B of this Prospectus.

The Financial Information presented in this Prospectus has been reviewed by BDO Corporate Finance (East Coast) Pty Limited (**BDO**) in accordance with the *Australian Standard on Assurance Engagements ASAE 3450 Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information* as stated in its Independent Limited Assurance Report. Investors should note the scope and limitations of the Independent Limited Assurance Report (refer to Section 7).

Post-listing, Revasum will continue to prepare its financial statements in accordance with AAS issued by the Australian Accounting Standards Board and its financial statements post-listing will be audited and reviewed by Revasum's auditor in accordance with Australian Auditing Standards.

### 6.2.2 Preparation of the Historical Financial Information

The Statutory Historical Financial Information has been extracted from the audited general purpose financial statements of Revasum for FY16 and FY17, together with the reviewed interim financial statements for 1HFY17 and 1HFY18.

The Pro Forma Historical Financial Information has been prepared for the purpose of inclusion in this Prospectus. The Pro Forma Historical Results and Pro Forma Historical Cash Flows have been derived from the Statutory Historical Financial Information, with pro forma adjustments being made to eliminate certain non-recurring items, and adjustments to reflect Revasum's operating and capital structure following Completion, including standalone public company expenses.

The Pro Forma Historical Statement of Financial Position as at 30 June 2018 is based on the reviewed Statutory Historical Statement of Financial Position of Revasum at that date adjusted to reflect the impact of the Offer and other material transactions post 30 June 2018 (refer to Section 6.5.1).

Refer to Section 6.3.3 for a reconciliation between Statutory Historical Results and Pro Forma Historical Results, to Section 6.4.2 for a reconciliation between the Statutory Historical Cash Flows and the Pro Forma Historical Cash Flows and to Section 6.5.1 for a reconciliation between the Statutory Historical Statement of Financial Position and the Pro Forma Historical Statement of Financial Position.

Investors should note that past results are not a guarantee of future performance.

### 6.2.3 Preparation of the Forecast Financial Information

The Forecast Financial Information has been prepared solely for inclusion in this Prospectus. The Forecast Financial Information is presented on both a statutory and pro forma basis for 2HFY18 and 1HFY19. The 2HFY18 and 1HFY19 forecasts are based on Revasum's specific and general forecast assumptions, as set out in Sections 6.7.1 and 6.7.2.

The Pro Forma Forecast Financial Information has been derived from the Statutory Forecast Financial Information. In preparing the Pro Forma Forecast Financial Information, pro forma adjustments have been made to the Statutory Forecast Financial Information to:

- reflect Revasum's operating and capital structure following Completion;
- reflect the removal of finance costs associated with financial instruments as if they were repaid as at 6 October 2016;
- to eliminate certain non-recurring items such as costs associated with the Offer; and
- to reflect standalone public company expenses as if they were incurred from 6 October 2016.

The Forecast Financial Information has been prepared by Revasum based on an assessment of current economic and operating conditions, and on the specific and general assumptions regarding future events and actions as set out in Sections 6.7.1 and 6.7.2. The Forecast Financial Information is subject to business and economic risks including those set out in Section 4. The inclusion of these assumptions and these risks is intended to assist investors in assessing the reasonableness and likelihood of the assumptions occurring and is not intended to be a representation that the assumptions will occur.

The Forecast Financial Information presented in the Prospectus has been reviewed by BDO but has not been audited. Investors should note the scope and limitations of the Independent Limited Assurance Report on Forecast Financial Information (refer to Section 7). The Independent Limited Assurance Report on the Forecast Financial Information has been prepared solely in connection with the offer of CDIs in Australia.

## 6. FINANCIAL INFORMATION

Revasum believes the specific and general assumptions, when taken as a whole, to be reasonable at the time of preparing this Prospectus. However, the information is not fact, and investors are cautioned not to place undue reliance on the Forecast Financial Information.

Investors should be aware that the timing of actual events and the magnitude of their impact might differ from that assumed in preparing the Forecast Financial Information and that this may have a material positive or negative effect on Revasum's actual financial performance, cash flows or financial position. In addition, the assumptions upon which the Forecast Financial Information is based are, by their very nature, subject to significant uncertainties and contingencies, many of which will be outside the control of Revasum, the Directors and management. Accordingly, none of Revasum and its Directors and management or any other person can give investors any assurance that the outcomes disclosed in the Forecast Financial Information will arise. Events and outcomes might differ in amount and timing from the assumptions, with a material consequential impact on the Forecast Financial Information.

Refer to Section 6.3.3 for a reconciliation between Statutory Forecast Results and Pro Forma Forecast Results and to Section 6.4.2 for a reconciliation between the Statutory Forecast Cash Flows and the Pro Forma Forecast Cash Flows.

The Forecast Financial Information should be read in conjunction with the general assumptions set out in Section 6.7.1, the specific assumptions set out in Section 6.7.2, other assumptions set out in Sections 6.7.3 and 6.7.4, the sensitivity analysis set out in Section 6.7.4, the risk factors set out in Section 4, the key accounting policies set out in Appendix B and other information in this Prospectus.

Revasum has no intention to update or revise the Forecast Financial Information or other forward-looking statements or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law or regulation.

### 6.2.4 Explanation of certain non AAS or IFRS financial measures

Revasum uses certain measures to report on its business that are not recognised under AAS or IFRS. These measures are collectively referred to in this Section 6.2.4, and under Regulatory Guide 230 'Disclosing non-IFRS financial information' published by ASIC, as "non-IFRS financial measures". The principal non-IFRS financial measures that are referred to in this Prospectus are as follows:

- **Compound Annual Growth Rate (CAGR)** is the annual growth rate over a period of time longer than one year.
- **Cost of Goods Sold** represents expenses directly associated with the generation of revenue, including unit manufacturing expense, freight and installation manpower and related expense.
- **Gross Profit** is Revenue less Cost of Goods Sold.
- **Gross Margin** is Gross Profit divided by Revenue.
- **Earnings Before Interest Taxes Depreciation and Amortisation (EBITDA)** is earnings before interest, tax, depreciation and amortisation expense (inclusive of capitalised development costs).

Management uses EBITDA to evaluate the operating performance of the business without the non-cash impact of depreciation and amortisation and before interest and tax charges, which are affected by the capital structure and historical tax position of Revasum.

Because it does not include the non-cash charges for depreciation and amortisation, EBITDA can be useful to help understand the cash generation potential of the business. However, management believes that it should not be considered as an alternative to Free Cash Flow from operations and investors should not consider EBITDA in isolation from, or as a substitute for, an analysis of the results of Revasum's operations.

- **EBIT** is earnings before interest and tax expense.
- **Capital Expenditure** relates to expenditure on fixed assets purchases such as computer and office equipment, and certain expenditures that are directly attributable to new product development.
- **Operating Cash Flow** is operating income/loss adjusted to add back non-cash charges such as depreciation and amortisation and for changes in Working Capital.
- **Free Cash Flow** is Operating Cash Flow less Capital Expenditures.
- **Working Capital** is trade and other receivables and other current assets less trade and other payables and income tax payable and employee entitlements.
- **System Backlog** is the value of unfilled customer equipment purchase orders.

Certain financial data included in Section 6 is also non-IFRS financial information.

Although Revasum believes that these measures provide useful information about the financial performance of Revasum, they should be considered as supplements to the statement of profit and loss measures that have been presented in accordance with the AAS and IFRS and not as a replacement for them. Because these non-IFRS financial measures are not based on AAS or IFRS, they do not have standard definitions, and the way Revasum calculated these measures may differ from similarly-titled measures used by other companies. Investors should therefore not place undue reliance on these non-IFRS financial measures.

## 6.3 Pro Forma Historical Results, Statutory Forecast Results and Pro Forma Forecast Results

### 6.3.1 Overview

Table 1 sets out the Pro Forma Historical Results for FY16, and FY17, as well as the Statutory Forecast Results and Pro Forma Forecast Results for FY18. Table 2 sets out the Pro Forma Historical Results for 1HFY17 and 1HFY18, as well as the Statutory Forecast Results and Pro Forma Forecast Results for 1HFY19.

Table 1

US\$'000	Notes	Pro Forma Historical		Pro Forma Forecast	Statutory Forecast
		FY16	FY17	FY18	FY18
Revenue		1,498	12,518	27,496	27,496
Cost of goods sold		(860)	(8,550)	(17,526)	(17,526)
<b>Gross profit</b>		<b>638</b>	<b>3,968</b>	<b>9,970</b>	<b>9,970</b>
Research & Development		(519)	(3,495)	(3,829)	(3,829)
Sales & Marketing		(163)	(1,812)	(3,147)	(3,277)
General & Administrative	1,2,3,4,5	(336)	(2,407)	(3,455)	(4,043)
<b>Total operating expenses</b>		<b>(1,018)</b>	<b>(7,714)</b>	<b>(10,431)</b>	<b>(11,149)</b>
<b>EBIT</b>		<b>(380)</b>	<b>(3,746)</b>	<b>(461)</b>	<b>(1,179)</b>
Fair value remeasurement of Financial Liabilities	6	–	–	–	(3,400)
Foreign exchange gain/(loss)	7	–	–	–	(97)
Net interest expense	8	(1)	(6)	(1)	(140)
<b>(Loss)/profit before tax</b>		<b>(381)</b>	<b>(3,752)</b>	<b>(462)</b>	<b>(4,816)</b>
Income tax expense		–	–	–	–
<b>Net (loss)/profit after tax</b>	9	<b>(381)</b>	<b>(3,752)</b>	<b>(462)</b>	<b>(4,816)</b>
Reconciliation of EBIT to EBITDA					
EBIT		(380)	(3,746)	(461)	(1,179)
Depreciation and Amortisation		23	152	217	347
<b>EBITDA</b>		<b>(357)</b>	<b>(3,594)</b>	<b>(244)</b>	<b>(832)</b>

## 6. FINANCIAL INFORMATION

Notes:

The Pro Forma Historical Results and Pro Forma Forecast Results include expenses that have been adjusted to reflect the following:

1. Public company expenses: Revasum estimates it will incur \$0.9 million in incremental annual expenses as a publicly listed company. These expenses include Non-Executive Director remuneration, additional legal fees, audit fees, annual listing fees, annual general meeting and annual report costs, additional directors and officers insurance premiums, company secretarial, registry fees and investor relations services fees. The Pro Forma Historical Results and Pro Forma Forecast Results include these public company expenses as if Revasum was a publicly listed company in each of the reporting periods.
2. Offer expenses: Total costs of the Offer are estimated at \$2.4 million of which \$1.4 million is directly attributable to the issue of all shares under the Offer by Revasum and will be offset against equity raised pursuant to the Offer. The remaining amount of \$1.0 million relates to the Listing and has been forecast as an expense in 2HFY18 and been removed from the Pro Forma Forecast Results as non-operational.
3. Audit fees: Audit costs incurred in the Statutory Historical Results have been removed as a provision for IFRS audits has been included in the incremental public company expenses as detailed in Note 1 above.
4. TSA Expense: The Pro Forma Historical and Forecast Results have been adjusted to remove fees payable to Strasbaugh in accordance with the Transition Services Agreement entered into in connection with the acquisition of Strasbaugh assets ("TSA") which expires on 31 December 2018.
5. Amortisation of Identified Asset: Upon the acquisition of the assets and liabilities of Strasbaugh, Revasum recognised a \$0.6 million intangible asset. The amortisation of this intangible asset has been removed from the Pro Forma Historical and Pro Forma Forecast Results.
6. Fair Value of Financial Liabilities: Includes remeasurement adjustments to financial liabilities, comprising the Company's Common Stock Warrants, that are measured at fair value at the IPO date, based on an IPO price of \$1.40 (A\$2.00). Prior to Completion of the Offer, all Common Stock Warrants will be converted to Shares in accordance with the warrant terms. As a result, there is no fair value impact related to these liabilities post Completion. It should be noted that the adjustment is an estimation for presentation purposes only and the full quantum of the fair value adjustment in relation to financial liabilities will be determined by a formal valuation and audit exercise when preparing the FY18 Statutory Results
7. Non-recurring costs of financing comprises a \$0.1 million foreign exchange loss realised upon the issue of 5% Unsecured Subordinated Convertible Promissory Notes (Convertible Notes) on 28 August 2018 and 31 August 2018.
8. Debt Funding: The Pro Forma Historical and Pro Forma Forecast Results have been adjusted to remove interest and other finance costs associated with the Notes which convert to Shares shortly prior to Listing.
9. A reconciliation of Net Profit (Loss) After Tax from Statutory Historical and Forecast Results to Pro Forma Historical and Forecast Results is provided in Table 5.

Table 2

US\$'000	Notes	Pro Forma Historical		Pro Forma Forecast
		1HFY17	1HFY18	1HFY19
Revenue		5,319	10,602	20,457
Cost of goods sold		(3,605)	(6,980)	(11,861)
<b>Gross profit</b>		<b>1,714</b>	<b>3,622</b>	<b>8,596</b>
Research & Development		(1,191)	(2,098)	(1,629)
Sales & Marketing		(704)	(1,051)	(2,303)
General & Administrative	1,2,3,4	(1,186)	(1,342)	(2,549)
<b>Total operating expenses</b>		<b>(3,081)</b>	<b>(4,491)</b>	<b>(6,481)</b>
<b>EBIT</b>		<b>(1,367)</b>	<b>(869)</b>	<b>2,115</b>
Fair value remeasurement of Financial Liabilities		–	–	–
Interest	5	(2)	(1)	–
<b>(Loss)/profit before tax</b>		<b>(1,369)</b>	<b>(870)</b>	<b>2,115</b>
Income tax expense		–	–	–
<b>Net (loss)/profit after tax</b>	6	<b>(1,369)</b>	<b>(870)</b>	<b>2,115</b>
Reconciliation of EBIT to EBITDA				
EBIT		(1,367)	(869)	2,115
Depreciation and Amortisation		68	67	464
<b>EBITDA</b>		<b>(1,299)</b>	<b>(802)</b>	<b>2,579</b>

## Notes:

The Pro Forma Historical Results and Pro Forma Forecast Results include expenses that have been adjusted to reflect the following:

- Public company expenses: Revasum estimates it will incur \$0.9 million in incremental annual expenses as a publicly listed company. These expenses include Non-Executive Director remuneration, additional legal fees, audit fees, annual listing fees, annual general meeting and annual report costs, additional directors and officers insurance premiums, company secretarial, registry fees, and investor relations services fees. The Pro Forma Historical Results and Pro Forma Forecast Results include these public company expenses as if Revasum was a publicly listed company in each of the reporting periods.
- Audit fees: Audit costs incurred in the Historical Statutory results have been removed as provision for IFRS audits are included in Note 1 above.
- TSA Expense: The Pro Forma Historical and Forecast Results have been adjusted to remove fees payable to Strasbaugh in accordance with the TSA agreement entered into in connection with the acquisition of Strasbaugh assets which expires on 31 December 2018.
- Amortisation of Identified Asset: Upon the acquisition of the assets and liabilities of Strasbaugh, Revasum recognised a \$0.6 million intangible asset. The amortisation of this intangible asset has been removed from the Pro Forma Historical and Forecast Results
- Debt Funding: The Pro Forma Historical and Forecast Results have been adjusted to remove interest and other finance costs associated with the Notes which convert to Shares at Completion.
- A reconciliation of Net Profit (Loss) After Tax from Statutory Historical and Forecast Results to Pro Forma Historical and Forecast Results is provided in Table 6.

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### 6.3.2 Key operating metrics

Table 3 sets out a summary of Revasum's key historical operating metrics for FY16, and FY17 derived from the Pro Forma Historical Results, and the key Pro Forma forecast operating metrics for FY18 derived from the Pro Forma Forecast Results. Table 4 sets out the key historical operating metrics for the Pro Forma Historical Results of 1HFY17 and 1HFY18, as well as the Statutory Forecast Results and Pro Forma Forecast Results for 1HFY19.

Table 3

	Notes	Pro Forma historical		Pro forma Forecast	Statutory Forecast
		FY16	FY17	FY18	FY18
<b>Key operating metrics</b>					
Revenue Growth %	1	–	736%	120%	120%
Revenue (\$'000)		1,498	12,518	27,496	27,496
Gross Margin (%)		42.6%	31.7%	36.3%	36.3%
Research & Development Expenses as % of Revenue		34.7%	27.9%	13.9%	13.9%
Sales & Marketing Expense as % of Revenue		10.9%	14.5%	11.4%	11.9%
General & Administrative Expenses as % of Revenue		22.4%	19.2%	12.6%	14.7%
Total Operating Expenses as % of Revenue		68.0%	61.6%	37.9%	40.5%
Capitalised Development Cost as % of Revenue	2	–	–	8.2%	8.2%
EBITDA (\$'000)		(357)	(3,594)	(244)	(832)
Stock Based Compensation Expense (\$'000)		–	112	286	286
Operating Cash Flows (\$'000)		167	(5,315)	(5,180)	(5,339)
Capital Expenditure (\$'000)		–	(167)	(3,477)	(3,477)
Free Cash Flow (\$'000)		167	(5,482)	(8,657)	(8,815)
Number of employees at period end		40	58	111	111

Notes:

1. The percentage of growth in Pro Forma revenue on a year-on-year basis.
2. Total capitalised development cost per the Pro Forma Historical and Forecast Cash Flows, and Pro Forma Statutory Cash Flows expressed as a percentage of Pro Forma Historical and Forecast Revenue and Statutory Forecast Revenue (respectively).

Table 4

	Notes	Pro Forma Historical		Pro Forma Forecast	Statutory Forecast
		1HFY17	1HFY18	1HFY19	1HFY19
<b>Key operating metrics</b>					
Revenue Growth %	1		99%	93%	93%
Revenue (\$'000)		5,319	10,602	20,457	20,457
Gross Margin (%)		32.2%	34.2%	42.0%	42.0%
Research & Development Expenses as % of Revenue		22.4%	19.8%	8.0%	8.0%
Sales & Marketing Expense as % of Revenue		13.2%	9.9%	11.3%	11.4%
General & Administrative Expenses as % of Revenue		22.3%	12.7%	12.5%	12.5%
Total Operating Expenses as % of Revenue		57.9%	42.4%	31.7%	31.8%
Capitalised Development Cost as % of Revenue	2	–	1.4%	24.2%	24.2%
EBITDA (\$'000)		(1,299)	(802)	2,579	2,579
Stock Based Compensation Expense (\$'000)		50	34	553	553
Operating Cash Flows (\$'000)		(723)	(64)	4,281	4,281
Capital Expenditure (\$'000)		(53)	(252)	(9,302)	(9,302)
Free Cash Flow (\$'000)		(776)	(316)	(5,020)	(5,020)
Number of employees at period end		47	78	121	121

Notes:

1. The percentage of growth in Pro Forma revenue on a year-on-year basis.
2. Total capitalised development cost per the Pro Forma Historical and Forecast Cash Flows, and Pro Forma Statutory Cash Flows expressed as a percentage of Pro Forma Historical and Forecast Revenue and Statutory Forecast Revenue (respectively).

### 6.3.3 Pro Forma adjustments to the Statutory Historical Results and Statutory Forecast Results

Table 5 and Table 6 set out the Pro Forma adjustments that have been made to Revasum's Statutory Historical Results and Statutory Forecast Results to reflect the full year impact of the operating and capital structure that will be in place at Completion as if it were in place as at 6 October 2016. These adjustments are summarised below.

Table 5

US\$'000	Notes	Historical		Forecast
		FY16	FY17	FY18
<b>Statutory Net (Loss)/Profit After Tax</b>		<b>(434)</b>	<b>(3,751)</b>	<b>(4,816)</b>
Public company costs	1	(147)	(880)	(880)
Offer costs	2	–	–	1,015
Interest paid on debt	3	–	42	139
Audit fees	4	76	220	101
TSA expense	5	–	305	352
Amortisation of identified intangible asset	6	124	312	130
Non-recurring costs of financing	7	–	–	97
Fair value remeasurement of Financial Liabilities	8	–	–	3,400
<b>Pro Forma Net (Loss)/Profit After Tax</b>		<b>(381)</b>	<b>(3,752)</b>	<b>(462)</b>

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Table 6

US\$'000	Notes	Historical	Forecast
		1HFY18	1HFY19
<b>Statutory Net (Loss)/Profit After Tax</b>		<b>(976)</b>	<b>2,096</b>
Public company costs	1	(440)	–
Interest paid on debt	3	24	–
Audit fees	4	101	–
Remove TSA expense	5	311	–
Amortisation of identified intangible asset	6	110	19
<b>Pro Forma Net (Loss)/Profit After Tax</b>		<b>(870)</b>	<b>2,115</b>

Notes:

- Public company expenses: Revasum estimates it will incur \$0.9 million in incremental annual expenses as a publicly listed company. The Pro Forma Historical Results and Pro Forma Forecast Results include these public company expenses as if Revasum was a publicly listed company in each of the reporting periods.
- Offer expenses: Total costs of the Offer are estimated at \$2.4 million of which \$1.4 million is directly attributable to the issue of all shares under the Offer by Revasum and will be offset against equity raised pursuant to the Offer. The remaining amount of \$1.0 million relates to the Listing and has been forecast as an expense in 2HFY18 and been removed from the Pro Forma Forecast Results as non-operational.
- Debt Funding: The Pro Forma Historical and Pro Forma Forecast Results have been adjusted to remove interest and other finance costs associated with Notes which have been converted to Shares shortly prior to Listing.
- Audit fees: Audit costs incurred in the Statutory Historical Results have been removed as a provision for IFRS audits has been included in the incremental public company expenses as detailed in Note 1 above.
- TSA Expense: The Pro Forma Historical and Pro Forma Forecast Results have been adjusted to remove fees payable to Strasbaugh in accordance with the TSA agreement entered into in connection with the acquisition of Strasbaugh assets which expires on 31 December 2018.
- Amortisation of Identified Asset: Upon the acquisition of the assets and liabilities of Strasbaugh, Revasum recognised a \$0.6 million intangible asset. The amortisation of this intangible asset has been removed from the Pro Forma Historical and Pro Forma Forecast Results.
- Non-recurring costs of financing comprises \$0.1 million foreign exchange loss realised upon the issue of the 5% Notes on 28 August 2018 and 31 August 2018.
- Fair Value of Financial Liabilities: Includes remeasurement adjustments to financial liabilities, comprising the Company's Common Stock Warrants, that are measured at fair value at the IPO date, based on an IPO price of \$1.40 (A\$2.00). Prior to Completion of the Offer, all Common Stock Warrants will be converted to Shares accordance with the warrant terms). As a result, there is no fair value impact related to these liabilities post Completion. It should be noted that the adjustment is an estimation for presentation purposes only and the full quantum of the fair value adjustment in relation to financial liabilities will be determined by undertaking a formal valuation and audit exercise when preparing the FY18 Statutory Results.

## 6.4 Pro Forma Historical Cash Flows, Statutory Forecast Cash Flows and Pro Forma Forecast Cash Flows

### 6.4.1 Overview

Table 7 sets out the Pro Forma Historical Cash Flows for FY16, and FY17, as well as the Statutory Forecast Cash Flows and Pro Forma Forecast Cash Flows for FY18. Table 8 sets out the Pro Forma Historical Cash Flows for 1HFY17 and 1HFY18, as well as the Statutory Forecast Cash Flows and Pro Forma Forecast Results for 1HFY19.

Table 7

US\$'000	Notes	Pro Forma Historical		Pro Forma Forecast	Statutory Forecast
		FY16	FY17	FY18	FY18
Receipts from customers		1,225	11,309	21,998	21,998
Payments to suppliers and employees	1,2,3	(1,057)	(16,618)	(27,175)	(27,310)
Interest paid	4	(1)	(6)	(2)	(26)
Taxes paid		–	–	–	–
<b>Net cash flows from/(used in) operating activities</b>		<b>167</b>	<b>(5,315)</b>	<b>(5,179)</b>	<b>(5,338)</b>
<b>Cash flows from investing activities</b>					
Purchase of property and equipment		–	(167)	(1,212)	(1,212)
Payment of capitalised development expenses		–	–	(2,265)	(2,265)
<b>Cash Flows used in Investing Activities</b>		<b>–</b>	<b>(167)</b>	<b>(3,477)</b>	<b>(3,477)</b>
<b>Cash flows from financing activities</b>					
Capital raised for common stock issued		1	18	21,500	21,500
Share issue costs		–	–	(1,374)	(1,374)
Proceeds from the issue of preferred stock		2,200	4,800	200	200
Proceeds from the issue and exercise of warrants		–	–	3,750	3,750
Proceeds from the issue of promissory notes		–	1,000	–	–
Proceeds from the issue of convertible promissory notes		–	–	7,502	7,502
Repayment of promissory notes		–	–	(160)	(160)
Payment of costs to issue convertible notes		–	–	(433)	(433)
Payment of capital leases		(13)	(77)	(82)	(82)
<b>Net cash from financing activities</b>		<b>2,188</b>	<b>5,741</b>	<b>30,903</b>	<b>30,903</b>
<b>Net increase in cash and cash equivalents held</b>		<b>2,355</b>	<b>259</b>	<b>22,247</b>	<b>22,088</b>
Cash and cash equivalents at beginning of financial year		–	2,355	2,614	2,406
<b>Cash and cash equivalents at end of financial year</b>		<b>2,355</b>	<b>2,614</b>	<b>24,861</b>	<b>24,494</b>

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Table 8

US\$'000	Notes	Pro Forma Historical		Pro Forma Forecast	Statutory Forecast
		1HFY17	1HFY18	1HFY19	1HFY19
Receipts from customers		4,617	9,013	21,821	21,821
Payments to suppliers and employees	1,2,3	(5,336)	(9,075)	(17,539)	(17,539)
Interest paid	4	(4)	(2)	–	–
Taxes paid		–	–	–	–
<b>Net cash flows (used in)/from operating activities</b>		<b>(723)</b>	<b>(64)</b>	<b>4,282</b>	<b>4,282</b>
<b>Cash flows from investing activities</b>					
Purchase of property and equipment		(53)	(104)	(4,347)	(4,347)
Payment of capitalised development expenses		–	(148)	(4,955)	(4,955)
<b>Cash Flows used in Investing Activities</b>		<b>(53)</b>	<b>(252)</b>	<b>(9,302)</b>	<b>(9,302)</b>
<b>Cash flows from financing activities</b>					
Proceeds from the issue of preferred stock		2,000	200	–	–
Proceeds from the issue of promissory notes		1,000	–	–	–
Repayment of promissory notes		–	(160)	–	–
Payment of capital leases		(38)	(40)	–	–
<b>Net cash from financing activities</b>		<b>2,962</b>	<b>–</b>	<b>–</b>	<b>–</b>
<b>Net (decrease)/increase in cash and cash equivalents held</b>		<b>2,186</b>	<b>(316)</b>	<b>(5,020)</b>	<b>(5,020)</b>
Cash and cash equivalents at beginning of financial period		2,355	2,614	24,861	24,494
<b>Cash and cash equivalents at end of financial period</b>		<b>4,541</b>	<b>2,298</b>	<b>19,841</b>	<b>19,974</b>

Notes:

1. Refer to Note 1 of tables 1 and 2.
2. Offer expenses: Total expenses of the Offer are estimated at \$2.4 million of which \$1.0 million relates to the Listing and has been forecast as an expense in 2HFY18. The expensed portion has been reversed in the Pro Forma Forecast Cash Flow in 2HFY18 as non-operational.
3. Audit fees: Audit fees actually paid in 2HFY17 are reversed as provision for IFRS audits are included in Note 1 above.
4. Refer to Note 8 of table 1 and Note 5 of table 2.

## 6.4.2 Pro Forma adjustments to the Statutory Historical Cash Flows and the Statutory Forecast Cash Flows

Tables 9 and 10 set out the Pro Forma adjustments that have been made to Revasum's Statutory Historical Cash Flows and Statutory Forecast Cash Flows to reflect the full year impact of the operating and financing structure that will be in place at Completion as if it was in place as at 6 October 2016. These adjustments are summarised below.

Table 9

US\$'000	Notes	Historical Results		Forecast
		FY16	FY17	FY18
<b>Statutory Net Cash Flow</b>		<b>1,376</b>	<b>1,030</b>	<b>22,088</b>
Public company costs	1	(147)	(880)	(880)
Offer costs	2	–	–	1,015
Interest paid on debt	3	–	42	24
Audit fees	4	–	67	–
Acquisition of Strasbaugh	5	1,126	–	–
<b>Pro Forma Net Cash Flow</b>		<b>2,355</b>	<b>259</b>	<b>22,247</b>

Table 10

US\$'000	Notes	Historical		Forecast
		1HFY17	1HFY18	1HFY19
<b>Statutory Net Cash Flow</b>		<b>2,610</b>	<b>100</b>	<b>(5,020)</b>
Public company costs	1	(440)	(440)	–
Interest paid on debt	3	16	24	–
<b>Pro Forma Net Cash Flow</b>		<b>2,186</b>	<b>(316)</b>	<b>(5,020)</b>

Notes:

1. Refer Note 1 of tables 1 and 2.
2. Offer expenses: Total expenses of the Offer are estimated at \$2.4 million of which \$1.0 million relates to the Listing and has been forecast as an expense in 2HFY18. The expensed portion has been adjusted in the Pro Forma Forecast Cash Flows in 2HFY18 as non-operational.
3. Refer Note 8 of Table 1 and Note 5 of Table 2.
4. Audit fees: Audit fees actually paid in 2H17 are reversed as provision for IFRS audits are included in Note 1 above.
5. Acquisition of Strasbaugh: The Pro Forma Historical Cash Flows have been adjusted to remove consideration paid by the Company for the acquisition of the assets and liabilities of Strasbaugh.

## 6.5 Statutory Historical Statement of Financial Position and Pro Forma Historical Statement of Financial Position

### 6.5.1 Overview

Table 11 sets out the Pro Forma adjustments that have been made to the reviewed Statutory Historical Statement of Financial Position for Revasum at 30 June 2018 in order to prepare the Pro Forma Historical Statement of Financial Position for Revasum. The Pro Forma adjustments consider the effect of, amongst other things, the Offer proceeds, transaction expenses and conversion of financial instruments into Shares. These adjustments, as detailed in Table 12 (below), reflect the impact of the changes in capital structure that will take place as part of the Offer, as if they had occurred or were in place as at 30 June 2018.

## 6. FINANCIAL INFORMATION

Table 11

US\$'000	Notes	Statutory	Pro Forma	Pro Forma
		30-Jun-18	adjustments	30-Jun-18
Cash and cash equivalents	1,3,4,7,8	2,506	29,834	32,340
Trade and other receivables		4,564	–	4,564
Inventory		7,472	–	7,472
Other current assets		419	–	419
<b>Total current assets</b>		<b>14,961</b>	<b>29,834</b>	<b>44,795</b>
Fixed assets		419	–	419
Intangible assets		274	–	274
Other assets		104	–	104
<b>Total non-current assets</b>		<b>797</b>	<b>–</b>	<b>797</b>
<b>Total assets</b>		<b>15,758</b>	<b>29,834</b>	<b>45,592</b>
Trade and other payables		4,350	–	4,350
Financial liabilities – Customer deposits		7,986	–	7,986
Employee benefits		232	–	232
Provisions		105	–	105
Borrowings	1,2,3,4,5	496	(496)	–
Lease liabilities		41	–	41
<b>Total current liabilities</b>		<b>13,210</b>	<b>(496)</b>	<b>12,714</b>
Borrowings	3	344	(344)	–
<b>Total non-current liabilities</b>		<b>344</b>	<b>(344)</b>	<b>–</b>
<b>Total liabilities</b>		<b>13,554</b>	<b>(840)</b>	<b>12,714</b>
<b>Net assets</b>		<b>2,204</b>	<b>30,674</b>	<b>32,878</b>
<b>Equity</b>				
Contributed equity	4,5,7,8	7,219	35,299	42,518
Reserves	6	146	252	398
Accumulated losses	1,2,3,4,6,8	(5,161)	(4,877)	(10,038)
<b>Total equity</b>		<b>2,204</b>	<b>30,674</b>	<b>32,878</b>

Notes: refer to detailed breakdown of Pro Forma adjustments in Table 12 below.

Table 12

	Warrant issued	Fair Value of Warrant	Issue and reclassifi- cation of Notes	Exercise Warrant	Convert Notes	Options issued	IPO Offer Cash	Offer Expenses	Pro Forma Adjust- ments
Notes: US\$'000	1	2	3	4	5	6	7	8	
Cash and cash equivalents	500	–	6,972	3,250	–	–	21,500	(2,388)	29,834
Trade and other receivables	–	–	–	–	–	–	–	–	–
Inventory	–	–	–	–	–	–	–	–	–
Other current assets	–	–	–	–	–	–	–	–	–
<b>Total current assets</b>	<b>500</b>	<b>–</b>	<b>6,972</b>	<b>3,250</b>	<b>–</b>	<b>–</b>	<b>21,500</b>	<b>(2,388)</b>	<b>29,834</b>
Fixed assets	–	–	–	–	–	–	–	–	–
Intangible assets	–	–	–	–	–	–	–	–	–
Other assets	–	–	–	–	–	–	–	–	–
<b>Total non-current assets</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>
<b>Total assets</b>	<b>500</b>	<b>–</b>	<b>6,972</b>	<b>3,250</b>	<b>–</b>	<b>–</b>	<b>21,500</b>	<b>(2,388)</b>	<b>29,834</b>
Trade and other payables	–	–	–	–	–	–	–	–	–
Financial liabilities – Customer Deposits	–	–	–	–	–	–	–	–	–
Employee benefits	–	–	–	–	–	–	–	–	–
Provisions	–	–	–	–	–	–	–	–	–
Borrowings	51	7,099	7,526	(7,150)	(8,022)	–	–	–	(496)
Lease liabilities	–	–	–	–	–	–	–	–	–
<b>Total current liabilities</b>	<b>51</b>	<b>7,099</b>	<b>7,526</b>	<b>(7,150)</b>	<b>(8,022)</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>(496)</b>
Borrowings	–	–	(344)	–	–	–	–	–	(344)
<b>Total non-current liabilities</b>	<b>–</b>	<b>–</b>	<b>(344)</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>(344)</b>
<b>Total liabilities</b>	<b>51</b>	<b>7,099</b>	<b>7,182</b>	<b>(7,150)</b>	<b>(8,022)</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>(840)</b>
<b>Net assets</b>	<b>449</b>	<b>(7,099)</b>	<b>(210)</b>	<b>10,400</b>	<b>8,022</b>	<b>–</b>	<b>21,500</b>	<b>(2,388)</b>	<b>30,674</b>
<b>Equity</b>									
Contributed Equity	–	–	–	7,150	8,022	–	21,500	(1,373)	35,299
Reserves	–	–	–	–	–	252	–	–	252
Accumulated losses	449	(7,099)	(210)	3,250	–	(252)	–	(1,015)	(4,877)
<b>Total equity</b>	<b>449</b>	<b>(7,099)</b>	<b>(210)</b>	<b>10,400</b>	<b>8,022</b>	<b>–</b>	<b>21,500</b>	<b>(2,388)</b>	<b>30,674</b>

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### Notes:

1. On 31 July 2018, the Company issued a Common Stock Warrant ("Warrant") to purchase up to 9.8 million Shares (as adjusted), exercisable at \$0.67 per shares or via cashless exercise, on or before 2 July 2025. The Company received \$0.5 million cash in respect of the grant of the Warrant.
2. Fair Value of Financial Liability: comprises remeasurement adjustments to warrants that are measured at fair value at the IPO date based on an IPO price of \$1.40 (A\$2.00) in the Statutory Forecast Results. Prior to Completion, the Warrant will be converted to Shares (in accordance with the Warrant terms) (refer to Note 4). It should be noted that the adjustment is an estimation for presentation purposes and the full quantum of the fair value adjustment in relation to these financial liabilities would be determined under a formal valuation and audit exercise.
3. On 28 August 2018 and 31 August 2018, the Company issued \$8.7 million in aggregate principal amount of the Convertible Notes with a maturity date of 1 July 2019. The Company received total consideration for the issuance of the Notes of \$8.0 million, of which \$7.1 million was received in cash, and \$0.9 million was by way of repayment of the outstanding Convertible Note. The consideration received was net of \$0.6 million of fees and expenses. Certain tranches of the Convertible Notes were entered into at a fixed foreign exchange rate of A\$: US\$0.735. After conversion and settlement into US\$, the Company recognised a foreign exchange loss of \$0.1 million.
4. Prior to Completion of the Offer, the Common Stock Warrants will be converted to Shares accordance with the Warrant terms. 50% of the Warrants will be converted via a cashless exercise (according to Warrant terms) and 50% at the exercise price of \$0.67 per share (as adjusted), resulting in a reduction in the fair market remeasurement loss of \$3.3 million.
5. The Convertible Notes are converted to Shares via a cashless exercise and include accrued interest of \$0.1 million. Investments in Preferred Shares on issue will also be converted to Shares. For further understanding of the Company's capitalisation and the conversion of Warrants and Convertible Notes at Completion, please refer to Sections 10.3 and 10.4.
6. 2,535,000 Options (as adjusted) were issued to employees and contractors on 5 September 2018. A further 2,402,160 Restricted Stock Units ("RSU") and 75,000 Options were issued to employees and contractors on 15 October 2018. 150,000 Options will be issued to Non-Executive Directors shortly prior to Listing. The applicable vesting expense for the period ending 31 December 2018 is included as a Pro Forma Adjustment.
7. Forecast IPO Offer Cash represents \$21.5 million cash inflow received at Completion.
8. As a consequence of the Offer, expenses relating to the Offer totalling \$2.4 million are forecast to reduce cash, \$1.4 million is directly attributable to the issue of CDIs under the Offer and will be offset against equity raised, and the remaining amount of \$1.0 million relates to the listing and will be expensed in 2HFY18.

## 6.5.2 Net Cash/(Indebtedness) and capitalisation

Table 13 sets out the indebtedness of Revasum as at 30 June 2018 on a Statutory and Pro Forma basis, adjusted for the Pro Forma effect of the Offer as if the transactions had occurred on 30 June 2018.

Table 13

US\$'000	Notes	Statutory	Pro Forma	Pro Forma
		30-Jun-18	adjustments	30-Jun-18
Cash and cash equivalents	1,3,4,7,8	2,506	29,834	32,340
Current portion of Borrowings	1,2,3,4,5	(496)	496	–
Non-current portion of Borrowings	3	(344)	344	–
<b>Total Net Cash/(Indebtedness)</b>		<b>1,666</b>	<b>30,674</b>	<b>32,340</b>
Contributed equity	4,5,7,8	7,219	35,299	42,518
Reserves	6	146	252	398
Accumulated losses	1,2,3,4,6,8	(5,161)	(4,877)	(10,038)
<b>Total equity</b>		<b>2,204</b>	<b>30,674</b>	<b>32,878</b>
<b>Total Net Cash/(Indebtedness) and capitalisation</b>		<b>(538)</b>	<b>–</b>	<b>(538)</b>

Notes:

- On 31 July 2018, the Company issued a Common Stock Warrant to purchase up to 9.8 million Shares (as adjusted), exercisable at \$0.67 per share or via cashless exercise, on or before 2 July 2025. The Company received \$0.5 million cash in respect of the grant of the Warrant.
- Fair Value of Financial Liability: comprises remeasurement adjustments to Warrants that are measured at fair value at the IPO date based on an IPO price of \$1.40 (A\$2.00) in the Statutory Forecast Results. Prior to Completion, the Warrant will be converted to Shares (in accordance with the Warrant terms) (refer Note 4). It should be noted that the adjustment is an estimation for presentation purposes and the full quantum of the fair value adjustment in relation to these financial liabilities would be determined under a formal valuation and audit exercise.
- On 28 August 2018 and 31 August 2018, the Company issued \$8.7 million in aggregate principal amount of the Convertible Notes with a maturity date of 1 July 2019. The Company received total consideration for the issuance of the Convertible Notes of \$8.0 million, of which \$7.1 million was received in cash, and \$0.9 million was by way of repayment of the outstanding Secured Promissory Note. The consideration received was net of \$0.6 million of fees and expenses. Certain tranches of the Convertible Notes were entered into at a fixed foreign exchange rate of A\$1: US\$0.735. After conversion and settlement into US\$, the Company recognised a foreign exchange loss of \$0.1 million.
- Prior to Completion of the Offer, the Common Stock Warrants will be converted to Shares accordance with the Warrant terms. 50% of the Warrants will be converted via a cashless exercise (according to Warrant terms) and 50% will be converted at the exercise price of \$0.67 per share (as adjusted), resulting in a reduction in the fair market remeasurement loss of \$3.3 million.
- The Convertible Notes are converted to Shares via a cashless exercise and include accrued interest of \$0.1million. Investments in Preferred Shares on issue will also be converted Shares. For further understanding of the Company's capitalisation and the conversion of Warrants and Convertible Notes at Completion, please refer to Sections 10.3 and 10.4.
- 2,535,000 Options (as adjusted) were issued to employees and contractors on 5 September 2018. A further 2,402,160 Restricted Stock Units ("RSU") and 75,000 Options were issued to employees and contractors on 15 October 2018. 150,000 Options will be issued to Non-Executive Directors shortly prior to Listing. The applicable vesting expense for the period ending 31 December 2018 is included as a Pro Forma Adjustment.
- Forecast IPO Offer Cash represents \$21.5 million cash inflow subsequent to the completion of the Offer.
- As a consequence of the Offer, expenses relating to the Offer totalling \$2.4 million are forecast to reduce cash, \$1.4 million is directly attributable to the issue of new Shares under the Offer and will be offset against equity raised in the Offer, and the remaining amount of \$1.0 million relates to the listing and will be to be expensed in 2HFY18.

## 6. FINANCIAL INFORMATION

### 6.5.3 Liquidity and capital resources

Following Completion, Revasum's principal sources of funds are expected to be cash flow generated from operations and cash on hand (including the proceeds of the Offer).

Revasum expects that it will have sufficient cash flow from operations and cash on the balance sheet to meet its business needs and will have sufficient working capital to carry out its stated objectives as set out in this Prospectus. Revasum's ability to generate sufficient cash depends on its future performance which is subject to a number of factors beyond its control including general economic, financial and competitive conditions. However, if further financing is necessary, Revasum may seek debt funding in the future to finance a potential expansion of its business.

The proceeds of the Offer will be received in Australian Dollars, while the Company's functional currency is U.S. Dollars. Revasum is not currently hedging against exchange rate fluctuations, and consequently will be at the risk of any adverse movement in the U.S. Dollar – Australian Dollar exchange rate from the pricing of the Offer until Completion of the Offer and continuing until such time that either (a) the Company hedges against exchange rate fluctuations or (b) converts the Offer Proceeds into U.S. Dollars.

### 6.5.4 Quantitative and qualitative disclosures about interest rate risk

Since its establishment, Revasum has chosen to fund accumulated losses with convertible debt and preferred stock warrants, which has been classified as liabilities and issues of preferred stock, which has been classified as equity. 50% of the Warrants will be exercised for cash, and the remaining 50% of the Warrants and the Preferred Stock on issue will be converted to Shares. Although Management believe that on Completion of the Offer, the Company will have sufficient working capital to fund its stated objectives, no assurance can be made that the Company will not need further financing in the future or elect to utilise debt financing instruments in order to operationally facilitate its anticipated expansion. As a result, if Revasum elects to finance expansion by way of debt facilities, the Company will again be subject to interest rate risks.

### 6.5.5 Contractual obligations and commitments

Table 14 sets out a summary of Revasum's statutory contractual obligations and commitments following Completion.

Table 14

US\$'000	Pro Forma historical			Total
	Less than 1 year	1-5 years	More than 5 years	
Operating lease commitments	757	694	–	1,450

### 6.5.6 Off balance sheet items

Revasum has no material off-balance sheet arrangements.

## 6.6 Management discussion and analysis of Revasum's Pro Forma Financial information

Below is a discussion of the main factors which affected Revasum's operations and historical financial performance in FY16, FY17 and 1HFY18 as well as a general discussion of the assumptions underpinning the 2HFY18 and 1HFY19 Forecast. For the purposes of Management discussion and analysis of the Pro Forma Financial Information, the 1HFY18 Historical Financial Information and 2HFY18 Forecast Financial Information have been combined to show a FY18 Forecast.

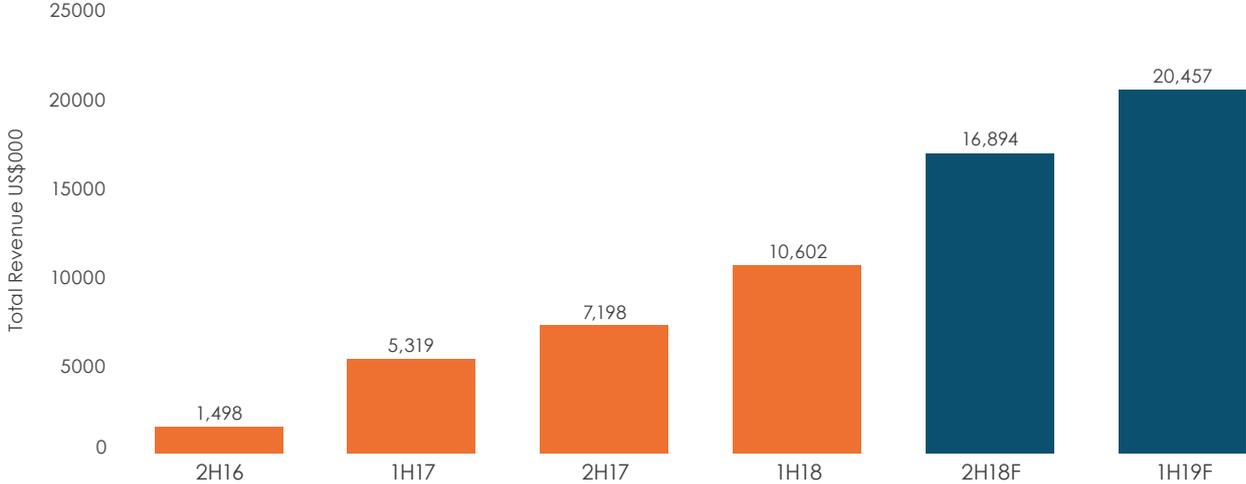
The discussion of these general factors is intended to provide a summary only and does not detail all factors that affected the Company's historical operating and financial performance.

### Revenue

The key drivers of Revasum's revenues are:

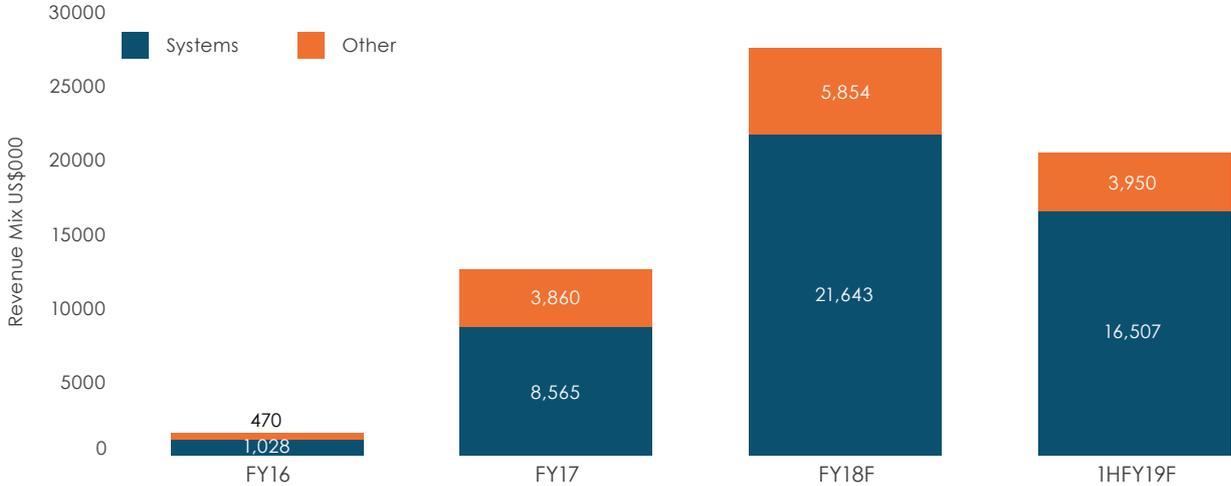
- the number of units sold (shipped);
- customer and product mix; and
- sales prices achieved per unit sold.

Figure 24: Actual revenue by half-year through 1HFY18, and forecast Revenue for 2HFY18 and 1HFY19.



Revasum's revenue is comprised of both System sales and Other revenue. Other revenue includes charges for services and spare parts (such as System consumables) which are sold on an ongoing basis to Active System Customers as well as customers who no longer actively buy new equipment.

Figure 25: Revenue mix (Systems sales and Other revenue) for FY16, FY17 and forecast in FY18 and 1HFY19.



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Figure 26: Revenue composition (Systems sales and Other revenue) for FY16, FY17 and forecast in FY18 and 1HFY19.



Between FY16 and FY17, Revenue grew 736%. This increase in revenue reflected the fact that FY16 represented a partial period from 6 October 2016, but was also positively impacted by:

- an increase in the forecast number of systems shipped from 2 in FY16 to 13 in FY17; and
- a 722 % increase in Other revenue.

Revasum is forecasting revenue of \$27.5 million for FY18, representing a growth rate of 120% over FY17. Contributors to the forecast FY18 revenue include;

- an increase in the forecast number of systems shipped from 13 in FY17 to 35 in FY18. All of the system sales forecast for FY18 have either shipped or are in System Backlog; and
- a 52 % increase in Other revenue.

The Company is forecasting revenue of \$20.5 million in 1HFY19, representing a growth rate of 93% over 1HFY18. Contributors to the forecast revenue growth include:

- an increase in the forecast number of systems shipped from 14 in 1H18 to 27 in 1H19; and
- a 58 % increase in Other revenue.

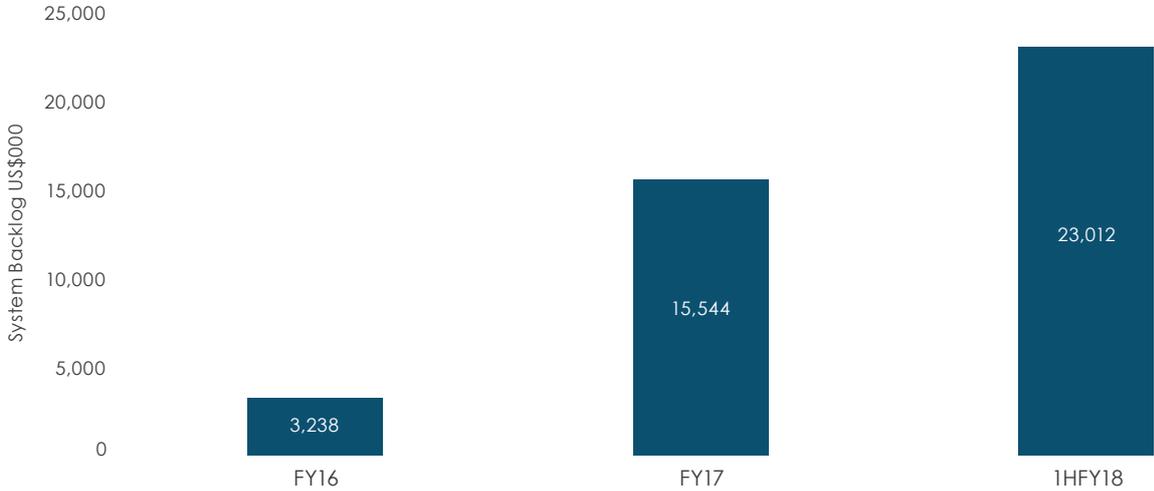
The forecast revenue for FY18 and 1HFY19 is substantially supported by the existing System Backlog (as defined below).

### System Backlog

System Backlog represents orders received for specific Systems, typically accompanied by a customer deposit of 40% of the total purchase order value. Orders are fulfilled by shipping finished equipment to and invoicing the customer between three and nine months from the date of order, depending on the scheduling of Revasum's manufacturing capacity, or specific delivery dates as requested by the customer.

Historical information regarding the Company's System Backlog is set out below.

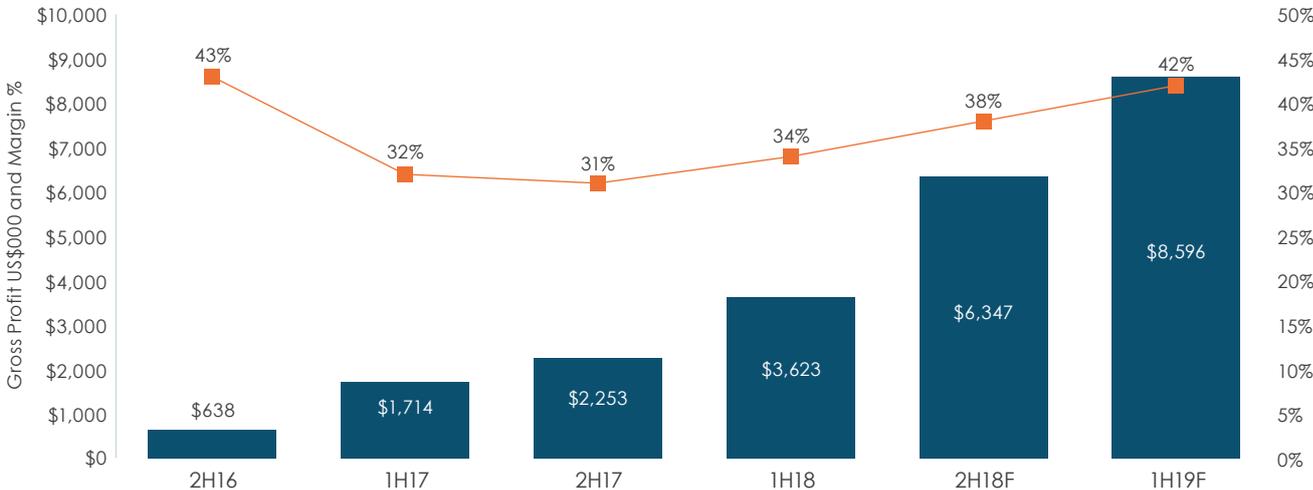
Figure 27: Actual System Backlog at 31 December 2016, 2017 and at 30 June 2018.



Of the System Backlog as at 30 June 2018, approximately 71% (\$16.4 million) is scheduled for delivery in 2HFY18, with 29% (\$6.6 million) being forecast for 1HFY19.

Gross Profit

Figure 28: Gross Profit and Gross Margin results for FY16, FY17 and forecast results for FY18 and 1HFY19.



FY17 margin contraction of 1090 basis points (bps) was driven by:

- a higher gross margin product mix in partial period in FY16 compared to System sales in full period in FY17; and
- increased manufacturing overhead in full period of FY17 (direct labour and material overhead as a percentage of revenue).

FY18 margin expansion of 456 bps is being driven by:

- a higher proportion of System revenue as a percentage of total revenue (which are expected to have a higher margin than spares and service revenues as the business scales); and
- higher operating leverage from manufacturing overhead costs spread across a greater number of Systems orders.

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In 1HFY19 Gross Profit is forecast to increase to \$8.6 million at a Gross Margin of 42.0% (versus \$3.6 million in 1HFY18 at a Gross Margin of 34.2%). The Gross Margin expansion of 785 bps reflects:

- higher direct Gross Margin expected to be achieved on System sales from improved product mix as well as lower bills of materials costs realised from cost reduction efforts;
- a higher mix of Systems revenue as a percentage of total revenue (which at current scale has a higher contribution margin than spares and service revenue); and
- greater operating leverage from manufacturing overhead costs.

The Company has a target Gross Margin of 45-47% in the short to medium term. The Company believes that Gross Margins in this range are broadly consistent with other comparable companies in the semiconductor capital equipment sector.

### Pro Forma Product Development Expense

Table 15: Product Development Costs Incurred and Capitalised

US\$'000	Pro forma Historical		Pro Forma Forecast	Pro Forma Forecast
	FY16	FY17	FY18F	1HFY19F
<b>Expense by Category</b>				
Employee expense	–	–	770	1,348
Outside Services (Consultant & 3rd Party)	–	–	662	2,258
Other expenses	–	–	833	1,348
<b>Total Product Development Costs Capitalised</b>	<b>–</b>	<b>–</b>	<b>2,265</b>	<b>4,955</b>

\* Product development expenses comprise incurred expenditures related to employee (and related) expense, outside services who perform services towards these efforts, and other expenses related specifically to the development of new products of the Company. Such costs are capitalised and amortised in accordance with the accounting policies of the Company. See table 16 below for a reconciliation of costs incurred, amortised expense, and capitalised balances.

During FY16 and FY17, the Company lacked the necessary funding to invest significantly in new product development. In FY18, in anticipation of additional funding, the Company has initiated two significant new product development efforts. The Company is ramping up its engineering resource to support these new product initiatives, which include:

- the development of a new substrate polisher; and
- the development of a new CMP system.

In FY18, the Company forecasts Product Development costs incurred and capitalised to increase from nil in FY17 to \$2.3 million. As a percentage of Revenue, costs incurred and capitalised in FY18 are expected to be 8%. Product Development costs comprise the following:

- non-recurring engineering labour and overhead (Revasum employees);
- non-recurring engineering labour (contractors);
- non-recurring engineering labour (third party resources including software and design support); and
- other costs incurred for development and testing.

Table 16: Product Development Capitalisation Schedule

US\$'000	Pro forma Historical		Pro Forma Forecast	Pro Forma Forecast
	FY16	FY17	FY18F	1HFY19F
<b>Beginning Balance</b>	-	-	-	<b>2,265</b>
Add: Product development costs capitalised	-	-	2,265	4,955
Less: Amortisation of capitalised development costs reported in the statement of profit and loss	-	-	-	-
<b>Ending Balance</b>	-	-	<b>2,265</b>	<b>7,219</b>

### Pro Forma Sales & Marketing Expense

Table 17: Pro Forma Sales and Marketing Expense

US\$'000	Pro forma Historical		Pro Forma Forecast	Pro Forma Forecast
	FY16	FY17	FY18F	1HFY19F
<b>Expense by Category</b>				
Employee expense	85	780	1,516	1,165
3rd Party Commissions	9	249	383	407
Other Expenses	69	783	1,248	731
<b>Total Selling and Marketing Expense</b>	<b>163</b>	<b>1,812</b>	<b>3,147</b>	<b>2,303</b>

The main components of Sales & Marketing expenses are employee expenses, third party commissions, and other expenses (including travel).

Between FY16 and FY17, Sales & Marketing expenses increased from \$0.2 million to \$1.8 million principally due to FY16 representing a partial period.

In FY18, the Company forecasts Sales & Marketing expenses to increase by \$1.3 million to \$3.1 million, an increase of 74% from FY17 largely driven by:

- an increase in direct sales and marketing support headcount to expand the Company's geographical footprint into Asia and Europe; and
- higher commissions associated with the increase in System sales.

As a percentage of Revenue, Sales & Marketing expenses are expected to reduce from 14% in FY17 to 11% in FY18 as the Company reaches an inflection point of significant additional scale.

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### Pro Forma General & Administrative Expense

Table 18: Pro Forma General & Administrative Expense

US\$'000	Pro forma Historical		Pro Forma Forecast	Pro Forma Forecast
	FY16	FY17	FY18F	1HFY19F
<b>Expense by Category</b>				
Employee expense	121	821	1,465	1,377
Outside Services	179	1,280	1,424	900
Travel & Other Expenses	36	306	566	272
<b>Total General &amp; Administrative Expense</b>	<b>336</b>	<b>2,407</b>	<b>3,455</b>	<b>2,549</b>

General & Administrative expenses predominantly consist of executive remuneration, support department costs, travel expenses, professional services, office-related expenses and share based payment expense.

The increase in General & Administrative expense between FY16 and FY17 was primarily driven by recognition of a full period of expenses incurred in FY17 (compared to FY16 which was a partial period).

In FY18, the Company forecasts General & Administrative expenses to increase by \$1.0 million to \$3.4 million, an increase of 44% from FY17. This is driven by:

- increased personnel cost, including stock based compensation, to support growth;
- the incremental costs associated with being a public company; and
- an increase in other employee related costs including consultants, external professional services and travel.

As a percentage of Revenue, General & Administrative expenses are expected to decrease from 19% in FY17 to 13% in FY18 as the Company reaches additional scale.

### Pro Forma Depreciation & Amortisation Expense

Table 19: Pro Forma Depreciation & Amortisation

US\$'000	Pro forma Historical		Pro Forma Forecast	Pro Forma Forecast
	FY16	FY17	FY18F	1HFY19F
<b>Expense by Category</b>				
Depreciation expense	23	152	217	464
Amortisation of capitalised development costs reported in the statement of profit and loss	–	–	–	–
<b>Total Depreciation &amp; Amortisation expense</b>	<b>23</b>	<b>152</b>	<b>217</b>	<b>464</b>

Depreciation is a non-cash item that relates to the allocation of costs of tangible assets (e.g. computers and equipment) over a period of time. Amortisation is a non-cash item that relates to the allocation of costs on intangible assets (e.g. capitalised product development costs, patents and other intellectual property) over a period of time. The two new product development projects referenced above are not forecast to begin amortisation until 2HFY19 and beyond, at the time which the respective projects are forecast to be completed.

## 6.7 Forecast Financial Information

The Forecast Financial Information is based on various specific and general assumptions concerning future events including those set out below. The assumptions set out below should be read in conjunction with the sensitivity analysis set out in Section 6.8, the risk factors set out in Section 4, the key accounting policies in Appendix 2 and the Independent Limited Assurance Report set out in Section 7. A reconciliation of the Pro Forma Forecast Results to the Statutory Forecast Results is set out in Section 6.3.3.

In preparing the Forecast Financial Information, Revasum has undertaken an analysis of historical performance and applied assumptions, where appropriate, in order to forecast future performance for 2HFY18 and 1HFY19.

Revasum believes that it has prepared the Forecast Financial Information with due care and attention and considers all assumptions when taken as a whole to be reasonable at the time of preparing the Prospectus, including each of the assumptions set forth below in Sections 6.7.1 and 6.7.2. However, actual results are likely to vary from that forecast and any variation may be materially positive or negative. The assumptions, upon which the Forecast Financial Information is based, are by their nature subject to significant uncertainties and contingencies, many of which are outside the control of Revasum and its Directors and are not reliably predictable. Events and outcomes might differ in amount and timing from the assumptions, with a material consequential impact on the Forecast Financial Information.

Accordingly, none of Revasum, its Directors or any other person can give any assurance that the Forecast Financial Information or any prospective statement contained in this Prospectus will be achieved.

The Forecast Financial Information has been prepared based on the key accounting policies adopted by Revasum, which are in accordance with IFRS, and are disclosed in Appendix 2. It is assumed that there will be no changes in the AAS or other financial reporting requirements that may have a material effect on Revasum's accounting.

### 6.7.1 General assumptions

In preparing the Forecast Financial Information, the following general assumptions have been adopted:

- no material change in the competitive environment in which Revasum operates;
- no significant deviation from current market expectations of economic conditions relevant to the sector in the Forecast Period, e.g. business confidence and consumer sentiment;
- no significant interruptions, industry disruptions or disturbances in relation to Revasum's technology, platform and software used to deliver services;
- no material changes in key personnel, including key management personnel, and Revasum maintains its ability to recruit and retain the personnel required to support future growth;
- no material change in applicable AAS, IFRS or other mandatory professional reporting requirements which have a material effect on Revasum's financial performance or cash flows, financial position, accounting policies, financial reporting or disclosure of Revasum during the Forecast Period;
- no material changes in laws (including but not limited to change in import/export regulations, restrictions and tariffs), regulation and policy including in relation to money laundering, interest rates, foreign investment or taxation which may impact Revasum's business, clients or levels of investment or business activity in areas in relation to which Revasum products are commonly used;
- the Offer proceeds in accordance with the timetable set out in the Important Information section of this Prospectus;
- no material geopolitical or industry disturbances or disruptions to the continuity of operations of Revasum or any of its customers;
- no material industrial actions, and no other material changes in its business;
- no material amendment or termination to any material contract, agreement or arrangement or material change in licenses relating to Revasum's business;
- no material changes in currency;
- no material adverse impact in relation to litigation or claims (existing or otherwise);
- no material changes in Revasum's corporate and funding structure;
- no material impairment of intangible assets;
- no material procurement shortages or disruptions and other manufacturing difficulties including the failure of our suppliers or outsource providers to perform their obligations in a manner consistent with our expectations;

## 6. FINANCIAL INFORMATION

- no material acquisitions, divestments, restructuring or investments other than as set out in, or contemplated by, this Prospectus; and
- none of the key risks listed in Section 4 occurs, or if they do, none of them has a material adverse impact on the operations of Revasum.

### 6.7.2 Specific assumptions

The basis of the specific assumptions that have been used in the preparation of the Pro Forma Forecast Financial Information is set out below.

#### 6.7.2.1 Revenue assumptions

In 2HFY18 revenue is forecast to be \$16.9 million, up 135% from \$7.2 million in 2HFY17.

The forecast increase in revenue is based on the following key revenue assumptions:

- 21 Systems (all shipped or in System Backlog) compared with eight Systems shipped in 2H17; and
- a 49% increase in Other revenue

The above assumptions result in an assumed 2HFY18 revenue composition as follows:

- \$13.5 million Systems revenue
- \$3.4 million Other revenue
- \$16.9 million total revenue

In 1HFY19 revenue is forecast to be \$20.5 million, up 93% from \$10.6 million in 1HFY18.

The forecast increase in revenue is based on the following key revenue assumptions:

- 27 systems to be shipped (12 in System Backlog as of 30 September 2018) compared with 14 shipped in 1H18
- A 58% increase in Other revenue

The above assumptions result in an assumed 1HFY19 revenue composition as follows:

- \$16.5 million Systems revenue
- \$4.0 million Other revenue
- \$20.5 million total revenue

#### 6.7.2.2 Costs of Goods Sold and Gross Margin assumptions

Gross Margin is forecast to increase from 31.3% in 2HFY17, to 37.6% in 2HFY18 as a result of:

- Systems revenue representing a larger percentage of total revenue (which at current scale have higher margin than spares and service revenue);
- an increase in the contribution margin from spare parts and services to support systems in the field; and
- greater operating leverage from manufacturing overhead costs on more system shipments.

Gross Margin is forecast to increase from 34.2% in 1HFY18, to 42.0% in 1HFY19 as a result of:

- an increase in the contribution margin of spare parts and services to support systems in the field; and
- greater operating leverage from manufacturing overhead costs on more system shipments.

#### 6.7.2.3 Expense assumptions

##### Sales & Marketing Expenses

Sales & Marketing expenses are forecast based on headcount, salaries and wages, payroll taxes, employee benefits, commissions and other expenses of the Sales department.

In 2HFY18, there is increase in expenses for increase in U.S. and Europe personnel and commissions relating to increased sales, as well as for office expansion into Asia to build out sales and service function.

In 1HFY19 there is an additional estimate above 2HFY18 for sales commissions driven by revenue growth and a greater number of System sales.

### General & Administration Expenses

General & Administrative expenses predominantly consist of personnel, rent, outside services and office-related expenses.

In 2HFY18, incremental administrative expenses added related to new financial management headcount and beginning of an ERP system selection process.

In 1HFY19, General & Administrative expenses are expected to be slightly higher than 2HFY18 due to full period of new financial management headcount and additional expense for the ERP system project.

### Product Development Expenses

The Company is continuing to develop new products with the existing Research and Development team. Product Development costs incurred and capitalised are forecast based on expected salaries, wages and payroll expenses for engineering, and product and design headcount (including employees and contractors).

The Forecast assumes that the work completed by the Research and Development team continues to meet the accounting policy of the Company and is capitalised to intangible assets.

In 2HFY18, key product development projects are expected to ramp up with expectation of new capital. In addition to contractors and other outside services, more of the Company's engineering personnel will be focused on these key projects, and less time will be dedicated to sustaining engineering of continuous improvement of existing products.

1HFY19 it is expected to trend in line with 2HFY18, where estimates are based upon the assumption that key product development projects will continue to ramp, with the first key project (new substrate polisher) targeted for completion at end of 1H19.

### Depreciation and Amortisation Expenses

Depreciation and amortisation charges are forecast based on the anticipated depreciation and amortisation schedules for existing and future capital assets such as computer and office equipment, and capitalised technology development costs.

In 2HFY18, depreciation is expected to increase due to new demo equipment and lab upgrades as well as office build out to accommodate a larger employee base. Amortisation/impairment of acquired intangibles is excluded from pro-forma expenses, and capitalised development costs have not started to amortise.

In 1HFY19 depreciation is again expected to increase with significant amounts of new demo & lab equipment being purchased to expand demo capacity, and to have tools dedicated for key product development projects. Amortisation of capitalised development costs is still not expected to have commenced but is currently planned for 2HFY19.

## 6.7.3 Statutory Forecast Financial Information

The Statutory Forecast Financial Information is based on the same specific and general assumptions as those underlying the Pro Forma Forecast Financial Information as set out in Section 6.7.1, 6.7.2 and 6.7.3 above.

### 6.7.3.1 Public company expenses

Public company expenses are assumed to be incurred in the Forecast period and reflect Revasum's estimate of the incremental annual expenses that the Company will incur as a public entity. These expenses include non-executive Director remuneration, additional audit and legal expenses, listing fees, share registry expenses, directors' and officers' insurance premiums as well as investor relations, annual general meeting and annual report expenses.

### 6.7.3.2 One-off IPO and other transaction expenses

One-off IPO and other transaction expenses are assumed to be incurred in the Forecast period and reflect Revasum's estimate of the incremental one-off expenses associated with the listing of the company on the Australian Stock Exchange. These expenses include the Lead Managers' fees, legal expenses and fees associated with the Independent Limited Assurance Report, Prospectus liability insurance and prospectus design, printing and distribution.

## 6. FINANCIAL INFORMATION

### 6.7.4 Sensitivity analysis of Forecast Financial Information

The Forecast Financial Information is based on a number of specific, general and expense assumptions, as described in Sections 6.7.1, 6.7.2 and 6.7.3. These assumptions are subject to business, economic and competitive uncertainties and contingencies, many of which are beyond the control of Revasum, the Directors and management, and upon assumptions with respect to future business decisions, which are subject to change.

Set out in Tables 20 and 21 below is a summary of the sensitivity of the Pro Forma Forecast Financial Information to changes in a number of key assumptions. The changes in the key assumptions set out in the sensitivity analysis are intended to provide a guide only and are not intended to be indicative of the complete range of variations that may be experienced. Variations in actual performance could exceed the ranges shown, and these variances may be substantial.

Care should be taken in interpreting these sensitivities. In order to illustrate the likely key impact on the Pro Forma Forecast Financial Information, the estimated impact of changes in each of the assumptions has been calculated in isolation from changes in other assumptions. In practice, changes in assumptions may offset each other or be additive, and it is likely that Revasum management would respond to an adverse change in one item to seek to minimise the net effect on Revasum's earnings and cash flow.

For the purpose of the sensitivity analysis in Table 20, each sensitivity is presented in terms of the impact on 2HFY18 pro-forma forecast Revenue and Gross Profit (US\$'000).

Table 20

2HFY18 Forecast	Increase or Decrease	Revenue		Gross Profit	
		+	-	+	-
US \$000					
Units Sold	+/-5%	\$ 17,572	\$ 16,217	\$ 6,719	\$ 5,976
Change in COGS	+/-5%	\$ 16,894	\$ 16,894	\$ 5,820	\$ 6,875

For the purpose of the sensitivity analysis in Table 21, each sensitivity is presented in terms of the impact on 1HFY19 pro-forma forecast Revenue and Gross Profit (US\$'000).

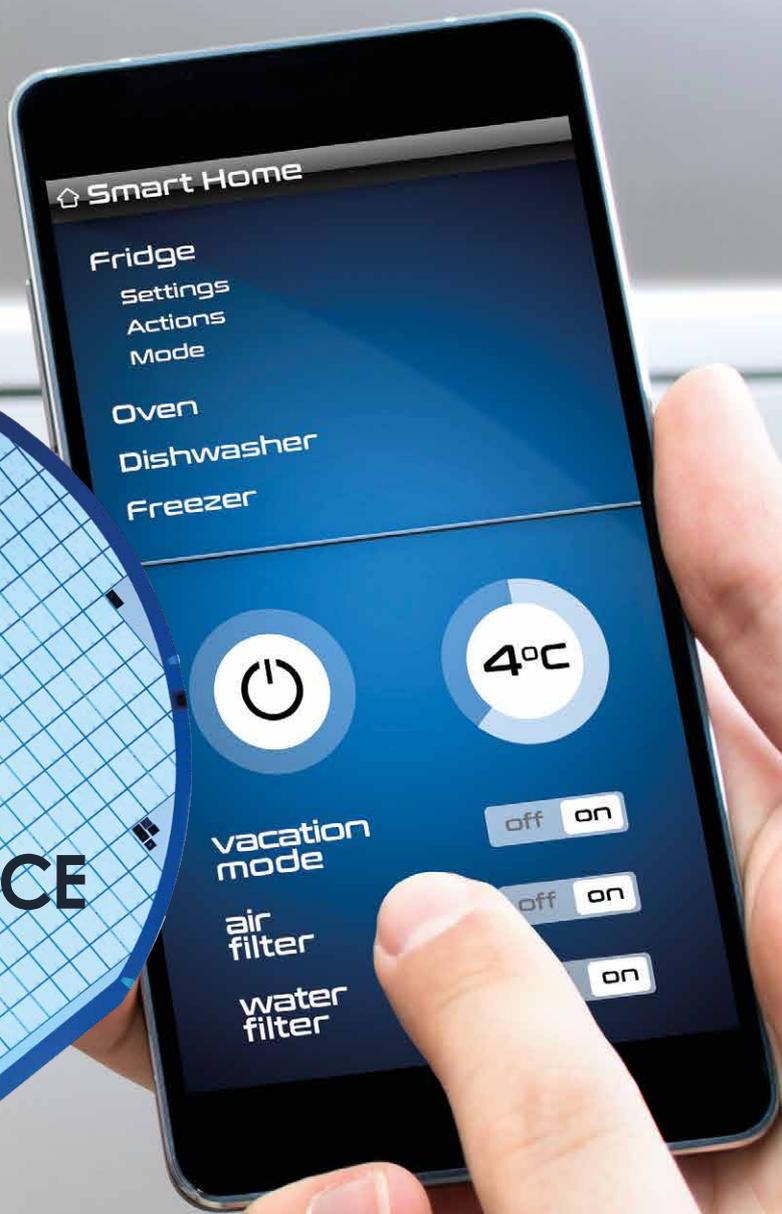
Table 21

1HFY19 Forecast	Increase or Decrease	Revenue		Gross Profit	
		+	-	+	-
US \$000					
Units Sold	+/-5%	\$ 21,283	\$ 19,632	\$ 9,066	\$ 8,126
Change in COGS	+/-5%	\$ 20,457	\$ 20,457	\$ 8,003	\$ 9,189

The sensitivities calculated above are based on changes in the specific variable of (a) a +/-5% of the System units sold based on the prevailing product mix; and (b) +/-5% Cost of Goods sold, and assumes all other variables remain constant.

### 6.8 Dividend policy

The payment of a dividend by Revasum, if any, is at the discretion of the Directors and will be a function of a number of factors (many of which are outside the control of the Directors), including the general business environment, the operating results, cash flows and the financial condition of Revasum, future funding requirements, capital management initiatives, taxation considerations, any contractual, legal or regulatory restrictions on the payment of dividends by Revasum, and any other factors the Directors may consider relevant. The Directors do not provide any assurance of the future level of dividends paid by the Company. The Company intends to retain future earnings to fund the development and growth of the business. The Company does not anticipate paying dividends to Shareholders for the foreseeable future.



**7.**  
**INDEPENDENT  
LIMITED ASSURANCE  
REPORT**

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Sydney NSW 2000  
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The Directors  
Revasum, Inc.  
825 Buckley Road  
San Luis Obispo CA 93401  
USA

9 November 2018

Dear Directors

## Independent Limited Assurance Report

### INTRODUCTION

BDO Corporate Finance (East Coast) Pty Ltd (**BDO**) has been engaged by Revasum, Inc. (**Revasum** or the **Company**) to prepare this Independent Limited Assurance Report (**Report**) for inclusion in a prospectus proposed to be issued, in relation to the initial public offering of CHESS Depository Interests over shares in Revasum, on or about 9 November 2018 (**Prospectus**) and listing on the Australian Securities Exchange (**ASX**) (the **Offer**).

Unless stated otherwise in this Report, expressions defined in the Prospectus have the same meaning in this Report.

This Report has been prepared for inclusion in the Prospectus. We disclaim any assumption of responsibility for any reliance on this Report or on the financial information to which it relates for any purpose other than that for which it was prepared.

### SCOPE

You have requested BDO to perform a limited assurance engagement in relation to the financial information described below and disclosed in the Prospectus.

The financial information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards (**AAS**) or Australian equivalents to International Financial Reporting Standard (**AIFRS**) and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act 2001.

### SCOPE OF REVIEW OF THE STATUTORY HISTORICAL FINANCIAL INFORMATION

You have requested BDO to review the following statutory historical financial information (together the **Statutory Historical Financial Information**) included in the Prospectus:

- The historical statement of profit or loss for the two months ended 31 December 2016 (**FY16**), twelve months ended 31 December 2017 (**FY17**) and six months ended 30 June 2017 (**1HFY17**) and 30 June 2018 (**1HFY18**);
- The historical statement of cash flows for FY16, FY17, 1HFY17 and 1HFY18; and
- The historical statement of financial position as at 30 June 2018.

BDO Corporate Finance (East Coast) Pty Ltd ABN 70 050 038 170 AFS Licence No. 247420 is a member of a national association of independent entities which are all members of BDO Australia Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO Corporate Finance (East Coast) Pty Ltd and BDO Australia Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation, other than for the acts or omissions of financial services licensees.



The Statutory Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in AAS and the company's adopted accounting policies. The Statutory Historical Financial Information has been extracted from financial statements of Revasum for the financial periods ended 31 December 2016, 31 December 2017 (audited by BDO East Coast Partnership (BDO ECP)) and the half year ended 30 June 2018 (reviewed by BDO ECP). The audit and review were performed in accordance with Australian Auditing Standards.

BDO ECP issued a qualified opinion on the financial reports for the two months ended 31 December 2016, twelve months ended 31 December 2017 and six months ended 30 June 2018. The basis for the qualified opinion being that the auditors, who were appointed post the financial year ends, did not observe the counting of physical inventories at the beginning or end of those periods. The auditors were unable to satisfy themselves by alternative means concerning inventory quantities held at those dates.

#### **SCOPE OF REVIEW OF THE PRO FORMA HISTORICAL FINANCIAL INFORMATION**

You have requested BDO review the following pro forma historical financial information (together the **Pro Forma Historical Financial Information**) included in the Prospectus:

- The pro forma historical statements of profit and loss for FY16, FY17, 1HFY17 and 1HFY18;
- The pro forma historical statements of cash flow for FY16, FY17, 1HFY17 and 1HFY18;
- The pro forma historical statement of financial position as at 30 June 2018; and
- Associated details of the pro forma adjustments

The Pro Forma Historical Financial Information has been derived from the Statutory Historical Financial Information of Revasum, after adjusting for the effects of pro forma adjustments described in Section 6 of the Prospectus. The stated basis of preparation is the recognition and measurement principles contained in AIFRS applied to the Statutory Historical Financial Information and the event(s) or transaction(s) to which the pro forma adjustments relate, as described in Section 6 of the Prospectus, as if those event(s) or transaction(s) had occurred as at 30 June 2018. Due to its nature, the Pro Forma Historical Financial Information does not represent the company's actual or prospective financial position.

#### **Directors' Responsibility**

The directors of Revasum are responsible for the preparation of the Statutory Historical Financial Information and Pro Forma Historical Financial Information, including the selection and determination of pro forma adjustments made to the Statutory Historical Financial Information and included in the Pro Forma Historical Financial Information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of the Statutory Historical Financial Information and Pro Forma Historical Financial Information that are free from material misstatement, whether due to fraud or error.

#### **Our Responsibility**

Our responsibility is to express a limited assurance conclusion on the financial information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with AAS or AIFRS and consequently does not enable us to obtain reasonable assurance that we would

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become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the financial information.

### **Review statement on the Statutory Historical Financial Information**

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Statutory Historical Financial Information, as described in Section 6 of the Prospectus, and comprising:

- 2 months ended 31 December 2016;
- 12 months ended 31 December 2017;
- 6 months ended 30 June 2017; and
- 6 months ended 30 June 2018

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 6 of the Prospectus.

### **Review statement on the Pro Forma Historical Financial Information**

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information, as described in Section 6 of the Prospectus, and comprising:

- 2 months ended 31 December 2016;
- 12 months ended 31 December 2017;
- 6 months ended 30 June 2017; and
- 6 months ended 30 June 2018

is not presented fairly in all material respects, in accordance with the stated basis of preparation as described in Section 6 of the Prospectus.

### **SCOPE OF REVIEW OF THE FORECAST FINANCIAL INFORMATION**

You have requested BDO review the following forecast financial information (together the **Forecast Financial Information**) of Revasum included in Section 6 of the Prospectus:

- The statutory forecast consolidated statement of profit and loss and consolidated statement of cash flows of Revasum for the half years ending 31 December 2018 (**2HFY18**) and 30 June 2019 (**1HFY19**), as described in Section 6 of the Prospectus. The directors' best-estimate assumptions underlying the statutory forecast are described in Section 6 of the Prospectus; and
- The pro forma forecast consolidated statement of profit and loss and consolidated statement of cash flows of Revasum for 2HFY18 and 1HFY19, described in Section 6 of the Prospectus. The pro forma forecast has been derived from Revasum's statutory forecast, after adjusting for the effects of the pro forma adjustments described in Section 6 of the Prospectus.

The Forecast Financial Information, to the extent possible, has been prepared on a consistent basis and in accordance with the recognition and measurement principles contained in AAS and AIFRS and Revasum's adopted accounting policies. Due to its nature, the Forecast Financial Information does not represent the company's actual prospective comprehensive income and cash flows for the half years ending 31 December 2018 and 30 June 2019.



#### **DIRECTORS' RESPONSIBILITY**

The directors of Revasum are responsible for the preparation of the forecast for the half years ending 31 December 2018 and 30 June 2019 including the best-estimate assumptions underlying the forecast. They are also responsible for the preparation of the pro forma forecast for the half years ending 31 December 2018 and 30 June 2019, including the selection and determination of the pro forma adjustments made to the forecast and included in the pro forma forecast. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of a forecast and a pro forma forecast that are free from material misstatement, whether due to fraud or error.

#### **OUR RESPONSIBILITY**

Our responsibility is to express limited assurance conclusions on the statutory and pro forma forecast, the best-estimate assumptions underlying the statutory and pro forma forecast, and the reasonableness of the statutory and pro forma forecast themselves, based on our review. We have conducted our engagement in accordance with the Standard on Assurance Engagements ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

Our limited assurance procedures consisted of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A limited assurance engagement is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement. Accordingly, we do not express an audit opinion.

#### **Review statement on the Statutory Forecast Financial Information**

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe that:

- the director's best-estimate assumptions, used in the preparation of the forecast consolidated statement of financial performance and forecast consolidated statement of cash flow of Revasum for the half years ending 31 December 2018 and 30 June 2019, do not provide reasonable grounds for the forecast; and
- in all material respects, the forecast:
  - is not prepared on the basis of the director's best-estimate assumptions as described in Section 6 of the Prospectus;
  - is not presented fairly in accordance with the stated basis of preparation, as described in Section 6 of the Prospectus; and
  - itself is unreasonable.

#### **Review statement on the Pro Forma Forecast Financial Information**

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that:

- the director's best-estimate assumptions, used in the preparation of the pro forma forecast consolidated statement of financial performance and pro forma forecast consolidated statement of cash flow of Revasum for the half years ending 31 December 2018 and 30 June 2019, do not provide reasonable grounds for the pro forma forecast; and
- in all material respects, the pro forma forecast:

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- is not prepared on the basis of the directors' best-estimate assumptions, as described in Section 6 of the Prospectus;
- is not presented fairly in accordance with the stated basis of preparation, as described in Section 6 of the Prospectus; and
- itself is unreasonable.

The statutory forecast and pro forma forecast have been prepared by management and adopted by the directors in order to provide prospective investors with a guide to the potential financial performance of Revasum for the half years ending 31 December 2018 and 30 June 2019. There is a considerable degree of subjective judgement involved in preparing forecasts since they relate to event(s) and transaction(s) that have not yet occurred and may not occur. Actual results are likely to be different from the forecast and pro forma forecast since anticipated event(s) or transaction(s) frequently do not occur as expected and the variation may be material.

The directors' best-estimate assumptions on which the forecast and pro forma forecast relate to future event(s) and/or transaction(s) that management expect to occur and actions that management expect to take and are also subject to uncertainties and contingencies, which are often outside the control of Revasum. Evidence may be available to support the directors' best-estimate assumptions on which the forecast and pro forma are based however such evidence is generally future-oriented and therefore speculative in nature. We are therefore not in a position to express a reasonable assurance conclusion on those best-estimate assumptions, and accordingly, provide a lesser level of assurance on the reasonableness of the directors' best-estimate assumptions. The limited assurance conclusion expressed in this report has been formed on the above basis.

Prospective investors should be aware of the material risks and uncertainties in relation to an investment in Revasum, which are detailed in the Prospectus, and the inherent uncertainty relating to the forecast. Accordingly, prospective investors should have regard to the investment risks and sensitivities as described in Section 4 of the Prospectus. The sensitivity analysis described in Section 6 of the Prospectus demonstrates the impact on the forecast and pro forma forecast of changes in key best-estimate assumptions. We express no opinion as to whether the forecast will be achieved.

We disclaim any assumption of responsibility for any reliance on this report, or on the forecast or pro forma forecast to which it relates, for any purpose other than that for which it was prepared. We have assumed, and relied on representations from certain members of management of Revasum, that all material information concerning the prospects and proposed operations of Revasum has been disclosed to us and that the information provided to us for the purpose of our work is true, complete and accurate in all respects. We have no reason to believe that those representations are false.

### **SUBSEQUENT EVENTS**

Apart from the matters dealt with in this Report, and having regard to the scope of this Report and the information provided by the Directors, to the best of our knowledge and belief no material transaction(s) or event(s) outside of the ordinary business of Revasum not described in the Prospectus, has come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.



#### **INDEPENDENCE**

BDO is a member of BDO International Ltd. BDO does not have any interest in the outcome of the Prospectus other than in connection with the preparation of this Report and participation in due diligence procedures, for which professional fees will be received. From time to time, BDO provides Revasum with certain other professional services for which normal professional fees are received.

#### **GENERAL ADVICE WARNING**

This Report has been prepared, and included in the Prospectus, to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to be a substitute for professional advice and potential investors should not make specific investment decisions in reliance on the information contained in this Report. Before acting or relying on any information, potential investors should consider whether it is appropriate for their objectives, financial situation or needs.

Without modifying our conclusions, we draw attention to Section 6 of the Prospectus, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

BDO has consented to the inclusion of this Report in the Prospectus in the form and context in which it is included. At the date of this Report this consent has not been withdrawn. However, BDO has not authorised the issue of the Prospectus. Accordingly, BDO makes no representation regarding, and takes no responsibility for, any other statements or material in or omissions from the Prospectus.

#### **FINANCIAL SERVICES GUIDE**

Our Financial Services Guide follows this Report. This guide is designed to assist retail clients in their use of any general financial product advice in our Report.

Yours faithfully  
**BDO CORPORATE FINANCE (EAST COAST) PTY LTD**

A handwritten signature in black ink, appearing to read 'S. Stevens', written over a horizontal line.

**SEBASTIAN STEVENS**  
Director

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## FINANCIAL SERVICES GUIDE

Dated: 9 November 2018

This Financial Services Guide (FSG) helps you decide whether to use any of the financial services offered by BDO Corporate Finance (East Coast) Pty Ltd (BDO Corporate Finance, we, us, our).

The FSG includes information about:

- Who we are and how we can be contacted;
- The services we are authorised to provide under our Australian Financial Services Licence, Licence No: 247420
- Remuneration that we and/or our staff and any associates receive in connection with the financial services
- Any relevant associations or relationships we have
- Our complaints handling procedures and how you may access them.

### FINANCIAL SERVICES WE ARE LICENSED TO PROVIDE

We hold an Australian Financial Services Licence which authorises us to provide financial product advice to retail and wholesale clients about securities and certain derivatives (limited to old law securities, options contracts and warrants). We can also arrange for customers to deal in securities, in some circumstances. Whilst we are authorised to provide personal and general advice to retail and wholesale clients, we only provide *general* advice to retail clients.

Any general advice we provide is provided on our own behalf, as a financial services licensee.

### GENERAL FINANCIAL PRODUCT ADVICE

Our general advice is typically included in written reports. In those reports, we provide general financial product advice that is prepared without taking into account your personal objectives, financial situation or needs. You should consider the appropriateness of the general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.

### FEES, COMMISSIONS AND OTHER BENEFITS THAT WE MAY RECEIVE

We charge fees for providing reports. These fees are negotiated and agreed to with the person who engages us to provide the report. Fees will be agreed on an hourly basis or as a fixed amount depending on the terms of the agreement. In this instance, the Company has agreed to pay us US\$195k for preparing the Report.

Except for the fees referred to above, neither BDO Corporate Finance, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of general advice.

All our employees receive a salary. Our employees are eligible for bonuses based on overall company performance but not directly in connection with any engagement for the provision of a report.

### REFERRALS

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

### ASSOCIATIONS AND RELATIONSHIPS

BDO Corporate Finance is a member firm of the BDO network in Australia, a national association of separate entities (each of which has appointed BDO (Australia) Limited ACN 050 110 275 to represent it in BDO International). The general financial product advice in our report is provided by BDO Corporate Finance and not by BDO or its related entities. BDO and its related entities provide services primarily in the areas of audit, tax, consulting and financial advisory services.

We do not have any formal associations or relationships with any entities that are issuers of financial products. However, you should note that we and BDO (and its related entities) might from time to time provide professional services to financial product issuers in the ordinary course of business.

### COMPLAINTS RESOLUTION

#### Internal Complaints Resolution Process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. Complaints can be in writing, addressed to the Complaints Officer, BDO Corporate Finance, Level 11, 1 Margaret St, Sydney NSW 2001 or by telephone or email, using the contact details at the top of this FSG.

When we receive a complaint we will record the complaint, acknowledge receipt of the complaint within 15 days and investigate the issues raised. As soon as practical, and not more than 45 days after receiving the written complaint, we will advise the complainant in writing of our determination.

#### Referral to External Dispute Resolution Scheme

If a complaint relating to general advice to a retail client is not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Australian Financial Complaints Authority (AFCA). AFCA is an independent company that has been established to impartially resolve disputes between consumers and participating financial services providers.

BDO Corporate Finance is a member of AFCA (Member Number 11843).

Further details about AFCA are available at the AFCA website [www.afca.org.au](http://www.afca.org.au) or by contacting them directly via the details set out below.

Australian Financial Complaints Authority  
GPO Box 3  
MELBOURNE VIC 3001  
Toll free: 1800 931 678  
Email: [info@afca.org.au](mailto:info@afca.org.au)

### COMPENSATION ARRANGEMENTS

BDO Corporate Finance and its related entities hold Professional Indemnity insurance for the purpose of compensating retail clients for loss or damage suffered because of breaches of relevant obligations by BDO Corporate Finance or its representatives under Chapter 7 of the Corporations Act 2001. These arrangements and the level of cover held by BDO Corporate Finance satisfy the requirements of section 912B of the Corporations Act 2001.

### CONTACT DETAILS

You may provide us with instructions using the details set out at the top of this FSG or by emailing - [cf.ecp@bdo.com.au](mailto:cf.ecp@bdo.com.au)



8.

**DETAILS OF  
THE OFFER**

## 8. DETAILS OF THE OFFER

### 8.1 What is the Offer?

The Company is offering 15,357,143 CDIs under the Offer to raise in aggregate a total of A\$30,714,286 (US\$21,500,000). The CDIs are being offered at an issue price of A\$2.00 per Share.

The Company also reserves the right to close the Offer early, to accept late Applications or extend the Offer without notifying any recipient of this Prospectus or any Applicant.

The Offer is made on the terms, and is subject to the conditions, set out in this Prospectus and is fully underwritten by the Joint Lead Managers.

### 8.2 Offer structure

The Offer comprises:

- the **Institutional Offer**, which consists of an invitation to certain Institutional Investors in Australia and a number of other authorised jurisdictions to apply for CDIs;
- the **Broker Firm Offer**, which is open to Australian resident Retail Investors and Sophisticated Investors who have received a firm allocation from their broker; and
- The **Chairman's List Offer**, which is open to persons in Australia who have received a Chairman's list invitation from the Company.

The allocation of CDIs between the Broker Firm Offer, the Institutional Offer and the Chairman's List Offer will be determined by agreement between the Company and the Joint Lead Managers having regard to the allocation policies described in Sections 8.8 and 8.11.

The Offer is fully underwritten by the Joint Lead Managers. A summary of the Underwriting Agreement, including the events which would entitle the Joint Lead Managers to terminate the Underwriting Agreement, is set out in Section 9.6.

### 8.3 Is the Offer underwritten?

The Offer is fully underwritten by the Joint Lead Managers. A summary of the Underwriting Agreement, including the events which would entitle the Underwriters to terminate the Underwriting Agreement, is set out in Section 9.6.

### 8.4 Use of Funds

The proposed sources of funds associated with the Offer are as follows:

Sources of funds	A\$000	US\$000	% of funds raised
Cash proceeds received from issue of CDIs by the Company	30,714	21,500	100%
<b>Total sources</b>	<b>30,714</b>	<b>21,500</b>	<b>100%</b>

The proposed uses of funds associated with the Offer are as follows:

Use of funds	A\$000	US\$000	% of funds raised
Expansion capital to invest in new product development	14,317	10,022	47%
Working capital to support increased receivables and inventory (including customer evaluation tools)	7,016	4,911	23%
Expansion capital invested in capital expenditures (including demo and customer lab equipment)	3,577	2,504	12%
Payment of costs of the Offer (See Section 10.15 for further details)	3,412	2,388	11%
Working capital to support corporate development	2,392	1,675	8%
<b>Total uses</b>	<b>30,714</b>	<b>21,500</b>	<b>100%</b>

The above table is a statement of current intentions as at the date of this Prospectus. Investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of sales performance, operational and development activities, regulatory developments, and market and general economic conditions. In light of this, the Board reserves its right to alter the way the funds are applied. In addition, as the proceeds of the Offer will be received in Australian dollars and the expenditure will be in U.S. dollars, the actual amount of the proceeds used for each of the items above will depend on the A\$:US\$ exchange rate at the time that the funds are converted to U.S. dollars.

The Board believes that the Company's current cash reserves, its cashflow from existing operations, plus the net proceeds of the Offer will be sufficient to fund the Company's stated business objectives, including:

- expanding market share across existing 200mm (and below) grinding, polishing and CMP markets;
- meeting key milestones in the development and delivery of the pipeline substrate polisher and CMP systems; and
- increasing working capital to support growth in manufacturing capacity.

## 8.5 Summary terms of the Offer

<b>What type of security is being offered?</b>	The Company will be offering CHES Depositary Interests in the Company under the Offer. Each CDI represents an interest in one Share in the Company.
<b>What rights and liabilities are attached to the security being offered?</b>	<p>The holders of CDIs receive all of the economic benefit of actual ownership of the underlying Shares. CDIs are traded in a manner similar to shares of an Australian listed company. The Shares underlying the CDIs will rank equally with the Shares currently on issue in the Company.</p> <p>There are certain differences between the Shares and ordinary shares which are typically issued by Australian incorporated public companies. A description of the CDIs and the underlying Shares, including the rights and liabilities attaching to them, is set out in Section 8.10.</p>
<b>What is the Offer Price?</b>	The Offer Price is A\$2.00 per CDI.
<b>What is the Offer Period?</b>	The key dates, including details of the Offer Period, are set out in Section 8 and on page 12 in the Important Dates section.
<b>What are the cash proceeds to be raised?</b>	Approximately A\$30.7 million will be raised through the issue of New CDIs in the Company.
<b>Is the Offer underwritten?</b>	Yes. The Joint Lead Managers have fully underwritten the Offer in accordance with the Underwriting Agreement. Details are provided in Section 9.6.
<b>What is the minimum and maximum Application size under the Broker Firm Offer?</b>	<p>The minimum Application under the Broker Firm Offer is 1,000 CDIs (A\$2,000.00).</p> <p>There is no maximum number or value of CDIs that may be applied for under the Broker Firm Offer.</p> <p>Applicants under the Chairman's List Offer will be entitled to apply for that number of CDIs offered by the Company under the Chairman's List Offer Invitation.</p> <p>The Joint Lead Managers, in consultation with the Company, reserve the right to reject any Application or to allocate a lesser number of CDIs than applied.</p>
<b>What is the allocation policy?</b>	The allocation of CDIs between the Broker Firm Offer and Institutional Offer and Chairman's List Offer will be determined by agreement between the Company and the Joint Lead Managers, having regard to the allocation policies outlined in Sections 8.8 and 8.11. With respect to the Broker Firm Offer, it is a matter for the Broker how they allocate firm CDIs among their eligible retail clients.
<b>Will the CDIs be listed?</b>	<p>The Company will apply to the ASX for admission to the Official List and quotation of its CDIs on the ASX under the code RVS.</p> <p>Completion of the Offer is conditional on, among other things, the ASX approving the application. If approval is not given within three months after the application is made (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received will be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act.</p>

## 8. DETAILS OF THE OFFER

<b>When are the CDIs expected to commence trading?</b>	Details are provided in the Important Dates section on page 3.
<b>When will I receive confirmation that my Application has been successful?</b>	It is expected that initial holding statements will be despatched by standard post on Wednesday, 5th December 2018.
<b>Are there any escrow arrangements?</b>	Yes. Details are provided in Section 10.10.
<b>Is there brokerage, commission or stamp duty considerations?</b>	No brokerage, commission or stamp duty is payable by Applicants on acquisition of CDIs under the Offer.
<b>Are there any tax considerations?</b>	<p>Yes. Please refer to Section 10.12 for an overview of the Australian tax implications for Australian investors of investing in CDIs under the Offer and Section 10.13 for an overview of U.S. tax implications for non-U.S. Investors of investing in CDIs under the Offer.</p> <p>Note that it is recommended that all potential investors consult their own independent tax advisers regarding the income tax (including capital gains tax), stamp duty and GST consequences of acquiring, owning and disposing of CDIs, having regard to their specific circumstances.</p>
<b>What should you do with any enquiries?</b>	<p>All enquiries in relation to this Prospectus should be directed to the Revasum Offer Information Line on 1800 992 145 (toll free within Australia) or +61 1800 992 145 (from outside Australia) between 9.00am and 5.00pm AEDT, Monday to Friday.</p> <p>All enquiries in relation to the Broker Firm Offer should be directed to your Broker.</p> <p>If you require assistance to complete the Application Form, require additional copies of this Prospectus, have any questions in relation to the Offer or you are uncertain as to whether obtaining CDIs is a suitable investment for you, you should seek professional advice from your stockbroker, solicitor, accountant, tax adviser financial adviser or other independent professional adviser before deciding whether to invest.</p>

### 8.6 Broker Firm Offer

#### Who can apply?

The Broker Firm Offer is open to persons who have received a firm allocation of CDIs from their Broker and who have a registered address in Australia. If you have received a firm allocation of CDIs from your Broker, you will be treated as a Broker Firm Offer Applicant in respect of that allocation. You should contact your Broker to determine whether you can receive an allocation of CDIs from them under the Broker Firm Offer. The Broker Firm Offer is not open to persons in the United States.

#### How to apply?

If you have received an allocation of CDIs from your Broker and wish to apply for those CDIs under the Broker Firm Offer, you should contact your Broker for information about how to submit your Broker Firm Offer Application Form and for payment instructions.

Applicants under the Broker Firm Offer must not send their Application Forms or payment to the Share Registry. Applicants under the Broker Firm Offer should contact their Broker to request a copy of this Prospectus and Application Form. Your Broker will act as your agent and it is your Broker's responsibility to ensure that your Application Form and Application Monies are received before 5.00pm (AEDT) on the Closing Date or any earlier closing date as determined by your Broker.

Applications for CDIs must be for a minimum of 1,000 CDIs and payment for the CDIs must be made in full at the issue price of A\$2.00 per CDI. There is no maximum number or value of CDIs that may be applied for under the Offer. However, the Company and the Joint Lead Managers reserve the right to reject or scale back any Applications in the Offer. Revasum may determine a person to be eligible to participate in the Offer and may amend or waive the Offer Application procedures or requirements, in its discretion in compliance with applicable laws.

The Offer opens at 9am (AEDT) on Monday, 19 November 2018 and is expected to close at 5.00pm (AEDT) on Friday, 30 November 2018. The Company and the Joint Lead Managers may elect to close the Offer or extend the Offer, or accept late Applications either generally or in particular cases. The Offer may be closed at any earlier date and time, without further notice. Applicants are therefore encouraged to submit their Applications as early as possible.

If you are an investor applying under the Broker Firm Offer, you should complete and lodge your Broker Firm Offer Application Form with the Broker from whom you received your firm allocation. Broker Firm Offer Application Forms must be completed in accordance with the instructions given to you by your Broker and the instructions set out on the reverse of the Application Form.

By making an Application, you declare that you were given access to this Prospectus, together with an Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is attached to, or accompanied by, a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

The Company, the Joint Lead Managers and the Share Registry take no responsibility for any acts or omissions committed by your Broker in connection with your Application.

### Payment methods

Applicants under the Broker Firm Offer must pay their Application Monies to their Broker in accordance with instructions provided to you by that Broker.

### Acceptance of Applications

An Application in the Broker Firm Offer is an offer by the Applicant to apply for the amount of CDIs specified in the Application Form, at the Offer Price on the terms and conditions set out in this Prospectus and the Application Form. To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable.

An Application may be accepted in respect of the full amount, or any amount lower than that specified in the Application Form, without further notice to the Applicant. Acceptance of an Application will give rise to a binding contract on allocation of CDIs to successful Applicants. The Joint Lead Managers, in agreement with the Company, reserves the right to reject any Application which is not correctly completed or which is submitted by a person who they believe is ineligible to participate in the Broker Firm Offer, or to waive or correct any errors made by an Applicant in completing their Application.

### Application monies

Application monies received under the Broker Firm Offer will be held in a special purpose bank account until CDIs are issued to successful Applicants. Applicants under the Broker Firm Offer whose Applications are not accepted, or who are allocated a lesser number of CDIs than the amount applied, will be mailed a refund (without interest) for all or part of their Application Monies, as applicable. No refunds due solely to rounding will be provided. Interest will not be paid on any monies refunded and any interest earned on Application Monies pending the allocation or refund will be retained by the Company.

To participate in the Offer, the Application Form must be completed and received, together with the Application Monies, in accordance with the instructions on the Application Form.

## 8.7 The Chairman's List Offer

### How to apply

If you have received a personalised invitation to apply for CDIs under the Chairman's List Offer and you wish to apply for all or some of those CDIs, you should follow the instructions on your personalised invitation to apply.

You may apply for an amount up to and including the amount indicated on your personalised invitation. Applications under the Chairman's List Offer must be for a minimum of \$2,000 worth of CDIs (1,000 CDIs).

By making an Application, you declare that you were given access to this Prospectus (or any supplementary or replacement prospectus), together with an Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is included in, or accompanied by, a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

## 8. DETAILS OF THE OFFER

An Application in the Chairman's List Offer is an offer by an Applicant to the Company to apply for CDIs in the amount specified in the Application Form at the Offer Price on the terms and conditions set out in this Prospectus (including any supplementary or replacement prospectus) and the Application Form. To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable.

An Application may be accepted by the Company and the Joint Lead Managers in respect of the full number of CDIs specified in the Application Form, or any of them, without further notice to the Applicant. The Company reserves the right to decline any Application in whole or in part, without giving any reason. Applicants under the Chairman's List Offer who are allocated a lesser number of CDIs than the amount applied for will receive a refund of all or part of their Application Monies, as applicable. Interest will not be paid on any monies refunded.

Applicants whose Applications are accepted in full will receive the whole number of CDIs calculated by dividing the Application Monies provided by the Offer Price.

If the amount of your Application Monies that you pay is less than the amount specified on your Application Form, you may be taken to have applied for such lower Australian dollar amount of CDIs as for which your cleared Application Monies will pay (and to have specified that amount on your online Application Form) or your Application may be rejected.

Acceptance of an Application will give rise to a binding contract.

### 8.8 Institutional Offer

#### Who can apply?

The Institutional Offer consists of an invitation to certain Institutional Investors in Australia and certain foreign jurisdictions to apply for CDIs. The Joint Lead Managers separately advised Institutional Investors of the application procedures for the Institutional Offer.

#### Allocation policy under the Institutional Offer

The allocation of CDIs among Applicants in the Institutional Offer was determined by the Joint Lead Managers in consultation with the Company. Participants in the Institutional Offer have been advised of their allocation of CDIs, if any, by the Joint Lead Managers.

The allocation policy was influenced, but not constrained, by the following factors:

- number of CDIs bid for by particular Applicants;
- the timeliness of the bid by particular Applicants;
- the Company's desire for an informed and active trading market following Listing;
- the Company's desire to establish a wide spread of Institutional Shareholders;
- overall level of demand under the Broker Firm Offer and Institutional Offer;
- the size and type of funds under management of particular Applicants;
- the likelihood that particular Applicants will be long-term Shareholders; and
- any other factors that the Company and the Joint Lead Managers considered appropriate.

### 8.9 Discretion Regarding the Offer

The Company may withdraw the Offer at any time before settlement of the issue of CDIs to successful Applicants. If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded (without interest).

The Company and the Joint Lead Managers also reserve the right to close the Offer or any part of it early, extend the Offer or any part of it, accept late Applications or bids either generally or in particular cases, reject any Application or bid, or allocate to any Applicant or bidder fewer CDIs than applied or bid.

### 8.10 About the CDIs

The Company is incorporated in the State of Delaware, United States of America. To enable companies such as the Company to have their securities cleared and settled electronically through CHES, depositary instruments called CDIs are issued. Pursuant to the ASX Settlement Operating Rules, CDI holders receive all of the economic benefits of actual ownership of the underlying Shares. CDIs are traded in a manner similar to shares of Australian companies listed on ASX.

CDIs will be held in uncertificated form and settled/transferred through CHESS. No share certificates will be issued to CDI holders. Shareholders cannot trade their Shares on ASX without first converting their Shares into CDIs.

1 CDI represents 1 underlying Share. The main difference between holding CDIs and Shares is that CDI holders hold the beneficial ownership in the Shares instead of legal title. CHESS Depository Nominees Pty Limited ("CDN"), a subsidiary of ASX, will hold the legal title to the underlying Shares.

The Shares underlying the CDIs will be registered in the name of CDN and will be held on behalf of and for the benefit of the CDI holder. CDIs will be CHESS-approved from the date of Official Quotation in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules. The Shares underlying the CDIs will rank equally with the Shares that the Company has previously issued. Investors should note that there are certain differences between Shares in the Company and ordinary shares which are typically issued by Australian incorporated public companies. A summary of the key rights attaching to CDIs and Shares is set out in Sections 10.7, 10.8 and 10.9 and a comparison of the rights attaching to CDIs and Shares with rights of holders of shares in an Australian listed company is set out in Section 10.8.

Holders of CDIs can choose to have their CDIs converted to a direct holding of Shares as described in Section 10.9, however, if they do so they will no longer be able to trade on ASX. Similarly, subject to any restrictions under applicable law, holders of Shares may choose to convert their Shares to CDIs to enable them to trade on ASX, as described in Section 10.9.

## 8.11 Allocation policy

The basis of allocation of CDIs under the Offer will be determined by the Company and the Joint Lead Managers, subject to any firm allocations under the Broker Firm Offer and Chairman's List Offer. Certain Applicants nominated by the Company may be given preference in allotment of CDIs.

The allocation of CDIs among the Applicants under the Institutional Offer has been determined by the Joint Lead Managers in consultation with the Company.

The allocation of CDIs under the Chairman's List Offer will be determined by the Company.

## 8.12 Substantial Holders

The table below sets out the interests of the Existing Shareholders as at the date of this Prospectus and immediately following the Offer who hold a substantial interest in Securities of the Company. The table does not reflect any CDIs which the Existing Shareholders may subscribe for under the Offer.

	Date of Prospectus <sup>1</sup>				Immediately following the Offer			
	Undiluted		Fully diluted		Undiluted		Fully diluted	
	Number of shares	Percentage of Shares	Number of shares	Percentage of Shares	Number of Shares/CDIs	Percentage of Shares/CDIs	Number of Shares/CDIs	Percentage of Shares/CDIs
Firsthand Venture Investors	53,582,970	84.6%	53,582,970	69.9%	53,582,970	70.0%	53,582,970	58.2%
Employees, Management & Board <sup>2</sup>	1,052,280	1.7%	16,524,990	21.6%	1,082,280	1.4%	16,704,990	18.1%
Other Existing Shareholders	6,509,970	10.6%	6,509,970	8.5%	6,509,970	8.5%	6,509,970	7.1%
Investors in the Offer <sup>2</sup>	–	–	–	0.0%	15,327,143	20.0%	15,327,143	16.6%
<b>Total</b>	<b>61,145,220</b>	<b>100.0%</b>	<b>76,617,930</b>	<b>100.0%</b>	<b>76,502,363</b>	<b>100.0%</b>	<b>92,125,073</b>	<b>100.0%</b>

Notes:

- Assumes that the Share Capital Restructuring described in Section 10.4 occurred immediately prior to the Prospectus Date and includes the conversion of the existing Series Seed, Series A and Series B Preferred Stock into Shares, the conversion of the Convertible Notes into Shares and the exercise of the Warrants held by Firsthand into Shares.
- Paul Mirabelle, Non-Executive Director, will subscribe for 30,000 CDIs under the Chairman's List Offer.

## 8. DETAILS OF THE OFFER

### 8.13 ASX listing

No later than seven days after the date of this Prospectus, the Company will apply to ASX for admission to the official list of ASX and for its CDIs to be granted official quotation by ASX. The Company is not currently seeking a listing of its CDIs or Shares on any stock exchange other than ASX.

The fact that ASX may admit the Company to the official list of ASX and grant official quotation of the CDIs is not to be taken in any way as an indication of the merits of the Company or the CDIs offered for subscription under the Offer. ASX takes no responsibility for the contents of this Prospectus. Commencement of trading on ASX is expected to occur on 4 December 2018 initially on a deferred settlement basis. Normal settlement trading in the CDIs, if quotation is granted, is expected to occur on 6 December 2018 after the issue of holding statements to successful Applicants which is expected to occur on 5 December 2018.

It is the responsibility of Applicants to determine their allocation prior to trading in the Shares. Applicants who sell Shares before they receive confirmation of their allotment will do so at their own risk.

If permission for quotation of the CDIs is not granted within three months after the date of this Prospectus, all Application Monies received by the Company will be refunded without interest as soon as practicable.

### 8.14 CHESS and issuer sponsored holdings

The Company will apply to participate in CHESS and will comply with the ASX Listing Rules and the ASX Settlement Operating Rules. CHESS is an electronic transfer and settlement system for transactions in securities quoted on ASX under which transfers are effected in an electronic form.

When the CDIs become approved financial products (as defined in the ASX Settlement Operating Rules), holdings will be registered in one of two subregisters, being an electronic CHESS subregister or an issuer sponsored subregister. For all successful Applicants, the CDIs of a Security holder who is a participant in CHESS or a Security holder sponsored by a participant in CHESS will be registered on the CHESS subregister. All other CDIs will be registered on the issuer sponsored subregister.

Following Completion, Security holders will be sent a holding statement that sets out the number of CDIs that have been allocated to them. This statement will also provide details of a Security holders Holder Identification Number (HIN) for CHESS holders or, where applicable, the Security holders Reference Number (SRN) of issuer sponsored holders. Security holder will subsequently receive statements showing any changes to their holding. Certificates will not be issued.

Security holders will receive subsequent statements during the first week of the following month if there has been a change to their holding on the register and as otherwise required under the ASX Listing Rules and the Corporations Act. Additional statements may be requested at any other time either directly through the Security holder's sponsoring broker in the case of a holding on the CHESS subregister or through the Share Registry in the case of a holding on the issuer sponsored subregister.

The Company and the Share Registry may charge a fee for these additional issuer sponsored statements.

### 8.15 Tax implications of investing in the Company

The taxation consequences of any investment in the CDIs will depend on your particular circumstances. It is your responsibility to make your own enquiries concerning the taxation consequences of an investment in the Company.

A general overview of the Australian taxation implications of investing in the Company is set out in Section 10.12 and is based on current tax law and ATO tax rulings. The information in Section 10.12 is not intended as a substitute for investors obtaining independent tax advice in relation to their personal circumstances.

### 8.16 Overseas distribution

No action has been taken to register or qualify the offer of CDIs under this Prospectus, or to otherwise permit a public offering of CDIs, in any jurisdiction outside Australia.

#### Offer only made where lawful to do so

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law. This Prospectus does not constitute an offer in any place in which, or to whom, it would not be lawful to make such an offer. Persons into whose possession this document comes should inform themselves about and observe any restrictions on acquisition or distribution of the Prospectus. Any failure to comply with these restrictions may constitute a violation of securities laws.

## Hong Kong residents

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the CDIs have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the CDIs has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to CDIs that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted CDIs may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

If you (or any person for whom you are acquiring the CDIs) are in Hong Kong, you (and any such person) are a "professional investor" as defined under the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong.

## New Zealand residents

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act"). The CDIs are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

If you (or any person for whom you are acquiring or procuring the CDIs) are in New Zealand, you (and any such person):

- (a) are a person who (i) is an investment business within the meaning of clause 37 of Schedule 1 of the Financial Markets Conduct Act 2013 (New Zealand) (the "FMC Act"), (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act, (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act, (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act or (v) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act;
- (b) acknowledge that: (i) Part 3 of the FMC Act shall not apply in respect of the offer of CDIs to you, (ii) no product disclosure statement under the FMC Act may be prepared in respect of the offer of CDIs and (iii) any information provided to you in respect of the offer is not required to, and may not, contain all of the information that a product disclosure statement under New Zealand law is required to contain;
- (c) warrant that if in the future you elect to directly or indirectly offer or sell any of the CDIs allotted to you, you undertake not to do so in a manner that could result in (i) such offer or sale being viewed as requiring a product disclosure statement or other similar disclosure document or any registration or filing in New Zealand, (ii) any contravention of the FMC Act or (iii) the Company or its directors incurring any liability; and
- (d) warrant that (i) any person for whom you are acquiring CDIs meets one or more of the criteria specified in subclause (a) above and (ii) you have received, where required, a safe harbour certificate in accordance with clause 44 of Schedule 1 of the FMC Act.

## 8. DETAILS OF THE OFFER

### United States residents

The CDIs being offered pursuant to this Prospectus have not been registered under the U.S. Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the U.S. Securities Act and applicable state securities laws. This Prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of the CDIs in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful. In addition, any hedging transactions involving the CDIs may not be conducted unless in compliance with the U.S. Securities Act.

### Overseas ownership and resale representation

It is your responsibility to ensure compliance with all laws of any country relevant to your Application. The return of a duly completed Application Form will be taken by the Company to constitute a representation and warranty made by you to the Company that there has been no breach of such laws and that all necessary consents and approvals have been obtained.



9.

**MATERIAL  
CONTRACTS**

## 9. MATERIAL CONTRACTS

The Directors consider that the material contracts described below are those which an investor would reasonably regard as material and which investors and their professional advisers would reasonably expect to find described in this Prospectus for the purpose of making an informed assessment of an investment in the Company under the Offer.

This Section contains a summary of the material contracts and their substantive terms which are not otherwise disclosed elsewhere in this Prospectus.

### 9.1 Customer Purchase Orders

Revasum does not generally have long term contracts with its customers. Instead, customer orders are governed primarily by standard purchase orders. Customers purchase products from Revasum on an ad hoc basis by submitting standard purchase orders with specific customer product specifications, in response to which Revasum issues an invoice requiring the customer to pay an up-front deposit of the total invoiced amount and after receiving the deposit, Revasum manufactures and then supplies the product. The balance of the amount payable by the customer under the invoice is paid by the customer in part on shipping and then acceptance of the product.

The terms and conditions of the purchase orders are on standard market terms including with respect to warranty, payment and pricing terms, indemnification and confidentiality.

Revasum has entered into a Purchase Agreement with a key Asia-based supplier of wafer substrates to the semiconductor industry (Supplier). Under the terms of the Purchase Agreement, Revasum and the Supplier have agreed that all purchases under the Purchase Agreement will be made by purchase orders issued by the Supplier. The Purchase Agreement includes the following terms:

**Termination:** Either party may terminate the agreement upon written notice that the other party is in material breach or fails to perform any obligations under the agreement. The Supplier may terminate in the event a third party asserts a claim of patent or copyright infringement against the Supplier or if Revasum is in breach of certain obligations or becomes bankrupt. Revasum may terminate in the event the Supplier fails to make timely payment.

**Lead Time:** Revasum has agreed to deliver products within a lead time of 18 to 20 weeks after confirming a purchase order.

**Rescheduling:** The Supplier may reschedule delivery of any product with 14-days prior written notice to Revasum.

**Cancellation for Convenience:** The Supplier may cancel any purchase order prior to the scheduled delivery date upon written notice to Revasum, subject to certain charges based on the date of cancellation.

**Delay:** For the first two products of a purchase order, the Supplier has agreed to provide a 4-week grace period for delivery. Revasum has agreed to pay 0.1% of the unit price of the two products day by day as a penalty if Revasum delays shipping the products during the grace period, not to exceed 5% of the total price of the purchase order.

**Payment:** The parties have agreed to a 40% down payment due upon invoice, 50% due after shipment net 30 days and 10% due after acceptance net 30 days.

The purchase orders with the Supplier set out typical market terms, including with respect to warranty, payment and pricing terms, indemnification and confidentiality.

### 9.2 Supply Agreements

Revasum does not generally have long term written contracts with its suppliers of components for its products. Instead, supply arrangements are governed primarily by standard purchase orders that include product specifications. Revasum works closely with its suppliers to forecast business volumes and activities.

Some of Revasum's suppliers of key components are Kyocera, Westwind and The Peer Group who supply workchucks, air bearings and control systems software respectively. Revasum does not have written agreements in place with these suppliers that govern the relationships but has longstanding relationships with each of these suppliers and the Company believes that each of these suppliers are committed to a long-term relationship with the Company.

### 9.3 Manufacturing Agreement

The Manufacturing Agreement between Revasum and Jingsheng is a key manufacturing agreement under which Revasum has engaged Jingsheng to manufacture wafer polishing equipment. Pursuant to the Manufacturing Agreement, Jingsheng has agreed to manufacture to order a mutually agreed upon number of wafer polishing systems, in accordance with the following terms:

**Term:** The parties have agreed to a term of 5 years beginning 15 August 2017 with automatic renewal for additional two-year terms unless Revasum or Jingsheng elect not to renew. The agreement may be terminated by written notice immediately at any time if a law or other regulation permanently restrains or prohibits performance under the agreement, the other party is in breach and such breach is not cured within 60 days of notice, by Revasum in the event of an assignment or merger in violation of the agreement or by either party in the event the other party ceases to do business in the normal course, is declared insolvent or bankrupt or is otherwise subject to a liquidation or insolvency proceeding or makes an assignment for the benefit of creditors.

**Pricing:** Prices are based on mutually agreed upon purchase orders with mark-ups for certain purchased materials. For systems built at Revasum with parts purchased by Jingsheng, Revasum has agreed to pay the actual bill-of-materials plus a 13% mark-up. For systems built at Jingsheng, Revasum has agreed to pay the actual bill-of-materials plus a 40% mark-up.

**Territory and License Fee:** Jingsheng is entitled to sell wafer polishing equipment exclusively in China, including Honk Kong and Macau ADR (but excluding Taiwan) (**Jingsheng Territory**), and has agreed to pay a license fee for each wafer polishing equipment it sells in the Jingsheng Territory. The license fee is paid quarterly and is equal to 8% of the total sales price of the equipment in the prior calendar quarter.

**Undertakings:** Jingsheng has agreed to consult with Revasum and manufacture wafer polishing equipment pursuant to certain specifications as defined in the Manufacturing Agreement. Both parties have agreed to provide the other party with a non-binding rolling 12-month equipment forecast at the end of each calendar quarter.

**Liability:** Each party's total liability under the Manufacturing Agreement is capped at the cumulative prices paid and payable by Revasum to Jingsheng for the equipment that gave rise to the claim, except for breaches of confidentiality, wilful misconduct or fraud, or Jingsheng's breach of its territory restrictions.

**Limited Warranties:** Revasum warrants for a period of one year from acceptance of the equipment at the end customer's location that the equipment is free from defects in design. Jingsheng represents and warrants that the equipment is free from defects in workmanship and materials and will conform and operate in conformity with certain specifications and is fit for its intended purpose. Jingsheng guarantees that equipment does not contain any hazardous substances (as defined in the agreement).

**Intellectual Property:** Except for certain limited exceptions, all information and any derivatives, revisions or modifications thereof are Revasum's intellectual property, are solely owned by Revasum and are confidential. During the term, Revasum has agreed to grant Jingsheng a limited, non-exclusive license to use certain Revasum materials and intellectual property in relation to Jingsheng's manufacture and packaging of the equipment, and a limited, non-exclusive, non-assignable, non-sublicensable license to use Revasum's name and certain branding marks.

### 9.4 Manufacturing Facility and Office Lease

Revasum has entered into an Air Commercial Real Estate Association Standard Industrial/Commercial Multi-Tenant Lease – Net, as amended, with SLO Buckley Properties, LLC for real property located at 825 Buckley Road, San Luis Obispo, California 93401 to be its head office and manufacturing facility. The lease includes the following terms:

**Term:** The term is 4 years beginning 1 December 2016 and ending 30 November 2020.

**Rental Payments:** Rental payments are US\$38,517.00 per month.

**Agreed Use:** Revasum has agreed to use the property for manufacturing and general office use.

The lease sets out other typical market terms, including with respect to payment and security deposit, indemnification, maintenance and repairs, destruction and damages and payment of taxes.

The leased property has been specifically designed and fit-out to include manufacturing areas used to build Revasum's systems.

## 9. MATERIAL CONTRACTS

### 9.5 Acquisition Agreements

On 8 November 2016, Revasum entered into a Foreclosure Sale Agreement with CapitalSource Business Finance Group (**CapitalSource**) under which Revasum agreed to purchase from CapitalSource, and CapitalSource agreed to sell, all of Strasbaugh's and R.H. Strasbaugh's (a subsidiary of Strasbaugh) assets listed in the Foreclosure Sale Agreement for US\$1,149,778.94.

The Foreclosure Sale Agreement sets out typical market terms, including with respect to representations and warranties of the seller and buyer, covenants, conditions to closing and miscellaneous terms.

In connection with the Foreclosure Sale Agreement, on 8 November 2016, CapitalSource executed a Bill of Sale and Assignment in favour of Revasum under which CapitalSource agreed to convey, transfer, assign and deliver all of CapitalSource's right, title and interest in Strasbaugh's and R.H. Strasbaugh's assets as listed in the Bill of Sale and Assignment and Foreclosure Sale Agreement. Under the terms of the Bill of Sale and Assignment, the assets were sold and purchased "as is" and with all faults, and CapitalSource made no representations or warranties of any kind except as set forth in the Foreclosure Sale Agreement.

### 9.6 Underwriting Agreement

The Offer is fully underwritten by the Joint Lead Managers pursuant to an underwriting agreement dated on or around the date of this Prospectus between the Joint Lead Managers and the Company (Underwriting Agreement). Under the Underwriting Agreement, the Joint Lead Managers have agreed to jointly lead manage the Offer and act as underwriters for the Offer.

For the purpose of this Section 9.6, Offer Documents means the following documents:

- the pathfinder prospectus (Pathfinder) for the Offer and any document that supplements or replaces the Pathfinder;
- this Prospectus (including any supplementary or replacement prospectus) and any Application Form; and
- all marketing, roadshow or investor presentation materials issued or authorised to be issued by the Company with its prior approval that are presented or delivered to prospective investors.

#### 9.6.1 Fees and expenses

Subject to the Joint Lead Managers satisfying their underwriting obligations under the Underwriting Agreement, the Company has agreed to pay the Joint Lead Managers a management and underwriting fee which will be paid equally between the Joint Lead Managers of 5.0% of the proceeds of the Offer.

In addition, the Company has agreed to pay or reimburse the Joint Lead Managers for the reasonable costs incurred by them in relation to the Offer.

#### 9.6.2 Termination events

If any of the following events occur before Completion, each Joint Lead Manager may, at any time by notice given to the Company immediately, without cost or liability to itself, terminate the Underwriting Agreement:

- the Prospectus does not comply with the Corporations Act (including if a statement in the Prospectus is or becomes misleading or deceptive or is likely to mislead or deceive) or a matter required to be included is omitted from the Prospectus (including, without limitation, having regard to the provisions of Chapter 6D.2, the Listing Rules or any other applicable law);
- the Company is prevented from allotting or issuing the CDIs under the Offer;
- the S&P/ASX 300 Index falls to a level that is 92.5% or less than the level at 5.00pm on the Business Day immediately preceding the date of the Underwriting Agreement and remains at or below that 92.5% level for two consecutive Business Days prior to the Settlement Date or closes at or below that 92.5% level on the Business Day prior to the Settlement Date;
- the Company lodges a supplementary prospectus that has not been approved by the Joint Lead Managers in accordance with the requirements in the Underwriting Agreement, or, the Joint Lead Managers form the view (acting reasonably) that a supplementary prospectus must be lodged as a result of a new circumstance that is materially adverse to an investor pursuant to Section 719 of the Corporations Act;

- there is a material adverse change or effect or prospective material adverse change that effects the general affairs, business, operations, assets, liabilities, financial position or performance, profit, losses, earnings position, shareholder's equity, or result of operations of the Group or otherwise in relation to the Group (taken as a whole);
- there are not, or there ceases to be, reasonable grounds in the opinion of the Joint Lead Managers (acting reasonably) for any statement or estimate by the Company in the Offer Documents which relate to future matters, or, any statement or estimate in the Offer Documents which relate to a future matter is in the reasonable opinion of the Joint Lead Managers unlikely to be met in the projected timeframe (including in each case the financial forecasts);
- ASX does not approve the admission of the Company to the official list and the granting of quotation to the Company's CDIs, or if approval is granted, the approval is subsequently withdrawn, qualified (other than by customary conditions or conditions otherwise acceptable to the Company and the Joint Lead Managers) or withheld, or ASX confirms that the approval is likely to be withdrawn, qualified or withheld;
- ASIC holds, or gives notice of intention to hold, a hearing or investigation in relation to the Offer or any Offer Document under the Corporations Act or the ASIC Act, or ASIC prosecutes or gives notice of an intention to prosecute, or commences proceedings against, or gives notice of an intention to commence proceedings against, the Company or any of its officers, employees or agents in relation to the Offer or any Offer Document;
- any person whose consent to the issue of the Prospectus is required by section 720 of the Corporations Act that has previously consented to the issue of the Prospectus withdraws such consent, any person gives a notice under section 733(3) of the Corporations Act or any person (other than the Joint Lead Managers) who has previously consented to the inclusion of their name or any statement in the Prospectus withdraws that consent;
- the Company withdraws the Prospectus or the Offer or any part of the Offer or indicates they do not intend to proceed with the Offer;
- ASX withdraws or revokes any waiver of the ASX Listing Rules granted by ASX, or ASIC withdraws or revokes any exemption, modification or variation of the Corporations Act granted by ASIC in respect of the Offer without the prior written approval of the Joint Lead Managers (acting reasonably);
- any of the following notifications are made in respect of the Offer (other than a notification that is not made public and that is withdrawn after 3 Business Days or prior to 8.00am on the Settlement Date, whichever is earlier): (a) ASIC issuing an order including an interim order under section 739 of the Corporations Act; (b) ASIC holding a hearing under section 739(2); (c) ASIC making an application for an order under Part 9.5 in relation to the Offer or the Prospectus; (d) ASIC commencing an investigation or hearing under Part 3 of the ASIC Act; or (e) a person (other than the Joint Lead Managers) gives a notice to the Company under section 730;
- any of the following occur (a) any Group member or any of their respective directors or officers engages or has engaged in any fraudulent conduct or activity or is charged with an indictable offence, whether or not in connection with the Offer; (b) any government agency commences any public action against a Group member or their respective directors; (c) any director of the Company is disqualified from managing a corporation under Part 2D.2 or is charged with an indictable offence;
- without the prior written consent of the Joint Lead Managers (such consent not to be unreasonably withheld), the Company disposes of a substantial part of the business or property of the Company or a Group member;
- without the prior written consent of the Joint Lead Managers (such consent not to be unreasonably withheld), the Company alters its share capital except as permitted under the Underwriting Agreement,
- any Group member becomes insolvent, or an act occurs or an omission is made which may result in a Group member becoming insolvent;
- the Company does not provide a closing certificate as and when required by the Underwriting Agreement; or
- the chief executive officer or chief financial officer of the Company vacates his or her office, or there is a change in any of those positions.

## 9. MATERIAL CONTRACTS

In addition, if one of the following events occurs and a Joint Lead Manager in its reasonable opinion believes the event (a) has had or is likely to have a material adverse effect on the success of the Offer, the ability of the Joint Lead Managers to market or promote the Offer, the willingness of persons to apply for, or settle obligations to subscribe for, CDIs under the Offer or the price at which CDIs under the Offer are likely to trade on ASX; or (b) has, or is likely to, give rise to a liability of a Joint Lead Manager under applicable law, or has or is likely to give rise to a contravention by a Joint Lead Manager of, or the Joint Lead Manager being involved in a contravention of, the Corporations Act or any other applicable law, then each Joint Lead Manager may, at any time before Completion, terminate the Underwriting Agreement, without cost or liability, by notice to the Company:

- any of the Offer Documents (other than the Prospectus) or public announcements in relation to the Offer do not comply with the Corporations Act (including if a statement in the relevant Offer Document or public announcement is or becomes misleading or deceptive or is likely to mislead or deceive) or a matter required to be included is omitted from the Offer Documents (other than the Prospectus) or public announcements in relation to the Offer (including, without limitation, having regard to the provisions of Chapter 6D.2, the Listing Rules or any other applicable law);
- a Group member commits, is involved in or acquiesces in any activity which breaches any of the following (a) the Corporations Act or any other law to which the Group member is subject or any order of any government agency that is binding on it (b) the Listing Rules (except where compliance has been waived, or as modified, by ASX) (c) its Constitution or other constituent documents (d) any legally binding requirement of ASIC or ASX (e) any other undertaking or instrument or authorisation binding on it;
- the Company amends its Constitution;
- the commencement of legal proceedings against the Company or any Group member or against any director of the Company or any Group member in that capacity or any regulatory body commences and enquiry or public action against the Company or any Group member;
- any of the Offer Documents or any aspect of the Offer does not comply with the Corporations Act (and all regulations under that Act), the Listing Rules of any other application law or regulation;
- if a regulatory body withdraws or revokes, or amends, any regulatory approvals required for the Company to perform their obligations under the Underwriting Agreement or to carry out the transactions contemplated by the Offer Documents;
- the due diligence committee report or the verification materials or any other information supplied by or on behalf of the Company to the Joint Lead Managers in relation to the Group or the Offer is or becomes false or misleading or deceptive or likely to mislead or deceive, including by way of omission;
- a representation or warranty contained in the Underwriting Agreement on the part of the Company is breached, becomes not true or correct or is not performed;
- the Company fails to comply with any of its obligations under the Underwriting Agreement, including any representation, warranty, undertaking or obligation;
- a statement in any closing certificate is untrue, incorrect, misleading or deceptive (including by way of omission);
- if any of the obligations of the parties under any of the contracts material to the business of the Group or material contracts set out in Sections 9.3 to 9.6 of this Prospectus, are not capable of being performed in accordance with their terms or if all or part of any of such contracts (a) is amended or varied without the consent of the Joint Lead Managers (b) is terminated (c) is breached (d) ceases to have effect (e) is or becomes void, voidable, illegal, invalid or unenforceable;
- in respect of any one or more of Australia, New Zealand, the United States, the United Kingdom, Japan, any member state of the European Union, and the Peoples' Republic of China, North Korea and South Korea, (a) hostilities not presently existing commence (whether or not war or a national emergency has been declared); (b) a major escalation in existing hostilities occurs (whether or not war or a national emergency has been declared); (c) a declaration is made of a national emergency or war or (d) a terrorist act is perpetrated in any of those countries or a diplomatic, military, commercial or political establishment of any of those countries elsewhere in the world;
- there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of the New Zealand, the United States, the United Kingdom, Hong Kong, any member state of the European Union, Commonwealth of Australia or any State or Territory of Australia a new law, or the Government of Australia, or any State or Territory of Australia, the Reserve Bank of Australia, or any Minister or other Government Agency of Australia or any State or Territory of Australia, adopts or announces a proposal to adopt a new policy;

- any event specified in the timetable in the Underwriting Agreement is delayed for more than two Business Days, other than a delay permitted pursuant to the Underwriting Agreement;
- there occurs a new circumstance that arises after the Prospectus Date that would have been required to be included in the Prospectus if it had arisen before lodgement;
- any of the following occurs (a) a general moratorium on commercial banking activities in Australia, Japan, the United Kingdom, the United States, any member state of the European Union, and the Peoples' Republic of China, North Korea and South Korea is declared by the relevant central banking authority in those countries, or there is a disruption in commercial banking or security settlement or clearance services in any of those countries; or (b) trading in all securities quoted or listed on ASX, the London Stock Exchange or the New York Stock Exchange is suspended or is limited in a material respect for at least one day (or a substantial part of one day) on which that exchange is open for trading; (c) a material adverse change or disruption to the political conditions or financial markets of Australia, Japan, the United Kingdom, the United States, any member state of the European Union, and the Peoples' Republic of China, North Korea and South Korea or any change in national or international political, financial or economic conditions;
- there is an event or occurrence, including any statute, order, rule, regulation, directive, request (including one compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any governmental agency which makes it illegal for the Joint Lead Managers to satisfy an obligation under the Underwriting Agreement, or to market, promote or settle the Offer; or
- other than as disclosed in the Prospectus a change in the senior management or the directors of the Company occurs (except the chief executive officer or chief financial officer).

In the event a Joint Lead Manager terminates its obligations under the Underwriting Agreement, that Joint Lead Manager shall be immediately relieved of its obligations under the Underwriting Agreement and the remaining Joint Lead Manager may elect by notice to the Company that it will either (a) assume all obligations of the terminating Joint Lead Manager or (b) nominate a replacement Joint Lead Manager to be agreed with the Company, that will assume all the obligations of the terminating Joint Lead Manager. Upon termination, the Company will be relieved of any obligation to pay the Joint Lead Manager any fees which have not accrued as at the date of termination (except costs reasonably incurred by the Joint Lead Manager).

### 9.6.3 Conditions, warranties, undertakings and other terms

The Underwriting Agreement contains certain standard representations, warranties and undertakings by the Company to the Joint Lead Managers as well as common conditions precedent, including the receipt by the Joint Lead Managers of the final, signed due diligence report and that ASX will grant certain waivers and ASIC will grant certain modifications in relation to the Offer.

The representations and warranties given by the Company relate to matters such as conduct of the Company, power and authorisations, information provided by the Company, information in this Prospectus and compliance with laws and the ASX Listing Rules. The Company also provides additional representations and warranties in connection with the business and affairs of the Company including in relation to ownership of assets, authorisations and litigation.

The Company's undertakings include that it will not, until 180 days after Completion, issue (or agree to issue) or indicate in any way that it may or will issue or agree to issue any CDIs, Shares or other securities that are convertible or exchangeable into Shares without the prior consent of the Joint Lead Managers. This undertaking is subject to certain exceptions, including any issue made pursuant to this Prospectus, an employee share plan or any conversion or exercise of securities described in the Prospectus.

### 9.6.4 Indemnity

Subject to certain exclusions relating to, among other things, fraud, gross negligence or wilful misconduct of any indemnified party, the Company agrees to keep the Joint Lead Managers and any of their related bodies corporate, affiliates and their representatives indemnified from losses suffered by them in connection with the Offer or the appointment and role of the Joint Lead Managers pursuant to the Underwriting Agreement.

A hand wearing a white nitrile glove is holding a circular blue overlay with a white grid pattern. The number '10.' is written in large orange font, and the words 'ADDITIONAL INFORMATION' are written in black, bold, uppercase letters below it. The background is a blurred laboratory setting with a microscope and other equipment.

**10.**

**ADDITIONAL  
INFORMATION**

## 10. ADDITIONAL INFORMATION

### 10.1 Incorporation

The Company was incorporated under the name 'Grindco, Inc. on 16 October 2016 in Delaware, United States. On 19 October 2016, the Company changed its name to Revasum, Inc.

### 10.2 Group structure

The Group comprises the Company, which is the parent company and key operating company of the Group and Revasum Australia, Inc. being a wholly owned subsidiary of the Company which was incorporated in Delaware in the United States on 17 August 2018 and is currently dormant.

### 10.3 Current capital structure

The issued capital of the Company as at the date of this Prospectus is set out in the table below:

Class of Security	Number
Common stock	727,500
Series Seed preferred stock	33,000,000
Series A preferred stock	6,629,970
Series B preferred stock	5,536,140
Stock options	13,070,550
Common stock warrants	9,750,000
Convertible notes	US\$8.7 million
Restricted Stock Units	2,402,160

### 10.4 Capital structure following the Offer

Shortly prior to allotment of CDIs under the IPO, the following changes will automatically be made to the capital structure of the Company (**Share Capital Restructure**) in accordance with stockholder consents obtained prior to the Prospectus Date and the terms of issue of the relevant securities and conditional upon the Board resolving to allot CDIs under the Offer:

- conversion of the existing Series Seed, Series A and Series B Preferred Stock into Shares;
- conversion of the Convertible Notes into Shares; and
- exercise of the Warrants held by Firsthand into Shares which will be partly a cash exercise and party a net exercise as set out in Section 6.5.1.

As at the Allotment Date, the issued share capital of the Company will comprise the following:

Class of Security	Number of Securities	CDI equivalent
Shares	76,502,363	76,502,363
Options	13,220,550	13,220,550
Restricted Stock Units	2,402,160	2,402,160

## 10. ADDITIONAL INFORMATION

### 10.5 Options on issue

The Company has the following Options on issue as at the date of this Prospectus.

Type	Grant date	Exercise price per Share	Term	Number of Options
Options	1 May 2017	US\$0.03	10 years	8,047,080
Options	11 September 2017	US\$0.03	10 years	996,510
Options	27 October 2017	US\$0.03	10 years	1,416,960
Options	5 September 2018	US\$0.15	10 years	2,535,000
Options	15 October 2018	US\$0.92	10 years	75,000

The Options have been issued under the 2017 Plan. The Options vest over four years subject to (in most circumstances) continued employment with the Company. The vesting periods of the Options granted in May 2017 begin retroactively to the date of Revasum's start of operations in October 2016.

### 10.6 Restricted Stock Units on issue

The Company has the following Restricted Stock Units on issue as at the date of this Prospectus:

Grant date	Participant	Term	Number of Restricted Stock Units
15 October 2018	Jerry Cutini	10 years	1,271,025
	Ryan Benton	10 years	976,845
	Senior Management	10 years	154,290

The performance-based Restricted Stock Units issued to the Executive Directors are subject to the achievement of performance hurdles and time-based vesting (as described in Section 5.5).

Restricted Stock Units issued to Senior Management are solely subject to time based vesting.

### 10.7 Certificate of Incorporation, Bylaws and Rights attaching to the Shares

A summary of the Company's securities and provisions of its Third Amended and Restated Certificate of Incorporation (**Certificate of Incorporation**) and Bylaws, which will apply from the Allotment Date, is set out below. This summary is not intended to be exhaustive.

Firsthand is a related party of the Company by virtue of holding a controlling interest in the Company. Following completion of the Offer, Firsthand will hold 58.2% of the issued share capital of the Company on a fully diluted basis and 70.0% on an undiluted basis.

To ensure Firsthand cannot itself pass shareholder resolutions relating to matters that may materially impact the rights of shareholders (such as winding up the Company, delisting of the Company from ASX, amending the rights attaching to Shares or control transactions) and which may ordinarily be passed under the DGCL by majority approval (i.e. greater than 50% approval), the Company has incorporated an 80% shareholder approval requirement (i.e. at least 80% approval) in relation to such matters into its Certificate of Incorporation and Bylaws, which brings this in line with similar shareholder approval requirements under Australian law. Refer below in this Sections 10.7 and 10.8 for further details of the 80% shareholder approval and the matters to which this applies. These higher approval thresholds will fall away upon Firsthand's holdings falling to less than 40% of the issued capital.

## General description of share capital

Shares – The Company is authorised to issue 226,128,108 Shares, par value of US\$0.0001 per Share, 174,128,108 of which are designated “Common Stock,” and 52,000,000 of which are designated “Common Prime Stock.”

Certain Existing Shareholders will enter into escrow agreements with the Company in conjunction with the Offer. In the event of a breach of any such escrow agreement, the Common Stock will convert automatically into Common Prime Stock for the duration of the breach. As of the date of the Prospectus, no shares of Common Prime Stock are issued or outstanding.

Options – The Company has reserved an aggregate of 17,360,160 Shares for issuance under its 2017 Omnibus Incentive Plan.

## Voting

At a meeting of the Company's stockholders, every stockholder present in person or by proxy is entitled to one vote for each share held on the record date for the meeting on all matters submitted to a vote of stockholders.

Holders of Common Prime Stock are not entitled to any voting rights or voting powers.

## Dividends

Holders of Common Stock shall be entitled to receive, when, as and if declared by the Board, out of any assets of the Company legally available, any dividends as may be declared from time to time by the Board.

Holders of Common Prime Stock are not entitled to share in any dividends.

## Rights attaching to Shares

Other than the Existing Shareholders who are subject to escrow agreements as described above, whose Shares will be subject to conversion into Common Prime Stock upon breach of applicable restrictions, stockholders have no preferences of rights of conversion, exchange, pre-emption or other subscription rights.

## Anti-takeover provisions of Delaware Law, Certificate of Incorporation and Bylaws

As a foreign company registered in Australia, the Company will not be subject to Chapters 6A, 6B and 6C of the Corporations Act dealing with the acquisition of shares (i.e. substantial holders and takeovers).

Provisions of the DGCL, the Company's Certificate of Incorporation and the Company's Bylaws could make it more difficult to acquire the Company by means of a tender offer (takeover), a proxy contest or otherwise, or to remove incumbent officers and Directors of the Company. These provisions (summarised below) could discourage certain types of coercive takeover practices and takeover bids that the Board may consider inadequate and to encourage persons seeking to acquire control of the Company to first negotiate with the Board. The Company believes that the benefits of increased protection of its ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure the Company outweigh the disadvantages of discouraging takeover or acquisition proposals because, among other things, negotiation of these proposals could result in an improvement of their terms.

**Delaware anti-takeover statute** – The DGCL generally prohibits a public Delaware corporation from engaging in a “business combination” with an “interested stockholder” for a period of three years after the date of the transaction in which the person became an interested stockholder, unless: prior to the date of the transaction, the board of directors of the corporation approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder; the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced; or on or subsequent to the date of the transaction, the business combination is approved by the board and authorised at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least 66-2/3% of the outstanding voting stock which is not owned by the interested stockholder. The DGCL defines a business combination to include: any merger or consolidation involving the corporation and the interested stockholder; any sale, transfer, pledge or other disposition involving the interested stockholder of 10% or more of the assets of the corporation; subject to exceptions, any transaction involving the corporation that has the effect of increasing the proportionate share of the stock of any class or series of the corporation beneficially owned by the interested stockholder; subject to exceptions, any transaction that results in the issuance or transfer by the corporation of any stock of the corporation to the interested stockholder; and the receipt by the interested stockholder of the benefit of any loans, advances, guarantees, pledges or other financial benefits provided by or through the corporation. In general, the DGCL defines an interested stockholder as any entity or person beneficially owning 15% or more of the outstanding voting stock of the corporation and any entity or person affiliated with or controlling or controlled by the entity or person. The existence of these provisions of the

## 10. ADDITIONAL INFORMATION

DGCL would be expected to have an anti-takeover effect with respect to transactions not approved in advance by the Board, including discouraging attempts that might result in a premium over the market price for the Shares held by Shareholders.

**Removal of directors** – The Company's Certificate of Incorporation provides that any Director may be removed with cause at any special meeting of stockholders duly called and held for such purpose.

**Amendment** – The Company's Bylaws and Certificate of Incorporation provide that the affirmative vote of a majority of the Directors is required to amend the Bylaws. The DGCL provides that the Bylaws may be amended at a meeting of the stockholders by an affirmative vote of the holders of at least a majority of the Company's voting shares present in person or by proxy at the meeting.

**Size of the Board and Board Vacancies** – The Company's Bylaws provide that the number of Directors on the Board shall be three or more and is to be fixed exclusively by the Board. Newly created directorships resulting from any increase in the Company's authorized number of Directors or any vacancies will be filled by a majority of the remaining Directors in office, unless otherwise required by law or by resolution of the Board.

**Special stockholder meetings** – The Company's Bylaws provide that special meetings of stockholders may be called by any of the Chairman of the Board, the Chief Executive Officer or the President of the Company, a majority of the Board or the holders of at least 10% of the Company's voting shares.

**Requirements for advance notification of stockholder nominations and proposals** – The Company's Bylaws establish advance notice procedures with respect to nomination of candidates for election as Directors other than nominations made by or at the direction of the Board or a committee of the Board.

**No cumulative voting** – The Company's Certificate of Incorporation provides that there will be no cumulative voting.

**Authorized but unissued shares** – Subject to the limitation on the issue of securities under the Listing Rules and the DGCL, the Company's authorized but unissued Shares will be available for future issuance without Shareholder approval. The Company may use additional Shares for a variety of purposes, including future public offerings to raise additional capital, to fund acquisitions and as employee compensation. The existence of authorized but unissued Shares could render more difficult, or discourage, an attempt to obtain control of the Company by means of a proxy contest, tender offer, merger or otherwise.

## 10.8 Comparison of Laws Governing the Company as U.S. Company with Laws Governing Australian Publicly Listed Companies Generally

	Delaware Law and U.S. Federal Law	Australian Law
<b>Transactions that require Shareholder approval</b>	<p>The DGCL and the Company's Certificate of Incorporation and Bylaws (which will be in effect at Listing) govern the type of transactions that require shareholder approval. Generally, the following types of transactions, among others, will require shareholder approval:</p> <ul style="list-style-type: none"> <li>• amendments to the certificate of incorporation;</li> <li>• material corporate transactions such as a merger or acquisition, the sale of all or substantially all of the Company's assets, or the dissolution of the Company;</li> <li>• establishing stock plans and amendments to same;</li> <li>• changing the number of directors;</li> <li>• permitting interested director transactions; and</li> <li>• taking certain actions affecting shareholder rights.</li> </ul> <p>To ensure Firsthand cannot itself pass shareholder resolutions relating to matters that may materially impact the rights of shareholders (such as winding up the Company, delisting of the Company from ASX, amending the rights attaching to Shares or control transactions) and which may ordinarily be passed under the DGCL by majority approval, the Company has incorporated a 80% shareholder approval requirement (i.e. at least 80% approval) in relation to such matters into its Certificate of Incorporation and Bylaws. These higher approval thresholds will fall away upon Firsthand's holdings falling to less than 40% of the issued capital.</p> <p>The Company's Bylaws provide that the Bylaws may be amended by shareholders holding a majority of the Company's outstanding voting stock or, to the extent provided in the Certificate Of Incorporation, by the Board, except insofar as the Bylaws adopted by the shareholders otherwise provide.</p> <p>The Company's Certificate of Incorporation provides that the Company's Bylaws may be amended by the Board.</p>	<p>Under the Corporations Act, the principal transactions or actions requiring shareholder approval include:</p> <ul style="list-style-type: none"> <li>• adopting or altering the constitution of the company;</li> <li>• appointing or removing a director or auditor;</li> <li>• certain transactions with related parties of the company;</li> <li>• putting the company into liquidation; and</li> <li>• changes to the rights attached to shares.</li> </ul> <p>Shareholder approval is also required for certain transactions affecting share capital (e.g. share buybacks and share capital reductions).</p> <p>Under the ASX Listing Rules, shareholder approval is required for matters including:</p> <ul style="list-style-type: none"> <li>– increases in the total amount of directors' fees;</li> <li>– directors' termination benefits in certain circumstances;</li> <li>– certain transactions with related parties;</li> <li>– certain issues of shares; and</li> <li>– if a company proposes to make a significant change to the nature or scale of its activities or proposes to dispose of its main undertaking.</li> </ul>

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	Delaware Law and U.S. Federal Law	Australian Law
<b>Shareholders' right to request or requisition a general meeting</b>	<p>The Company's Bylaws provide that special meetings of Shareholders may be called by (i) the chairperson of the Board; (ii) the CEO or President, (iii) a majority of the members of the Board, or (iv) holders of Shares entitled to cast not less than 10% of the total number of votes entitled to be cast at such meeting.</p>	<p>The Corporations Act requires the Directors to call a general meeting on the request of members with at least 5% of the vote that may be cast at the general meeting or at least 100 shareholders who are entitled to vote at a general meeting.</p> <p>Shareholders with at least 5% of the votes that may be cast at the general meeting may also call and arrange to hold a general meeting at their own expense.</p>
<b>Shareholders' right to appoint proxies to attend and vote at meetings on their behalf</b>	<p>Unless otherwise provided by law or the Certificate of Incorporation, at a meeting of the Company's shareholders, every shareholder present in person or by proxy is entitled to one vote for each share held on the record date for the meeting on all matters submitted to a vote of shareholder.</p> <p>Under the Company's Bylaws, the presence at the meeting (in person or represented by proxy) of the holders of one-third of the shares of stock entitled to vote at the meeting will constitute a quorum for the transaction of business, except if otherwise required by applicable law.</p> <p>Except as otherwise provided by statute, elsewhere in the Certificate of Incorporation or Bylaws, or by applicable stock exchange rules, every matter other than the election of directors shall be decided by the affirmative vote of the holders of a majority of the shares of stock entitled to vote thereon that are present in person or represented by proxy at the meeting and are voted for or against the matter.</p> <p>Directors will be elected by a plurality of the votes of the shares (present in person or represented by proxy at the meeting) entitled to vote on the election of Directors.</p>	<p>The position is comparable under the Corporations Act.</p>
<b>Changes in the rights attaching to shares</b>	<p>The DGCL allows a majority of the shares of a class or series of shares, or such other number of shares as set out in a company's Certificate of Incorporation, to amend the rights attaching to such class or series (as applicable) of shares.</p>	<p>The Corporations Act allows a company to set out in its constitution the procedure for varying or cancelling rights attached to shares in a class of shares.</p> <p>If a company does not have a constitution, or has a constitution that does not set out a procedure, such rights may only be varied or cancelled by:</p> <ul style="list-style-type: none"> <li>• a special resolution passed at a meeting for a company with a share capital of the class of members holding shares in the class; or</li> <li>• a written consent of members with at least 80% of the votes in the class.</li> </ul>

	Delaware Law and U.S. Federal Law	Australian Law
<b>Shareholder protections against oppressive conduct</b>	<p>Shareholders can sue on their own behalf in a direct suit if the shareholder can claim some personal harm, which can include claims regarding, among others, contractual and preemptive rights, rights to vote, etc.</p> <p>Shareholders can also bring derivative suits on behalf of the Company, as discussed below.</p>	<p>Under the Corporations Act, shareholders have statutory remedies for oppressive or unfair conduct of the company's affairs and the court can make any order as it sees appropriate.</p>
<b>Shareholders' rights to bring or intervene in legal proceedings on behalf of the company</b>	<p>Under the DGCL, a shareholder may bring a derivative action on behalf of the Company where those in control of the Company have failed to assert a claim belonging to the Company. A shareholder must meet certain eligibility and standing requirements, including a requirement that the plaintiff has been a shareholder of the Company at the time of the act of which the plaintiff makes the complaint and a requirement that the plaintiff maintain his or her status as a shareholder throughout the course of the litigation.</p> <p>A derivative plaintiff must also have made a demand on the Directors of the Company to assert the corporate claim, unless such a demand would have been futile.</p>	<p>The Corporations Act permits a shareholder to apply to the court for leave to bring proceedings on behalf of the company, or to intervene in proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for those proceedings, or for a particular step in those proceedings.</p> <p>The court must grant the application if it is satisfied that:</p> <ul style="list-style-type: none"> <li>• it is probable that the company will not itself bring the proceedings, or properly take responsibility for them, or for the steps in them;</li> <li>• the applicant is acting in good faith;</li> <li>• it is in the best interests of the company that the applicant be granted leave;</li> <li>• if the applicant is applying for leave to bring proceedings, there is a serious question to be tried; and</li> <li>• either at least 14 days before making the application, the applicant gave written notice to the company of the intention to apply for leave and of the reasons for applying, or the court considers it appropriate to grant leave.</li> </ul> <p>The Corporations Act provides that proceedings brought or intervened in with leave must not be discontinued, compromised or settled without the leave of the court.</p>

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	Delaware Law and U.S. Federal Law	Australian Law
<b>"Two Strikes" rule in relation to remuneration reports</b>	<p>The U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (U.S.) requires all "reporting companies" to have an advisory shareholder vote on pay at least once every three years. Companies must report the results and say how they have responded to these when making decisions on pay the following year.</p> <p>The Company will be required to register as a U.S. reporting company pursuant to Section 12(g) of the U.S. Securities Exchange Act of 1934, as amended, ("<b>U.S. Exchange Act</b>") if, among other things, it has (i) assets of more than US\$10 million on the last day of its most recent fiscal year and (ii) either 2,000 or more holders of any class of equity securities or 500 or more holders of any class of equity securities who are not "accredited investors" as defined in Rule 501 of Regulation D promulgated under the U.S. Securities Act.</p> <p>If the Company qualifies as an 'emerging growth company' at the time it becomes a reporting company, then it will not be required to hold an advisory shareholder vote on pay until it is no longer an emerging growth company.</p> <p>The Company will be an emerging growth company until the earliest of: (i) the last day of the first fiscal year in which its annual gross revenues exceed US\$1.07 billion, (ii) last day of the fiscal year of the issuer following the fifth anniversary of the date of the first sale of common equity securities of the issuer pursuant to an effective registration statement under the U.S. Securities Act (iii) the date that it becomes a "large accelerated filer" as defined in Rule 12b-2 under the U.S. Exchange Act (see below), or (iv) the date on which the Company has issued more than US\$1.0 billion in non-convertible debt during the preceding three year period.</p> <p>A company becomes a large accelerated filer if it meets any of the following conditions as of the end of its fiscal year:</p> <ul style="list-style-type: none"><li>i) it has an aggregate worldwide market value of the voting and non-voting common equity held by non-affiliates of US\$700 million or more as of the last business day of its most recently completed second fiscal quarter;</li></ul>	<p>The Corporations Act requires that a company's annual report must include a report by the Directors on the company's remuneration framework (called a remuneration report).</p> <p>A resolution must be put to shareholders at each annual general meeting of the company's shareholders ("<b>AGM</b>") seeking approval for the remuneration report. The approval is advisory only, however, if more than 25% of shareholders vote against the remuneration report at two consecutive AGMs (i.e. two strikes). An ordinary (50%) resolution must be put to shareholders at the second AGM proposing that a further meeting be held within 90 days at which all of the Directors who approved the second remuneration report must resign and stand for re-election.</p>

	Delaware Law and U.S. Federal Law	Australian Law
<b>“Two Strikes” rule in relation to remuneration reports</b> continued	<ul style="list-style-type: none"> <li>ii) it has been subject to the requirements of Section 13(a) or 15(d) of the U.S. Exchange Act for at least 12 months;</li> <li>iii) it has filed at least one annual report pursuant to Section 13(a) or 15(d) of the U.S. Exchange Act; and</li> <li>iv) it is not eligible to rely on the requirements for smaller reporting companies for its annual and quarterly reports.</li> </ul>	
<b>Disclosure of substantial holdings</b>	<p>Section 16(a) of the U.S. Exchange Act requires the reporting of beneficial ownership of a reporting company's equity securities by (i) directors; (ii) officers and (iii) shareholders owning more than 10% of the Company's common stock.</p> <p>In addition, the U.S. Exchange Act requires every person (or group of persons) who acquires beneficial ownership of 5% or more of a U.S. reporting company's equity securities) to disclose, among other things:</p> <ul style="list-style-type: none"> <li>• how many securities are beneficially owned by the filing person;</li> <li>• whether there is a movement of at least 1% in their beneficial ownership; and</li> <li>• whether they have an intent to control or influence control of the company.</li> </ul>	<p>The Corporations Act requires every person who is a substantial holder to notify the listed company and the ASX that they are a substantial holder and to give prescribed information in relation to their holding if:</p> <ul style="list-style-type: none"> <li>• the person begins to have, or ceases to have, a substantial holding in the company or scheme;</li> <li>• the person has a substantial holding in the company or scheme and there is a movement of at least 1% in their holding; or</li> <li>• the person makes a takeover bid for securities of the company.</li> </ul> <p>Under the Corporations Act a person has a substantial holding if the total votes attached to voting shares in the company in which they or their associates have relevant interests is 5% or more of the total number of votes attached to voting shares in the company, or the person has made a takeover bid for voting shares in the company and the bid period has started and not yet ended.</p> <p>These provisions do not apply to the Company as an entity established outside Australia. However, the Company will be required to release to the ASX any substantial holder notices that are filed in the U.S.</p>

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	Delaware Law and U.S. Federal Law	Australian Law
<b>How takeovers are regulated?</b>	<p>The acquisition of securities in the Company is subject to the DGCL and applicable U.S. state and federal securities laws. As a Delaware corporation, the Company is subject to Section 203 of the DGCL, which generally prohibits a Delaware corporation from engaging in any business combinations with any shareholder who owns, or at any time in the last three years owned, 15% or more of the company's outstanding voting stock, referred to as an interested shareholder, for a period of three years following the date on which the shareholder became an interested shareholder, subject to certain exceptions. In addition, under the DGCL, the Board has the ability to implement a broader range of takeover defence mechanisms.</p>	<p>The Corporations Act prohibits a person from acquiring a relevant interest in issued voting shares in a listed company if any person's voting power in the company will increase from 20% or below to more than 20%, or from a starting point that is above 20% and below 90%.</p> <p>Exceptions to the prohibition apply (eg. acquisitions with shareholder approval, 3% creep over 6 months and rights issues that satisfy prescribed conditions).</p> <p>Substantial holder notice requirements apply (as discussed above under the heading "Disclosure of substantial holdings").</p> <p>Compulsory acquisitions are permitted by persons who hold 90% or more of securities or voting rights in a company.</p> <p>The Australian takeovers regime will not apply to Revasum as a foreign company.</p>

### 10.9 CHESSE Depository Interests

Details of CDIs and the key differences between holding CDIs and holding the underlying Shares is detailed below:

<b>What are CDIs?</b>	<p>In order for the Shares to trade electronically on the ASX, the Company intends to participate in the electronic transfer system known as CHESSE operated by ASX Settlement.</p> <p>CHESSE cannot be directly used for the transfer of securities of companies domiciled in certain foreign jurisdictions, such as the U.S. Accordingly, to enable the Shares to be cleared and settled electronically through CHESSE, the Company intends to issue depository interests called CHESSE Depository Interests or CDIs.</p> <p>CDIs confer the beneficial ownership in foreign securities such as the Shares on the CDI holder, with the legal title to such Shares being held by an Australian depository nominee.</p>
<b>Who is the depository nominee and what do they do?</b>	<p>The Company will appoint CDN, a subsidiary of the ASX, and an approved general participant of ASX Settlement to act as its Australian depository.</p> <p>CDN will hold legal title to the Shares on behalf of CDI holders. CDN will receive no fees for acting as the depository for the CDIs.</p> <p>By completing an Application Form, an Applicant will apply for Shares to be issued to CDN, which will in turn issue CDIs to the Applicant.</p>

<p><b>What registers will be maintained recording your interests?</b></p>	<p>The Company will operate a certificated principal register of Shares in the U.S, branch and an uncertificated issuer sub-register of CDIs and an uncertificated CHESSE sub-register of CDIs in Australia.</p> <p>The Company's uncertificated issuer sponsored sub-register of CDIs and uncertificated CHESSE sub-register of CDIs will be maintained by the Share Registry. The branch register is the register of legal title (and will reflect legal ownership by CDN of the Shares underlying the CDIs with the Shares held by CDN recorded on the branch register of Shares in Australia). The two uncertificated sub-registers of CDIs combined will make up the register of beneficial title of the Shares underlying the CDIs.</p>
<p><b>How is local and international trading in CDIs affected?</b></p>	<p>CDI holders who wish to trade their CDIs will be transferring the beneficial interest in the Shares rather than the legal title. The transfer will be settled electronically by delivery of the relevant CDI holdings through CHESSE. In other respects, trading in CDIs is essentially the same as trading in other CHESSE approved securities, such as shares in an Australian company.</p>
<p><b>What is the CDI:Share ratio?</b></p>	<p>One CDIs will represent an interest in one Share.</p>
<p><b>What will Applicants receive on acceptance of their Applications?</b></p>	<p>Successful Applicants will receive a holding statement which sets out the number of CDIs held by the CDI holder and the reference number of the holding. These holding statements will be provided to a holder when a holding is first established and where there is a change in the holdings of CDIs.</p>
<p><b>How do CDI holders convert from a CDI holding to a direct holding of Shares on the U.S. principal register?</b></p>	<p>CDI holders who wish to convert their ASX listed CDIs to Shares to be held on the U.S. register can do so by instructing the Company's Share Registry either:</p> <ul style="list-style-type: none"> <li>• directly in the case of CDIs on the issuer sponsored sub register operated by the Company. CDI holders will be provided with a form entitled "Register Removal Request" for completion and return to the Company's Share Registry; or</li> <li>• through their sponsoring participant (usually their broker) in the case of CDIs which are sponsored on the CHESSE sub register. In this case, the sponsoring broker will arrange for completion of the relevant form and its return to the Company's Share Registry.</li> </ul> <p>The Company's Share Registry will then arrange for the Shares to be transferred from CDN into the name of that holder and a new share certificate will be issued. This will cause the Shares to be registered in the name of the holder on the Company's share register and trading on ASX will no longer be possible. The Shares are not and will not in the near future be quoted on any market in the U.S.</p> <p>The Company's Share Registry will not charge an individual security holder or Revasum a fee for transferring CDI holdings into Shares (although a fee will be payable by market participants). It is expected that this process will be completed with 24 hours, provided that the Share Registry is in receipt of a duly completed and valid removal request form. However, no guarantee can be given about the time for this conversation to take place.</p> <p>If holders of Shares wish to convert their holdings to CDIs, they can do so by contacting the Company's Share Registry. The Company's Share Registry will not charge a fee to a holder of Shares seeking to convert the Shares to CDIs (although a fee will be payable by market participants).</p>

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### What are the voting rights of a CDI holder?

If holders of CDIs wish to attend and vote at the Company's general meeting, they will be able to do so. Under the ASX Listing Rules and the ASX Settlement Operating Rules, the Company as an issuer of CDIs must allow CDI holders to attend any meeting of the holders of Shares unless relevant U.S. law at the time of the meeting prevents CDI holders from attending those meetings.

In order to vote at such meetings, CDI holders have the following options:

- (a) instructing CDN, as the legal owner, to vote the Shares underlying their CDIs in a particular manner. A voting instruction form will be sent to CDI holders with the notice of meeting or proxy statement for the meeting and this must be completed and returned to the Company's Share Registry prior to the meeting; or
- (b) informing the Company that they wish to nominate themselves or another person to be appointed as CDN's proxy with respect to their Shares underlying the CDIs for the purposes of attending and voting at the general meeting; or
- (c) converting their CDIs into a holding of Shares and voting these at the meeting (however, if thereafter the former CDI holder wishes to sell their investment on ASX it would be necessary to convert the Shares back to CDIs). In order to vote in person, the conversion must be completed prior to the record date for the meeting. See above for further information regarding the conversion process.

As holders of CDIs will not appear on the Company's share register as the legal holders of the Shares, they will not be entitled to vote at Shareholder meetings unless one of the above steps is undertaken.

As each CDI is one Share, a CDI holder will be entitled to one vote for every CDIs they hold.

Proxy forms, CDI voting instruction forms and details of these alternatives will be included in each notice of meeting sent to CDI holders by the Company.

These voting rights exist only under the ASX Settlement Operating Rules, rather than under the U.S. Exchange Act or the DGCL. Since CDN is the legal holder of applicable shares, the holders of CDIs do not have any directly enforceable rights under the Company's Bylaws or Certificate of Incorporation.

### What dividend and other distribution entitlements do CDI holders have?

Despite legal title to the Shares being vested in CDN, the ASX Settlement Operating Rules provide that CDI holders are to receive all economic benefits and other entitlements in relation to the underlying Shares, these include dividends and other entitlements which attach to the underlying Shares. These rights exist only under the ASX Settlement Operating Rules (which have the force of law by virtue of the Corporations Act), rather than under the U.S. Exchange Act or the DGCL.

Whilst the Company does not anticipate declaring any dividends in the foreseeable future, should it do so in the longer term, the Company will declare any dividends in US\$ as that is its main functional currency. In that event, the Company will pay any dividend in US\$ or A\$ depending on the country of residence of the CDI holder. If the CDI holder in Australia wishes to receive dividends in US\$ they must complete an appropriate form and return it to the Company's Share Registry, no later than the close of business on the dividend record date.

<b>What corporate action entitlement (such as rights issues and bonus issues) do CDI holder have?</b>	CDI holders receive all direct economic and other entitlements in relation to the underlying Shares. These include entitlements to participate in rights issues, bonus issues and capital reductions. These rights exist only under the ASX Settlement Operating Rules, rather than under the U.S. Exchange Act or the DGCL.
<b>What rights do CDI holders have in the event of a takeover?</b>	<p>If a takeover bid or similar transaction is made in relation to the Shares of which CDN is the registered holder, under the ASX Settlement Operating Rules, CDN must not accept the offer made under the takeover bid except to the extent that acceptance is authorised by the relevant CDI holder. CDN must ensure that the offeror processes the takeover acceptance of a CDI holder if such CDI holder instructs CDN to do so.</p> <p>These rights exist only under the ASX Settlement Operating Rules, rather than under the U.S. Exchange Act or the DGCL.</p>
<b>What notices and announcement will CDI holders receive?</b>	CDI holders will receive all notices and company announcements (such as annual reports) that Shareholders are entitled to receive from the Company. These rights exist only under the ASX Settlement Operating Rules, rather than under the U.S. Exchange Act or the DGCL.
<b>What rights do CDI holders have on liquidation or winding up?</b>	In the event of the Company's liquidation, dissolution or winding up, a CDI holder will be entitled to the same economic benefit on their CDIs as holders of Shares. These rights exist only under the ASX Settlement Operating Rules, rather than under the U.S. Exchange Act or the DGCL.
<b>Will CDI holders incur any additional ASX or ASX Settlement fees or charges as a result of holding CDIs rather than Shares?</b>	A CDI holder will not incur any additional ASX or ASX Settlement fees or charges as a result of holding CDIs rather than Shares.
<b>Where can further information be obtained?</b>	<p>For further information in relation to CDIs and the matters referred to above, please refer to the ASX website and the documents entitled</p> <p>(d) "Understanding CHES Depositary Interests at:  <a href="http://www.asx.com.au/documents/settlements/CHES_Depositary_Interests.pdf">http://www.asx.com.au/documents/settlements/CHES_Depositary_Interests.pdf</a></p> <p>(e) ASX Guidance Note 5 at:  <a href="http://www.asx.com.au/documents/rules/gn05_ches_depositary_interests.pdf">http://www.asx.com.au/documents/rules/gn05_ches_depositary_interests.pdf</a></p> <p>or contact your stockbroker or the Offer Information Line.</p>

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### 10.10 Escrow Arrangements

Existing Shareholders will be restricted from dealing in their CDIs or Shares. Restrictions are either imposed by the ASX or have been agreed to voluntarily.

With respect to ASX imposed restrictions, the ASX Listing Rules require that certain persons or entities such as seed capitalists, promoters and related parties enter into restriction agreements under which they are restricted from dealing in a specified number of their CDIs or Shares for up to 24 months from the date of quotation of those CDIs or Shares. The restriction agreements will be in the form required by the ASX Listing Rules over such number of CDIs or Shares and for such period of time as determined by the ASX, and restrict the ability of the holder of the CDIs or Shares from disposing of, creating any security interest in or transferring effective ownership or control of such CDIs or Shares. In accordance with the Company's Certificate of Incorporation and as required by the ASX Listing Rules, if a Shareholder breaches or violates the applicable restrictions, the Shares subject to such restrictions will convert into Common Prime Stock, which is a class of common stock that does not have voting or dividend rights, until the violation is remedied or the end of the restriction period.

With respect to voluntary restrictions, a number of persons and entities have also agreed to voluntary restrictions for a specific period of time on similar terms to the ASX restriction agreements.

The table below sets out the periods during which certain Shareholders are restricted from dealing in their CDIs and Shares pursuant to the above restrictions immediately following Completion of the Offer.

The table below sets out the proportion of shares which will be subject to either voluntary or mandatory restrictions.

Investor	Shares held at Completion of the Offer (undiluted)	Shares held at Completion of the Offer (fully diluted)	% of Shares at Completion subject to escrow (undiluted)	% of Shares at Completion subject to escrow (fully diluted)	Escrow classification (mandatory/voluntary)
Firsthand Venture Investors	53,582,970	53,582,970	70.0%	58.2%	Mandatory & Voluntary
Jerry Cutini	302,625	4,507,725	0.4%	4.9%	Mandatory & Voluntary
Ryan Benton	276,795	3,218,640	0.4%	3.5%	Mandatory & Voluntary
Vivek M Rao	22,590	97,590	0.0%	0.1%	Mandatory & Voluntary
Paul Mirabelle	30,000	105,000	0.0%	0.1%	Mandatory & Voluntary
Other Senior Management	153,000	5,936,505	0.2%	6.4%	Voluntary
Employees, contractors and consultants	297,270	2,839,530	0.4%	3.1%	Voluntary
Other Shareholders	6,509,970	6,509,970	1.3%	1.1%	Mandatory & Voluntary
Shares issued under the Offer	15,327,143	15,327,143	0.0%	0.0%	n.a.
<b>Total</b>	<b>76,502,363</b>	<b>92,125,073</b>	<b>72.7%</b>	<b>77.4%</b>	

The periods during which certain Shareholders are restricted from dealing in their CDIs and Shares pursuant to the above restrictions immediately following Completion of the Offer is set out in the table below.

Investor	Day following release of the 1H19 results			12 months post-IPO			24 months post-IPO		
	Shares released	Options released	RSUs released	Shares released	Options released	RSUs released	Shares released	Options released	RSUs released
Firsthand Venture Investors	8,819,590	–	–	–	–	–	44,763,380	–	–
Jerry Cutini	–	–	–	–	–	–	302,625	2,934,075	1,271,025
Ryan Benton	–	–	–	–	–	–	276,795	1,965,000	976,845
Vivek M Rao	–	–	–	–	–	–	22,590	75,000	–
Paul Mirabelle	–	–	–	–	–	–	–	75,000	–
Other Senior Management	–	–	–	–	–	–	153,000	5,629,215	154,290
Employees, contractors and consultants	297,270	2,542,260	–	41	–	–	–	–	–
Other existing Shareholders	625,575	–	–	61,215	–	–	285,990	–	–
Shares issued under the Offer	–	–	–	–	–	–	–	–	–
<b>Total</b>	<b>9,742,435</b>	<b>2,542,260</b>	<b>–</b>	<b>61,256</b>	<b>–</b>	<b>–</b>	<b>45,804,380</b>	<b>10,678,290</b>	<b>2,402,160</b>

Notes:

1. Assumes that the Share Capital Restructuring described in Section 10.4 occurred immediately prior to the Prospectus Date and includes the conversion of the existing Series Seed, Series A and Series B Preferred Stock into Shares, the conversion of the Convertible Notes into Shares and the exercise of the Warrants held by Firsthand into Shares.
2. Expected to be in late August 2019, approximately 9 months after the IPO.
3. Escrow profile shown on a fully diluted basis.
4. Relates to the conversion of accrued interest of the Convertible Notes

Security holders that have agreed to voluntary escrow arrangements may be released early from those restrictions to enable:

- the Shareholder to accept or participate in a bona fide third-party tender offer, merger, consolidation or other similar transaction made to all holders of the Company's common stock and involving a change of control of the Company's voting securities, provided that the Shareholder remains subject to the voluntary escrow arrangements if such tender offer, merger, consolidation or other transaction is not completed;
- the Shareholder to transfer those restricted securities in an off-market transaction to an entity the escrowed security holder controls, or following the escrowed security holder's death, or to the escrowed security holder's spouse or children, provided in each circumstance, the transferee enters into a deed under which it undertakes to be bound by the same escrow restrictions as the escrowed security holder;
- the Shareholder to comply with an order of a court or regulatory authority of competent jurisdiction compelling any restricted securities to be disposed of or a security interest granted over them, or, to take an action with the prior consent of the Company where the action is necessary to alleviate financial hardship.

## 10. ADDITIONAL INFORMATION

### 10.11 For U.S. Restrictions

#### Regulation S

The Offer is being made available to investors in reliance on the exemption from registration contained in Regulation S of the U.S. Securities Act for offers which are made outside the U.S. Accordingly, the CDIs to be issued under the Offer (and the Shares underlying those CDIs) have not been, and will not be, registered under the U.S. Securities Act or the laws of any state or other jurisdiction in the U.S.

As a result of relying on the Regulation S exemption, the CDIs which are issued under the Offer (and the Shares underlying those CDIs) will be 'restricted securities' under Rule 144 of the U.S. Securities Act. This means that you will not be able to sell the CDIs issued to you under the Offer into the U.S. or to a U.S. person for a period of 12 months from the date of allotment of the CDIs under the Offer, unless the re-sale of the CDIs is registered under the U.S. Securities Act or an exemption is available. Accordingly, the market for CDIs is likely to be limited to ASX, and if the market outside of the U.S. does not develop or is illiquid, purchasers of CDIs will be unable to sell the CDIs into the market within the U.S. due to restrictions on the transfer of CDIs.

To enforce the above transfer restrictions, the Company has requested that all CDIs issued under the Offers bear a "FOR U.S." designation on ASX. This designation effectively automatically prevents any CDIs from being sold on ASX to U.S. persons. However, you will still be able to freely transfer your CDIs on ASX to any person other than a U.S. person.

In addition, hedging transactions with regard to the Company's CDIs may only be conducted in accordance with the U.S. Securities Act.

#### No-action letter

In January 2000, the SEC issued a no-action letter to ASX with regard to initial public offerings of U.S. private companies on ASX. The letter provided that non-reporting private U.S. companies, which had not listed their shares in the U.S., such as the Company, could do so on ASX in reliance on Regulation S.

The no-action letter requires purchasers of CDIs pursuant to the Offer and any person who purchases CDIs in the secondary market to make representations about their non-U.S. status. The no-action letter is based on certain assumptions and also requires that the Company, ASX, the CUSIP Bureau and ASX Participating Organisations (as defined below) take certain actions in order to comply with the requirements set forth in the no-action letter.

#### Representations regarding non-U.S. status

Each Applicant under the Offer will be deemed to have represented, warranted and agreed for the benefit of the Company and its related bodies corporate and any officers, employees, agents, advisers or brokers of any of them (affiliates) as follows:

- that the Applicant is not a U.S. Person and is not acting for the account or benefit of a U.S. Person. A U.S. Person includes, among other things and subject to certain limited exceptions:
  - any natural person resident in the U.S.;
  - any partnership or corporation organised or incorporated under the laws of the U.S.;
  - any estate of which any executor or administrator is a U.S. person;
  - any trust of which any trustee is a U.S. person;
  - any agency or branch of a foreign entity located in the U.S.;
  - any non-discretionary account or similar account, other than an estate or trust, held by a dealer or other fiduciary for the benefit or account of a U.S. person;
  - any discretionary account or similar account, other than an estate or trust, held by a dealer or other fiduciary organised, incorporated, or (if an individual) resident in the U.S.; and
  - any partnership or corporation, organised or incorporated under the laws of any foreign jurisdiction, if formed by a U.S. person principally for the purpose of investing in securities not registered under the U.S. Securities Act;
- the Applicant acknowledges and agrees that, in order to ensure that U.S. Persons do not purchase any CDIs under the Offer, a number of procedures governing the trading and clearing of CDIs will be implemented, including the application to the CDIs of the status of Foreign Ownership Restriction ("FOR") securities under the ASX Settlement Operating Rules and the addition of the notation "FOR U.S." to the CDI description on ASX trading screens and elsewhere, which will inform the market of the prohibition on U.S. Persons acquiring CDIs;

- the Applicant understands and agrees that, if in the future it decides to resell, pledge, transfer or otherwise dispose of any CDIs (or the Shares underlying those CDIs) it will only do so: (i) outside the U.S. in an offshore transaction in compliance with Rule 903 or 904 under the U.S. Securities Act, (ii) pursuant to an effective registration statement under the U.S. Securities Act or (iii) pursuant to an available exemption from the registration requirements of the U.S. Securities Act, and in each case in accordance with all applicable securities laws;
- the Applicant agrees not to engage in hedging transactions with regard to the CDIs (or the Shares underlying the CDIs) unless in compliance with the U.S. Securities Act; and
- the Applicant acknowledges that the Company and its affiliates will rely upon the truth and accuracy of the foregoing acknowledgments, representations, warranties and agreements and agrees that if any such acknowledgments, representations or warranties are no longer accurate, it will notify the Company immediately. Each Applicant agrees to indemnify the Company, its affiliates and their respective Directors, officers, employees and advisers against any loss, damage or costs incurred and arising out of or in relation to any breach by it of the acknowledgments, representations, warranties and agreements.

### Representations of purchasers of CDIs in the secondary market

The no-action letter requires that purchasers of CDIs in the secondary market make similar certifications and agreements to the ones that purchasers make in the Offer regarding their status as non-U.S. Persons.

### Requirements of ASX and CUSIP Bureau

The no-action letter requires that ASX and entities like CUSIP Global Services take certain actions in order to comply with the provisions of the no-action letter, a summary of which is set out below:

- the CDIs issued under the Offers will be classified as FOR securities under the ASX Settlement Operating Rules and will be identified on trading screens as being on the FOR list. For this purpose, "Foreign Person" will be defined as a "U.S. Person" and the permitted foreign ownership level will be zero. As a result, no U.S. Person may apply for CDIs under the Offer. If you have a CHES HIN designated as "Foreign", you may not subscribe for CDIs under the Offer. If for any reason CDIs are purchased by a U.S. Person under the Offer, the CDIs will be divested under the ASX Settlement Operating Rules;
- ASX will widely publish an explanation of the restricted stock identifier beginning a reasonable period prior to initial quotation of the Company's CDIs on ASX and continually thereafter; the CDIs will be identified in the records maintained by entities such as CUSIP Global Services, as restricted under the U.S. Securities Act, so that participants in book entry clearance facilities and others that trade the CDIs will have notice that transfers of the CDIs to U.S. persons are restricted and must qualify under an appropriate exemption;
- U.S. entities may not participate in the ASX market, either as brokers or as market-makers;
- no ASX trading screens may be placed in the U.S.; and
- whilst ASX and ASX Settlement will maintain these procedures and systems, neither the ASX or ASX Settlement is responsible for monitoring compliance with SEC requirements or U.S. law, nor is the ASX or ASX Settlement responsible to third parties for any misfeasance by the Company in relation to those procedures. If the Company breaches U.S. law, neither ASX nor ASX Settlement is responsible for those breaches.

### Requirements of the Lead Manager and ASX Participating Organisations

The no-action letter requires that the Lead Manager and ASX Participating Organisations (brokers that are members of ASX) take certain actions in order to comply with the provisions of the no-action letter, a summary of which is set out below:

- whether in the Offer or in secondary trading, ASX Participating Organisations must not execute a transaction on ASX in Regulation S securities if that broker knows that the purchaser is acting for the account or benefit of a U.S. Person;
- in connection with any purchase of CDIs, whether in the Offer or any secondary trading, ASX Participating Organisations must make reasonable efforts to ascertain whether a purchaser is a U.S. Person or is acting for the account or benefit of a U.S. Person, and implement measures designed to assure reasonable compliance with these requirements;
- the confirmation sent to each purchaser of CDIs either in the Offer or in any secondary market trading must include a notice that the CDIs are subject to the restrictions of Regulation S;

## 10. ADDITIONAL INFORMATION

- any information provided by the Lead Manager to publishers of publicly available databases, such as Bloomberg and Reuters, about the terms of the issuance of the CDIs must include a statement that the CDIs have not been registered under the U.S. Securities Act and is subject to restrictions under Regulation S.

### Requirements of the Company

The no-action letter also requires that the issuer of the CDIs (i.e. the Company) take certain actions in order to comply with the provisions of the no-action letter, a summary of which is set out below:

- the Company must undertake to provide notification of the Regulation S status of its CDIs in shareholder communications such as annual reports, periodic interim reports and notices of shareholder meetings;
- the Bylaws must provide that the Company will refuse to register any transfer of the CDIs (or the Shares underlying those CDIs) not made:
  - in accordance with the provisions of Regulation S (Rule 901 through Rule 905 and preliminary notes);
  - pursuant to registration under the U.S. Securities Act; or
  - pursuant to an available exemption from registration; and
- during the distribution compliance period the Company undertakes that any information provided by the Company to publishers of publicly available databases, such as Bloomberg and Reuters, about the term of issuance of the CDIs must include a statement that the CDIs have not been registered under the U.S. Securities Act and are subject to restrictions under Regulation S.

### Legending requirements

Global securities, certificates into which global securities may be subdivided and any physical certificate representing the Shares into which CDIs have been converted prior to the end of the restriction period must bear certain restrictive legends required under Regulation S and certain other pertinent provisions of the U.S. Securities Act and the regulations promulgated under the U.S. Securities Act. No Shares bearing the restrictive legend may be transferred by the Registry or other transfer agent without a favourable opinion or counsel or the assurance that the transfer complies fully with the U.S. Securities Act.

## 10.12 Australian taxation implications of investing under the Offer

### 10.12.1 Australian tax implications

Revasum offers a portfolio of market-leading wafer processing equipment for device and substrate manufacturing. Revasum is a company incorporated in the United States and registered as a foreign company in Australia and as such, it would be treated as a foreign company for Australian taxation purposes.

Revasum's financial year ends on 31 December, annually. The following general taxation comments consider the Australian taxation implications for Australian tax residents only. The tax implications for holders of CDIs in Revasum relate to the receipt of dividends and potential gains on the disposal of CDIs in Revasum.

The comments do not purport to provide tax advice to any particular investor and should not be relied upon as the tax position of each investor may vary depending on the specific circumstances of the investor. We recommend each investor seek their own independent income tax advice based on their particular circumstances. All current or potential investors in Revasum are urged to obtain independent financial advice about the consequences of acquiring CDIs in Revasum.

To the maximum extent permitted by law, Revasum, its officers, Directors, and each of their respective advisers accept no liability or responsibility with respect to the taxation consequences of acquiring or disposing of CDIs in Revasum issued under this Prospectus.

### 10.12.2 Dividends

Where Revasum pays a dividend to an Australian tax resident Shareholder, the dividend should be included in the Shareholders assessable income for the relevant year of income. For income tax purposes the dividend is to be grossed up for any withholding tax deducted in the U.S. for an Australian tax resident Shareholder.

The general U.S. dividend withholding tax rate is 15% and may be reduced in certain circumstances. A corresponding foreign tax offset may be available to the Shareholder for the withholding tax deducted in relation to the dividend paid.

The foreign tax offset should be equivalent to the withholding tax deducted and remitted to the U.S. tax authorities. This offset is calculated on the greater of:

- A\$1,000; or
- the Australian tax payable on the net income on which foreign tax is paid.

Generally, dividends received by an Australian resident company who holds at least 10% in a foreign company (i.e. non-portfolio dividend) would not be assessable income for Australian taxation purposes. Revasum is a foreign company, accordingly there would be no attaching franking credits to any dividend paid (i.e. no franked dividends).

### 10.12.3 Profit making intention

Any gain derived by shareholders who acquire their CDIs in Revasum as part of a business or with a view of profit, may be assessable as ordinary income for Australian taxation purposes. Correspondingly, any loss made on disposal may be deductible. In this scenario, the transaction would not be subject to the Capital Gains Tax ("CGT") provisions and the general CGT discount concession would not be available. Each investor should seek independent advice as to whether the gain would be considered ordinary income.

### 10.12.4 Capital gains tax

The disposal of CDIs in Revasum by a Shareholder would be a CGT event. A capital gain will arise where the capital proceeds on disposal exceed the cost base of the CDIs in Revasum (broadly, the amount paid to acquire the CDIs in Revasum plus any transaction costs incurred in relation to the acquisition or disposal of the CDIs in Revasum).

In the case of an arm's length on-market sale, the capital proceeds will generally be the cash proceeds received from the sale of the CDIs in Revasum. A CGT discount may be applied against the net capital gain where the Shareholder is an individual, complying superannuation entity or trustee, and the CDIs have been held for more than 12 months prior to the CGT event.

Where the CGT discount applies, any capital gain arising to individuals and entities acting as trustee (other than a trust that is a complying superannuation entity) may be reduced by one-half after offsetting current year or prior year capital losses. For a complying superannuation entity, any capital gain may be reduced by one-third, after offsetting current year or prior year capital losses.

A capital loss will be realised where the reduced cost base of the CDIs in Revasum exceeds the capital proceeds from disposal. Capital losses may only be offset against capital gains realised by the Shareholder in the same income year or future income years, subject to certain loss recoupment tests being satisfied. Capital losses cannot be offset against other assessable income.

### 10.12.5 Stamp duty

On the issue or allotment of the CDIs in Revasum as part of the offer, no stamp duty should be payable. No stamp duty should be payable in respect of the acquisition or disposal of the CDIs in Revasum that are quoted on the Australian Stock Exchange at the time of the transactions.

## 10.13 U.S. Taxation Implications

### General

This Section summarises certain U.S. federal income tax consequences of the ownership and disposition of CDIs by a non-U.S. holder, and is relevant to Australian resident holders (among others). The tax consequences for CDI holders in respect of CDIs are generally the same as for Shares. Accordingly, references to Shares should also be read in this Section as a reference to CDIs in respect of the Shares.

This Section applies to you only if you acquire your Shares in this offering and you hold your Shares as capital assets for tax purposes. You are a non-U.S. holder if you are, for U.S. federal income tax purposes:

- a non-resident alien individual;
- a foreign corporation; or
- an estate or trust that in either case is not subject to U.S. federal income tax on a net income basis on income or gain from Shares.

This Section does not consider the specific facts and circumstances that may be relevant to a particular non-U.S. holder and does not address the treatment of a non-U.S. holder under the laws of any state, local or foreign taxing

## 10. ADDITIONAL INFORMATION

jurisdiction. This Section also does not address any estate or gift tax consequences of ownership or disposition of CDIs. This Section is based on the tax laws of the U.S., including the Internal Revenue Code of 1986, as amended, existing and proposed regulations, and administrative and judicial interpretations, all as at the date of this Prospectus. These laws are subject to change, possibly on a retroactive basis.

If an entity or arrangement that is treated as a partnership for U.S. federal income tax purposes holds Shares, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and the tax treatment of the partnership. A partner in a partnership holding Shares should consult its tax adviser with regard to the U.S. federal income tax treatment of an investment in Shares.

**You should consult a tax adviser regarding the U.S. federal income tax consequences of acquiring, holding and disposing of Shares in your particular circumstances, as well as any tax consequences that may arise under the laws of any state, local or foreign taxing jurisdiction.**

### Dividends

If the Company makes a distribution of cash or other property (other than certain distributions of its stock) in respect of Shares, the distribution generally will be treated as a dividend to the extent of the Company's current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Any portion of a distribution that exceeds the Company's current and accumulated earnings and profits will generally be treated first as a tax-free return of capital, on a share-by-share basis, to the extent of your tax basis in the Shares (and will reduce your basis in such Shares), and, to the extent such portion exceeds your tax basis in the Shares, the excess will be treated as gain from the taxable disposition of Shares, the tax treatment of which is discussed below under "Gain on Disposal of Shares".

Except as described below, if you are a non-U.S. holder of Shares, dividends paid to you are subject to withholding of U.S. federal income tax at a 30% rate or at a lower rate if you are eligible for the benefits of an income tax treaty that provides for a lower rate. Even if you are eligible for a lower treaty rate, and other payors will generally be required to withhold at a 30% rate (rather than the lower treaty rate) on dividend payments to you, unless you have furnished to the Company or another payor:

- a valid U.S. Internal Revenue Service (**IRS**) Form W-8 or an acceptable substitute form upon which you certify, under penalties of perjury, your status as a non-U.S. person and your entitlement to the lower treaty rate with respect to such payments; or
- in the case of payments made outside the U.S. to an offshore account (generally, an account maintained by you at an office or branch of a bank or other financial institution at any location outside the U.S.), other documentary evidence establishing your entitlement to the lower treaty rate in accordance with U.S. Treasury regulations.

If you are eligible for a reduced rate of U.S. withholding tax under a tax treaty, you may obtain a refund of any amounts withheld in excess of that rate by filing a refund claim with the IRS.

If dividends paid to you are "effectively connected" with your conduct of a trade or business within the U.S., and, if required by a tax treaty, the dividends are attributable to a permanent establishment that you maintain in the U.S., the Company and other payors generally are not required to withhold tax from the dividends, provided that you have furnished to the Company or another payor a valid IRS Form W-8ECI or an acceptable substitute form upon which you represent, under penalties of perjury, that:

- you are a non-U.S. person; and
- the dividends are effectively connected with your conduct of a trade or business within the U.S. and are includible in your gross income.

"Effectively connected" dividends are taxed at rates applicable to U.S. citizens, resident aliens and domestic U.S. corporations.

If you are a corporate non-U.S. holder, "effectively connected" dividends that you receive may, under certain circumstances, be subject to an additional 'branch profits tax' at a 30% rate or at a lower rate if you are eligible for the benefits of an income tax treaty that provides for a lower rate.

### Gain on Disposal of Shares

If you are a non-U.S. holder, you generally will not be subject to U.S. federal income tax on any gain that you recognize on a disposition of Shares unless:

- the gain is "effectively connected" with your conduct of a trade or business within the U.S., and the gain is attributable to a permanent establishment that you maintain in the U.S., if that is required by an applicable income tax treaty as a condition for subjecting you to U.S. taxation on a net income basis;

- you are an individual, you hold Shares as a capital asset, you are present in the U.S. for 183 or more days in the taxable year of the sale and certain other conditions exist; or
- the Company is or has been a "U.S. real property holding corporation" (as described below), at any time within the five-year period preceding the disposition or your holding period, whichever period is shorter, you are not eligible for a treaty exemption, and either (i) the Shares are not regularly traded on an established securities market prior to the beginning of the calendar year in which the sale or disposition occurs or (ii) you owned or are deemed to have owned, at any time within the five-year period preceding the disposition or your holding period, whichever period is shorter, more than 5% of the Shares.

If you are a non-U.S. holder and the gain from the taxable disposition of Shares is effectively connected with your conduct of a trade or business within the U.S. (and, if required by a tax treaty, the gain is attributable to a permanent establishment that you maintain in the U.S.), you will be subject to tax on the net gain derived from the sale at rates applicable to U.S. citizens, resident aliens and domestic U.S. corporations. If you are a corporate non-U.S. holder, "effectively connected" gains that you recognise may also, under certain circumstances, be subject to an additional 'branch profits tax' at a 30% rate or at a lower rate if you are eligible for the benefits of an income tax treaty that provides for a lower rate. If you are an individual non-U.S. holder described in the second bullet point immediately above, you will be subject to a flat 30% tax, or a lower rate if you are eligible for the benefits of an income tax treaty that provides for a lower rate, on the gain derived from the sale, which may be offset by U.S. source capital losses, even though you are not considered a resident of the U.S.

The Company will be a U.S. real property holding corporation at any time that the fair market value of Revasum's "U.S. real property interests", as defined in the Code (as defined below) and applicable Treasury Regulations, equals or exceeds 50% of the aggregate fair market value of the Company's worldwide real property interests and other assets used or held for use in a trade or business (all as determined for the U.S. federal income tax purposes). While there can be no assurances, Revasum does not believe that it is a U.S. real property holding corporation.

### FATCA Withholding

Pursuant to Code Sections 1471 through 1474, commonly known as the Foreign Account Tax Compliance Act (**FATCA**), a 30% withholding tax (**FATCA withholding**) may be imposed on certain payments to you or to certain foreign financial institutions, investment funds and other non-U.S. persons receiving payments on your behalf if you or such persons fail to comply with certain information reporting requirements. Payments of dividends that you receive in respect of Shares could be affected by this withholding if you are subject to the FATCA information reporting requirements and fail to comply with them or if you hold Shares through a non-U.S. person (e.g., a foreign bank or broker) that fails to comply with these requirements (even if payments to you would not otherwise have been subject to FATCA withholding). Payments of gross proceeds from a sale or other disposition of Shares could also be subject to FATCA withholding unless such disposition occurs before 1 January 2019. You should consult your own tax advisers regarding the relevant U.S. law and other official guidance on FATCA withholding.

### Backup Withholding and Information Reporting

If you are a non-U.S. holder, the Company and other payors are required to report payments of dividends on IRS Form 1042-S even if the payments are exempt from withholding. You are otherwise generally exempt from backup withholding and information reporting requirements with respect to dividend payments and the payment of the proceeds from the sale of Shares effected at a U.S. office of a broker provided that either (i) the payor or broker does not have actual knowledge or reason to know that you are a U.S. person and you have furnished a valid IRS Form W-8 or other documentation upon which the payor or broker may rely to treat the payments as made to a non-U.S. person or (ii) you otherwise establish an exemption. Payment of the proceeds from the sale of Shares effected at a foreign office of a broker generally will not be subject to information reporting or backup withholding. However, a sale effected at a foreign office of a broker could be subject to information reporting in the same manner as a sale within the U.S. (and in certain cases may be subject to backup withholding as well) if (a) the broker has certain connections to the U.S., (b) the proceeds or confirmation are sent to the U.S. or (c) the sale has certain other specified connections with the U.S. In addition, certain foreign brokers may be required to report the amount of gross proceeds from the sale or other disposition of Shares under FATCA if you are presumed to be a U.S. person.

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### 10.14 Interests of experts and advisers

Other than as set out below, or as otherwise disclosed in this Prospectus, no person named in this Prospectus as providing professional or advisory services in connection with the preparation of this Prospectus or any firm in which any such person is a partner:

- has or had at any time during the two years preceding the date of the Prospectus, any interest in the formation or promotion of the Company, or in any property acquired or proposed to be acquired by the Company or the Offer; or
- has been paid or agreed to be paid any amount or given or agreed to be given any other benefit for services rendered by them in connection with the formation or promotion of the Company or the Offer.

Shaw and Partners Limited and Moelis Australia Advisory Pty Ltd have acted as Joint Lead Managers to the Offer. The Company has paid or agreed to pay the amounts described in Section 9.6 in respect of these services.

BDO Corporate Finance (East Coast) Pty Ltd has acted as the Australian Investigating Accountant and provided the Investigating Accountant's Reports in Section 6. The Company has paid or agreed to pay an amount of approximately A\$270,000.00 (plus disbursements and GST) in respect of these services. Further amounts may be paid to BDO Corporate Finance (East Coast) Pty Ltd in accordance with time-based charges.

Maddocks has acted as the Australian legal adviser to the Company in relation to the Offer. The Company has paid or agreed to pay an amount of approximately A\$280,000.00 (plus disbursements and GST) up to the date of this Prospectus in respect of these services. Further amounts may be paid to Maddocks in accordance with its normal time-based charges.

Troutman Sanders LLP has acted as U.S. legal adviser to the Company in relation to the Offer. The Company has paid or agreed to pay an amount of approximately US\$200,000.00 in respect of these services.

Fitch, Even, Tabin & Flannery LLP has acted as U.S. intellectual property legal adviser to the Company in relation to the Offer. The Company has paid or agreed to pay an amount of approximately US\$9,000.00 in respect of these services.

The Company will pay these amounts and other expenses of the Offer out of funds raised under the Offer or available cash. Further information on the use of proceeds and payment of the expenses of the Offer is set out in Section 8.4.

### 10.15 Offer expenses

A Summary of the Offer costs is set out below

Offer Costs	A\$'000	US\$'000
Joint Lead Manager fees	1,665.7	1,116.0
Legal fees	565.7	396.0
Independent accountant fees	270.0	189.0
Tax advisory fees	63.8	44.7
ASX Listing fee	155.0	108.5
Other costs	691.7	484.1
<b>Total</b>	<b>3,411.9</b>	<b>2,388.3</b>

The Company has paid or will pay all of the costs associated with the Offer. If the Offer proceeds, the total estimated cash expenses in connection with the Offer (including underwriting, management, advisory, legal, accounting, tax, listing and administrative fees as well as printing, advertising and other expenses) are estimated to be approximately A\$3.4m.

## 10.16 Consents

Each of the following parties has given and has not, before the issue of this Prospectus, withdrawn its written consent to being named in the Prospectus and to the inclusion, in the form and context in which it is included, of any information described below as being included with its consent.

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Shares), the Directors of the Company, any underwriters, persons named in the Prospectus with their consent as having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading or deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

In light of the above, each of the parties referred to below, to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than the reference to its name and any statement or report included in this Prospectus with the consent of that party as described below:

- Moelis Australia Advisory Pty Ltd has consented to being named as Joint Lead Manager to the Offer, but it does not make any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by Moelis Australia Advisory Pty Ltd;
- Shaw and Partners Limited has consented to being named as Joint Lead Manager to the Offer, but it does not make any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by Shaw and Partners Limited;
- BDO Corporate Finance (East Coast) Pty Ltd has consented to being named in the Corporate Directory of this Prospectus as the Company's Investigating Accountant and to the inclusion of its Investigating Accountant's Report in Section 7 in the form and context in which it appears;
- BDO East Coast Partnership has consented to be named in this Prospectus as the Company's auditors and Australian tax adviser and has consented to the inclusion of the summary of Australian tax implications in Section 10.12. BDO East Coast Partnership does not make any other statement in the Prospectus.
- Maddocks has consented to being named in the Corporate Directory of this Prospectus as the Australian legal adviser to the Company, but it does not make any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by Maddocks;
- Troutman Sanders LLP has consented to being named in the Corporate Directory of this Prospectus as the U.S. legal adviser and U.S. tax adviser to the Company, and has consented to the inclusion of the summary of U.S. tax implications in Section 10.13. Troutman Sanders LLP does not make any other statement in this Prospectus;
- Link Market Services Limited has consented to being named in the Corporate Directory and elsewhere in this Prospectus as the Share Registry for the Company. Link Market Services Limited has had no involvement in the preparation of any part of the Prospectus other than being named as Share Registry to the Company. Link Market Services Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

## 10.17 ASX and ASIC waivers and confirmations

The ASX has given the Company 'in principle' advice that it would be likely to provide the confirmations and waivers described below on receipt of the Company's application for admission to the Official List of ASX:

- a waiver from ASX Listing Rules 6.16, 6.19, 6.21 and 6.22 to the extent necessary to permit the Company to have Options on issue under the 2017 Plan that do not comply with those ASX Listing Rules;
- a waiver from ASX Listing Rule 14.2.1 to the extent necessary to permit the Company not to provide in the proxy form for meetings, an option for CDI holders to vote against a resolution to elect a Director;
- a confirmation that the Company may prepare its financial accounts in U.S. Dollars; and
- confirmations with respect to the mandatory ASX escrow requirements for Existing Shareholders.

The Company has also applied to ASX for in principle advice that it would be likely to provide a waiver on receipt of the Company's application for admission to the Official List of ASX, a waiver from Listing Rule 1.1, condition 12, to the extent necessary to permit the Company to have Options and Restricted Stock Units on issue with an exercise price of less than \$0.20 per CDI.

## 10. ADDITIONAL INFORMATION

ASIC has granted the Company a modification of section 707 of the Corporations Act to the extent necessary to permit the Shares that will be issued on the reclassification of the existing common stock as Shares, conversion of the existing Series Seed preferred stock and Series A and B Preferred Stock to Shares and exercise of the Common Stock Warrants into Shares, to be able to be sold within 12 months of their issue without the requirement for a future disclosure document being prepared in connection with that sale.

### 10.18 Legal proceedings

To the knowledge of the Directors, at the Prospectus Date there is no material current, pending or threatened litigation with which the Company is directly or indirectly involved, which the Company believes is likely to have a material impact on the business or the financial results of the Company.

### 10.19 Investor considerations

Before deciding to participate in this Offer, you should consider whether the CDIs to be issued are a suitable investment for you. There are general risks associated with any investment in the stock market. The value of CDIs listed on ASX may rise or fall depending on a range of factors beyond the control of the Company.

If you are in doubt as to the course you should follow, you should seek advice on the matters contained in this Prospectus from a stockbroker, solicitor, accountant or other professional adviser.

The potential tax effects relating to the Offer will vary between investors. Investors are urged to consider the possible tax consequences of participating in the Offer by consulting a professional tax adviser.

### 10.20 Governing law

This Prospectus and the contracts that arise from the acceptance of Applications under the Offer are governed by the law applicable in New South Wales, Australia and each Applicant submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

### 10.21 Statement of Directors

Other than as set out in this Prospectus, the Directors report that after due enquiries by them there have not been any circumstances that have arisen or that have materially affected or will materially affect the assets and liabilities, financial position, profits or losses or prospects of the Company, other than as disclosed in this Prospectus.

Each Director has authorised the issue of this Prospectus and has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

# 11.

## DEFINED TERMS

## 11. DEFINED TERMS

In this Prospectus:

<b>\$</b>	United States Dollars (unless otherwise specified).
<b>A\$</b>	Australian Dollars.
<b>AGM</b>	Annual General Meeting of the company's shareholders.
<b>AIFRS</b>	Australian International Financial Reporting Standards.
<b>AFSL</b>	Australian Financial Services Licence.
<b>Allotment Date</b>	The date on which the Shares are allotted under the Offer.
<b>APCVD</b>	Atmospheric-pressure chemical vapor deposition.
<b>Applicant</b>	A person who submits a valid Application Form and required Application Monies pursuant to this Prospectus.
<b>Application</b>	An application for Shares under this Prospectus.
<b>Application Form</b>	The application form attached to or accompanying this Prospectus for investors to apply for Shares under the Offer.
<b>Application Monies</b>	Money submitted by Applicants under the Offer.
<b>ASIC</b>	The Australian Securities and Investments Commission.
<b>Associate</b>	Has the meaning ascribed to that term in the Corporations Act.
<b>ASX</b>	ASX Limited ABN 98 008 624 691 or the market it operates, as the context requires.
<b>ASX Corporate Governance Principles</b>	The corporate governance principles and recommendations of the ASX Corporate Governance Council as at the date of this Prospectus.
<b>ASX Listing Rules</b>	The official Listing Rules of ASX as amended or waived and applicable to the Company from time to time.
<b>ATO</b>	The Australian Taxation Office.
<b>Board</b>	The board of directors of the Company.
<b>Broker</b>	Any ASX participating organisation selected by the Joint Lead Manager in consultation with the Company to act as a broker to the Offer.
<b>Broker Firm Offer</b>	Has the meaning ascribed to that term in Section 8.5.
<b>CDIs</b>	CHES Depositary Interests.
<b>CGT</b>	Capital Gains Tax.
<b>Closing Date</b>	The date that the Offer closes.
<b>Chairman's List Invitation</b>	An invitation under this Prospectus to selected investors in Australia nominated by the Joint Lead Managers or the Company.

<b>Chairman's List Offer</b>	The offer under this Prospectus to persons who receive a Chairman's List Invitation.
<b>Company or Revasum</b>	Revasum, Inc. (ARBN 629 268 533).
<b>Completion</b>	Completion of the issue of CDIs under this Prospectus.
<b>Convertible Note</b>	The 5% unsecured convertible notes issued by the Company in August 2018.
<b>Corporations Act</b>	The Corporations Act 2001 (Cth).
<b>CMP</b>	Chemical mechanical planarization.
<b>DGCL</b>	Delaware General Corporation Law.
<b>DRAM</b>	Dynamic Random Access Memory.
<b>Directors</b>	The directors of the Company as at the date of this Prospectus.
<b>EV</b>	Electric Vehicle.
<b>Existing Shareholders</b>	A holder of Shares immediately prior to the issue of CDIs under the Offer.
<b>Existing Shares</b>	Existing shares at the date of this Prospectus.
<b>Exposure Period</b>	The seven day period after the date of lodgement of the Prospectus with ASIC (as extended by ASIC (if applicable)).
<b>Fab</b>	Fabrication plant.
<b>Firsthand</b>	Firsthand Venture Investors.
<b>Institutional Applicant</b>	An Applicant to whom offers or invitations in respect of securities can be made without the need for a lodged prospectus (or other formality, other than a formality which the Company is willing to comply with), including in Australia persons to whom offers or invitations can be made without the need for a lodged prospectus under section 708 of the Corporations Act (disregarding section 708AA), and excluding a retail client within the meaning of section 761G of the Corporations Act.
<b>Institutional Offer</b>	The invitation to Institutional Investors under this Prospectus to apply for CDIs.
<b>IoT</b>	Internet of Things.
<b>IC</b>	Integrated Circuit.
<b>IP</b>	Intellectual Property.
<b>Jingsheng</b>	Zhejiang Jingsheng M & E Co., Ltd.
<b>Joint Lead Managers</b>	Moelis Australia Advisory Pty Ltd and Shaw and Partners Limited.
<b>Key Executives</b>	Jerry Cutini and Ryan Benton.
<b>Listing</b>	Admission of the Company to the official list of ASX.
<b>MEMS</b>	Micro-Electro-Mechanical Systems.

## 11. DEFINED TERMS

<b>NAND</b>	A form of non-volatile storage technology that does not require power to retain data.
<b>Offer</b>	The offer of CDIs to raise up to A\$30.7m.
<b>Offer Period</b>	The period during which investors may subscribe for CDIs under the Offer.
<b>Offer Price</b>	The subscription price per CDI under the Offer (i.e. A\$2.00 per CDI).
<b>Option</b>	An option to acquire Securities in the Company.
<b>OSD</b>	Optoelectronic, Sensor and Discreet.
<b>Prospectus</b>	This Prospectus, dated 9 November 2018, for the issue of CDIs to raise up to A\$30.7m (including the electronic form of this Prospectus) and any supplementary or replacement Prospectus.
<b>Prospectus Date</b>	The date on which the Prospectus was lodged with ASIC, being 9 November 2018.
<b>Retail Applicant</b>	An Applicant who is not an Institutional Applicant.
<b>RSU</b>	Restricted Stock Units.
<b>Security</b>	Includes a Share or CDI which is the subject of the Offer and any other right, or any other equity interest in the Company.
<b>Senior Management</b>	Members of the Company's executive team listed in Section 5.3.
<b>Share</b>	A fully paid share of common stock in the capital of the Company.
<b>Shareholder</b>	A registered holder of a Share.
<b>Share Registry</b>	Link Market Services Limited.
<b>Si</b>	Silicon.
<b>SiC</b>	Silicon Carbide.
<b>STI-CMP</b>	Shallow Trench Isolation Chemical Mechanical Planarisation.
<b>Strasbaugh</b>	Strasbaugh, Inc.
<b>Subscription Price</b>	The amount payable by Applicants to the Company for the issue of CDIs under the Offer being A\$2.00 per CDI.
<b>U.S. Person</b>	Has the meaning given to it in Rule 901(k) under Regulation S of the U.S. Securities Act.
<b>US Securities Act</b>	The United States Securities Act of 1933, as amended from time to time.



**APPENDIX A:  
SUMMARY OF  
INTELLECTUAL  
PROPERTY**

# 11. APPENDIX A: SUMMARY OF INTELLECTUAL PROPERTY

Table 1 – Revasum, Inc. Patents

Title of the Inventions	Priority Deadline	Provisional	US Patent or US Application No.	Status in US
APPARATUS AND METHOD FOR RELIABLY RELEASING WET, THIN WAFERS	1/11/1999		6254155	1 issued
POLISHING PAD WITH BUILT-IN OPTICAL SENSOR	9/29/2000	60/236,575	6739945 6986701 7083497	3 issued
SLURRY PUMP CONTROL SYSTEM	2/9/1999		6183341	1 issued
METHOD FOR CHEMICAL MECHANICAL POLISHING	9/28/1999		6361647 6495463	2 issued
POLISHING PAD WITH BUILT-IN OPTICAL SENSOR ENDPOINT DETECTION SYSTEM FOR WAFER POLISHING	6/9/2000		6485354 6695681 7052366 7195541 7918712	5 issued
METHOD FOR APPLYING AN INSERT OR TAPE TO CHUCKS OR WAFER CARRIERS USED FOR GRINDING, POLISHING, OR PLANARIZING WAFERS METHOD OF BACKGRINDING WAFERS WHILE LEAVING BACKGRINDING TAPE ON A CHUCK	9/27/2000		6638389	1 issued
PAD QUICK RELEASE DEVICE FOR CHEMICAL MECHANICAL PLANARIZATION	10/28/1999	60/162,280	6464574	1 issued
WAFER SUPPORT FOR CHEMICAL MECHANICAL PLANARIZATION	10/27/1999	60/161,705	6379235	1 issued
GRINDING PROCESS AND APPARATUS FOR PLANARIZING SAWED WAFERS APPARATUS FOR PLANARIZING SAWED WAFERS	11/17/1997		5964646	1 issued
CHEMICAL MECHANICAL POLISHING APPARATUS AND METHOD	3/12/1997	60/036,298	6045716	1 issued
MULTI-PAD APPARATUS FOR CHEMICAL MECHANICAL PLANARIZATION	10/28/1999	60/162,171	6346036	1 issued
PAD QUICK RELEASE DEVICE FOR CHEMICAL MECHANICAL POLISHING	10/28/1999	60/162,282	6227956	1 issued
HARD POLISHING PAD FOR CHEMICAL MECHANICAL PLANARIZATION	11/5/1999	60/163,895	6551179	1 issued
METHOD OF SPIN ETCHING WAFERS WITH AN ALKALI SOLUTION CHUCK FOR SUPPORTING WAFERS WITH A FLUID	1/29/2002		6743722 7160808	2 issued
PAD SUPPORT APPARATUS FOR CHEMICAL MECHANICAL PLANARIZATION	10/28/1999	60/162,171	6887133	1 issued
SUBAPERATURE CHEMICAL MECHANICAL PLANARIZATION WITH POLISHING PAD CONDITIONING	11/10/1999	60/164,640	6547651 6464574 6945856	3 issued
PROTECTION OF WORK PIECE DURING SURFACE PROCESSING	4/9/2002	60/371,388	7018268	1 issued

Title of the Inventions	Priority Deadline	Provisional	US Patent or US Application No.	Status in US
METHOD FOR MAKING A POLISHING PAD WITH BUILT-IN OPTICAL SENSOR	5/13/2002		6696005	1 issued
POLISHING PAD WITH OPTICAL SENSOR POLISHING PAD SENSOR ASSEMBLY WITH A DAMPING PAD	5/14/2002		6726528 6884150	2 issued
METHOD OF PREPARING WHOLE SEMICONDUCTOR WAFER FOR ANALYSIS	10/31/2002		6921719	1 issued
MODULAR METHOD FOR CHEMICAL MECHANICAL PLANARIZATION	10/27/1999	60/161,705, 60/161,830, 60/161,778	6855030	1 issued
GRINDING APPARATUS AND METHOD	4/4/2003		7118446 7458878	2 issued
WAFER CARRIER PIVOT MECHANISM	4/28/2003		7156946	1 issued
BACK PRESSURE CONTROL SYSTEM FOR CMP AND WAFER POLISHING	5/30/2003		7008309 7467990	2 issued
RETAINING RING FOR WAFER CARRIERS	10/7/2003		6869348	1 issued
METHOD OF BACKGRINDING WAFERS WHILE LEAVING BACKGRINDING TAPE ON A CHUCK	9/27/2000		7059942 6638389	2 issued
DEVICES AND METHODS FOR OPTICAL ENDPOINT DETECTION DURING SEMICONDUCTOR WAFER POLISHING METHODS FOR OPTICAL ENDPOINT DETECTION DURING SEMICONDUCTOR WAFER POLISHING	1/8/2004	10/754,360	7235154 7549909	2 issued
INDEPENDENT EDGE CONTROL FOR CMP CARRIERS	3/5/2004	60/550,806	7063604	1 issued
IN SITU FEATURE HEIGHT MEASUREMENT	10/27/1999	60/161,705, 60/161,830, 60/161,707, 60/163,696	6976901	1 issued
METHOD, APPARATUS AND SYSTEM FOR USE IN PROCESSING WAFERS	7/2/2004	60/585,497	7249992 8052504 8565919	3 issued
CHEMICAL-MECHANICAL PLANARIZATION TOOL FORCE CALIBRATION METHOD AND SYSTEM	1/28/2005		7040955	1 issued
FLEXIBLE MEMBRANE ASSEMBLY FOR A CMP SYSTEM AND METHOD OF USING	1/3/2008	11/969,175	7959496	1 issued
CMP SYSTEM WITH WIRELESS ENDPOINT DETECTION SYSTEM	9/6/2008	12/205,861	8182312	1 issued
GRINDING APPARATUS HAVING AN EXTENDABLE WHEEL MOUNT	10/10/2008	12/287,550	8133093	1 issued
CMP RETAINING RING WITH SOFT RETAINING RING INSERT	10/5/2010	61/389,873	8740673 9193030	2 issued
WAFER CARRIER WITH PRESSURIZED MEMBRANE AND RETAINING RING ACTUATOR	3/5/2004	60/550,806	7033252 7131892 7238083	3 issued

## 11. APPENDIX A: SUMMARY OF INTELLECTUAL PROPERTY

Title of the Inventions	Priority Deadline	Provisional	US Patent or US Application No.	Status in US
SYSTEMS AND METHODS OF WAFER GRINDING	10/21/2011	61/549,787 61/585,643 61/708,146 61/708,165 61/632,262 61/631,102	8968052	1 issued
SYSTEM AND METHOD FOR IN SITU MONITORING OF TOP WAFER THICKNESS IN A STACK OF WAFERS	11/8/2011	13/291,800	8520222	1 issued
SYSTEMS AND METHODS OF PROCESSING SUBSTRATES	10/21/2011	61/549,787 61/631,102 61/585,643 61/632,262 61/708,146 61/708,165	9393669	1 issued
METHODS AND SYSTEMS FOR USE IN GRIND SHAPE CONTROL ADAPTATION	10/1/2012	61/708,146	9457446	1 issued
METHODS AND SYSTEMS FOR USE IN GRIND SPINDLE ALIGNMENT	10/1/2012	61/708,165	9610669	1 issued
METHOD AND APPARATUS FOR CLEANING GRINDING WORK CHUCK USING A VACUUM	12/27/2012		8915771	1 issued
METHOD OF GRINDING WAFER STACKS TO PROVIDE UNIFORM RESIDUAL SILICON THICKNESS	10/25/2013	61/895,862	9082713	1 issued

Table 2 – Revasum, Inc. Trade Marks

Mark	Serial No.	Goods / Services	Status
REVASUM	87/830,179	<b>Class 7:</b> Grinding, chemical mechanical planarization and polishing machines for use in the semiconductor industry	Published for opposition on September 18, 2018
Logo	87/842,380	<b>Class 7:</b> Grinding, chemical mechanical planarization and polishing machines for use in the semiconductor industry	Published for opposition on September 4, 2018



**APPENDIX B:  
SUMMARY OF  
SIGNIFICANT  
ACCOUNTING  
POLICIES**

# APPENDIX B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

## Functional currency

The financial statements are presented in U.S. dollars, which is the functional and presentational currency of Revasum, Inc. since incorporation.

## Foreign currency transactions

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items held at fair value are reported at the exchange rate at the date when the fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in profit or loss.

Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the underlying gain or loss is directly recognised in other comprehensive income; otherwise the exchange difference is recognised in profit or loss.

## Revenue recognition

The Company adopted AASB 15 at the date of incorporation.

The Company has disaggregated revenue recognised from contracts with customers into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

Revasum recognises revenue from product sales when the Customer obtains control of the Company's product, which occurs at a point in time, typically upon leaving the Company's factory. Taxes collected from Customers relating to product sales and remitted to governmental authorities are excluded from revenues. The Company expenses incremental costs of obtaining a contract as and when incurred because the expected amortisation period of the asset that the Company would have recognised is one year or less and the commission rate on the future orders, if any, is commensurate with the commission rate on the initial sale.

Revenues from product sales are recorded at the net sales price (transaction price), which includes estimates of variable consideration for which reserves are established and which result from discounts, returns, and other allowances that are offered within contracts between the Company and its customers.

Commission income is recognised when the related services are performed.

## Expenses

### Research costs

Expenditure on research activities, undertaken with the prospect of obtaining new technical knowledge and understanding, is recognised in the statement of profit or loss and other comprehensive income as an expense when it is incurred.

### Other expenses

Other expenses classified according to their function, as selling & marketing or general & administrative, include expenses mainly related with facilities, materials, depreciation, and share-based payment transactions.

## Income tax

The income tax expense for the year comprises current income tax expenses and deferred tax expenses.

Current income tax expense charged to the profit or loss in the tax payable on taxable income for the current period. Current tax liabilities are measured as the amounts expected to be paid to the relevant tax authority using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised, or the liability is settled, and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are only recognised to the extent that it is probably that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

### Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less or that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Trade receivables generally have 30 to 90-day payment terms.

Collectability of trade receivables is reviewed on an ongoing basis in accordance with the expected credit loss ("ECL") model. Credit losses are measured at the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

### Inventory

Raw materials, work in progress and finished goods are stated at the lower of cost and net realisable value on a 'first in first out' basis. Cost comprises of direct materials and delivery costs, direct labour, import duties and other taxes, an appropriate proportion of variable and fixed overhead expenditure based on normal operating capacity. Costs of purchased inventory are determined after deducting rebates and discounts received or receivable.

The Company's inventories are concentrated in high-technology parts and components that may be specialised in nature or subject to rapid technological obsolescence. These factors are considered in estimating required reserves to state inventories at the lower of cost or net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

### Property, plant and equipment

Plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Plant and equipment are depreciated, and leasehold improvements are amortised, over their estimated useful lives using the straight-line method.

The expected useful lives of the assets are as follows:

Plant & equipment	3-10 years
Leasehold improvements	over the remaining lease term
Leased assets	over the remaining lease term

The residual values and useful lives are reviewed, and adjusted if appropriate, at each statement of financial position date or when there is an indication that they have changed.

A carrying amount is written down immediately to its recoverable amount if the carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement profit or loss and other comprehensive income.

## APPENDIX B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred. The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit or loss in the expense category that is consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

The useful economic life for each class of intangible asset disclosed above is as follows:

Product Technology	5 years
Backlog	1.5 years
Customer Relationships	5 years
Commission Agreement	1.5 years

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is de-recognised.

### Capitalised development costs

Development costs on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale.
- Its intention to complete and its ability and intention to use or sell the asset.
- How the asset will generate future economic benefits.
- The availability of resources to complete the asset.
- The ability to measure reliably the expenditure during the development.

The costs that are eligible for capitalisation of development costs are the following:

- Engineers' compensation for time directly attributable to developing the project.
- An allocated amount of indirect costs, such as overhead related to the project and the facilities they occupy.
- Costs associated with testing of the product for market.
- Borrowing costs.
- Patents acquisition and registration costs (patents, application fees, and legal fees).
- Other direct developing costs that are incurred to bring the product to market.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit which is 5 years.

Amortisation is recorded in profit or loss. During the period of development, the asset is tested for impairment annually.

Development costs are amortised on a straight-line basis over the period of expected future sales from the related project.

### Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

### Financial liabilities – Customer deposits

These amounts represent deposits for sales provided to the Company in accordance with contract terms. Due to their short-term nature they are measured at amortised cost and are not discounted.

### Employee benefits

Provisions for wages and salaries, including non-monetary benefits and annual leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the balances are settled.

### Provisions

The provision represents the estimated warranty claims in respect of products sold which are still under warranty at the reporting date. The provision is estimated based on historical warranty claim information, sales levels and any recent trends that may suggest future claims could differ from historical amounts.

### Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares, warrants or options are shown in equity as a deduction, net of tax, from the proceeds.

### Share-based payments

The Company provides benefits to employees (including Directors) in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions) via the 2017 Omnibus Incentive Plan ("the Plan").

The terms of the share options are as determined by the Board. The cost of these equity-settled transactions to employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by using a Black & Scholes model.

In valuing equity-settled transactions, no account is taken of any vesting conditions, other than conditions linked to the price of the shares of the Company (market conditions) if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled (the vesting period), ending on the date on which the relevant employees become fully entitled to the award (the vesting date).

At each subsequent reporting date until vesting, the cumulative charge to the statement of comprehensive income is the product of (i) the grant date fair value of the award; (ii) the current best estimate of the number of awards that will vest, taking into account such factors as the likelihood of employee turnover during the vesting period and the likelihood of non-market performance conditions being met; and (iii) the expired portion of the vesting period.

The charge to the statement of comprehensive income for the period is the cumulative amount as calculated above less the amounts already charged in previous periods. There is a corresponding credit to equity.

Until an award has vested, any amounts recorded are contingent and will be adjusted if more or fewer awards vest than were originally anticipated to do so. Any award subject to a market condition is considered to vest irrespective of whether or not the market condition is fulfilled, provided that all other conditions are satisfied.

If a non-vesting condition is within the control of the Company or the employee, the failure to satisfy the condition is treated as a cancellation. If a non-vesting condition within the control of neither the Company nor employee is not satisfied during the vesting period, any expense for the award not previously recognised is recognised over the remaining vesting period, unless the award is forfeited.

## APPENDIX B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Business combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree. Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IAS 39 Financial Instruments: Recognition and Measurement, is measured at fair value with the changes in fair value recognised in the statement of profit or loss.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests) and any previous interest held over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit (CGU) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

### Fair values

The Company's financial instruments consist mainly of deposits with banks, accounts receivable and payable and leases. The directors consider that the fair value of financial assets and liabilities approximate their carrying amounts.



**REVASUM, INC.**

ARBN 629 268 533

Broker Code

Adviser Code

## Broker Firm Offer Application Form

This is an Application Form for CHESSE Depository Interests (CDIs) over Shares in Revasum, Inc. (CDIs) under the Broker Firm Offer on the terms set out in the Prospectus dated 9 November 2018. You may apply for a minimum of \$2,000 worth of CDIs (1,000 CDIs). This Application Form and your Application Monies must be received by your Broker by 5:00pm (AEDT) on 30 November 2018. Defined terms in the Prospectus have the same meaning in this Application Form.

**If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus contains information relevant to a decision to invest in CDIs and you should read the entire Prospectus carefully before applying for CDIs.**

The Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Prospectus has been prepared for publication in Australia. The CDIs to be offered under the Offer have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States and may not be offered or sold in the United States, or to or for the account of any US Person in the absence of registration or an exemption from registration under the US Securities Act and applicable state securities laws. In addition, any hedging transactions using CDIs may only be conducted in compliance with the US Securities Act.

CDIs applied for

Price per CDI

Application Monies

**A**

at

**A\$2.00**

**B** A\$

(minimum of \$2,000 worth of CDIs (1,000 CDIs))

**PLEASE COMPLETE YOUR DETAILS BELOW** (refer overleaf for correct forms of registrable names)

Applicant #1

Surname/Company Name

**C**

Title

First Name

Middle Name

Joint Applicant #2

Surname

Title

First Name

Middle Name

Designated account e.g. <Super Fund> (or Joint Applicant #3)

TFN/ABN/Exemption Code

First Applicant

Joint Applicant #2

Joint Applicant #3

**D**

TFN/ABN type – if NOT an individual, please mark the appropriate box

Company

Partnership

Trust

Super Fund

**PLEASE COMPLETE ADDRESS DETAILS**

PO Box/RMB/Locked Bag/Care of (c-)/Property name/Building name (if applicable)

**E**

Unit Number/Level

Street Number

Street Name

Suburb/City or Town

State

Postcode

Email address (only for purpose of electronic communication of shareholder information)

CHESSE HIN (if you want to add this holding to a specific CHESSE holder, write the number here)

**F**

*Please note: that if you supply a CHESSE HIN but the name and address details on your Application Form do not correspond exactly with the registration details held at CHESSE, your Application will be deemed to be made without the CHESSE HIN and any CDIs issued as a result of the Offer will be held on the issuer sponsored sub-register.*

Telephone Number where you can be contacted during Business Hours

Contact Name (PRINT)

**G**

Cheques or bank drafts (if applicable) should be drawn up according to the instructions given by your Broker.

Cheque or Bank Draft Number

BSB

Account Number

**H**

**LODGEMENT INSTRUCTIONS**

Total Amount **A\$**

You must return your application so it is received by your Broker by 5:00pm (AEDT) on 30 November 2018.

**RVS BRO001**

# Your Guide to the Application Form

Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink. These instructions are cross-referenced to each section of the form.

The CDIs to which this Application Form relates are Revasum, Inc. ("RVS") CDIs. Further details about the CDIs are contained in the Prospectus dated 9 November 2018 issued by Revasum, Inc. The Prospectus will expire on the date which is 13 months after the date of the Prospectus. While the Prospectus is current, Revasum, Inc. will send paper copies of the Prospectus, any supplementary prospectus and the Application Form, free of charge on request.

The Australian Securities and Investments Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant Prospectus. This Application Form is included in the Prospectus.

The Prospectus contains important information about investing in the CDIs. You should read the Prospectus before applying for CDIs.

- A** Insert the number of CDIs you wish to apply for. You may be issued all of the CDIs applied for or a lesser number.
- B** Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of CDIs applied for by the issue price. Amounts should be in Australian dollars. Applicants must pay their Applications Monies to their Broker in accordance with the relevant Broker's directions. Please contact your Broker for further instructions.
- C** Write the full name you wish to appear on the register of CDIs. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table below for the correct registrable title.
- D** Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application. However, if these are not provided, Revasum, Inc. will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.
- E** Please enter your postal address for all correspondence. All communications to you from Revasum, Inc. and the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- F** If you are already a CHES participant or sponsored by a CHES participant, write your Holder Identification Number (HIN) here. If the name or address recorded on CHES for this HIN is different to the details given on this form, your CDIs will be issued to Revasum, Inc.'s issuer sponsored subregister.
- G** Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application.
- H** Please complete the details of your cheque or bank draft (if applicable) in this section. The total amount of your cheque or bank draft should agree with the amount shown in section B.
- Refer to the instructions for item B in relation to payment of Application Monies.

## CORRECT FORMS OF REGISTRABLE NAMES

Note that ONLY legal entities are allowed to hold CDIs. Applications must be in the name(s) of natural persons or companies. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
<b>Individual</b> Use given names in full, not initials	Mrs Katherine Clare Edwards	K C Edwards
<b>Company</b> Use Company's full title, not abbreviations	Liz Biz Pty Ltd	Liz Biz P/L or Liz Biz Co.
<b>Joint Holdings</b> Use full and complete names	Mr Peter Paul Tranche & Ms Mary Orlando Tranche	Peter Paul & Mary Tranche
<b>Trusts</b> Use the trustee(s) personal name(s)	Mrs Alessandra Herbert Smith <Alessandra Smith A/C>	Alessandra Smith Family Trust
<b>Deceased Estates</b> Use the executor(s) personal name(s)	Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C>	Estate of late Harold Post or Harold Post Deceased
<b>Minor (a person under the age of 18 years)</b> Use the name of a responsible adult with an appropriate designation	Mrs Sally Hamilton <Henry Hamilton>	Master Henry Hamilton
<b>Partnerships</b> Use the partners' personal names	Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C>	Fred Smith & Son
<b>Long Names</b>	Mr Hugh Adrian John Smith-Jones	Mr Hugh A J Smith Jones
<b>Clubs/Unincorporated Bodies/Business Names</b> Use office bearer(s) personal name(s)	Mr Alistair Edward Lilley <Vintage Wine Club A/C>	Vintage Wine Club
<b>Superannuation Funds</b> Use the name of the trustee of the fund	XYZ Pty Ltd <Super Fund A/C>	XYZ Pty Ltd Superannuation Fund

Put the name(s) of any joint Applicant(s) and/or account description using < > as indicated above in designated spaces at section C on the Application Form.

### By submitting this Application Form with your Application Monies, you declare that you:

- have read and understood the Prospectus in full;
- agree that this Application for CDIs in the Company is upon and subject to the terms of the Prospectus;
- apply for the number of CDIs specified in this Application Form (or a lower number allocated in a manner allowed under the Prospectus);
- agree to be bound by the Bylaws and Certificate of Incorporation of the Company;
- represent, warrant and agree that you are not in the United States or a US Person and are not acting for the account or benefit of a US Person; and
- acknowledge and agree that certain representations and warranties are required to be given in connection with your application (being those set out in Section 10.11 of the Prospectus) and understand that by completing the Application Form you will be deemed to have made those representations and warranties.



**REVASUM, INC.**

ARBN 629 268 533

Broker Code

Adviser Code

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**If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus contains information relevant to a decision to invest in CDIs and you should read the entire Prospectus carefully before applying for CDIs.**

The Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Prospectus has been prepared for publication in Australia. The CDIs to be offered under the Offer have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States and may not be offered or sold in the United States, or to or for the account of any US Person in the absence of registration or an exemption from registration under the US Securities Act and applicable state securities laws. In addition, any hedging transactions using CDIs may only be conducted in compliance with the US Securities Act.

CDIs applied for

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**A**

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(minimum of \$2,000 worth of CDIs (1,000 CDIs))

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**C**

Title

First Name

Middle Name

Joint Applicant #2

Surname

Title

First Name

Middle Name

Designated account e.g. <Super Fund> (or Joint Applicant #3)

TFN/ABN/Exemption Code

First Applicant

Joint Applicant #2

Joint Applicant #3

**D**

TFN/ABN type – if NOT an individual, please mark the appropriate box

Company

Partnership

Trust

Super Fund

**PLEASE COMPLETE ADDRESS DETAILS**

PO Box/RMB/Locked Bag/Care of (c-)/Property name/Building name (if applicable)

**E**

Unit Number/Level

Street Number

Street Name

Suburb/City or Town

State

Postcode

Email address (only for purpose of electronic communication of shareholder information)

CHESSE HIN (if you want to add this holding to a specific CHESSE holder, write the number here)

**F**

**X**

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Telephone Number where you can be contacted during Business Hours

Contact Name (PRINT)

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Cheques or bank drafts (if applicable) should be drawn up according to the instructions given by your Broker.

Cheque or Bank Draft Number

BSB

Account Number

**H**

**LODGEMENT INSTRUCTIONS**

Total Amount **A\$**

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- E** Please enter your postal address for all correspondence. All communications to you from Revasum, Inc. and the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- F** If you are already a CHESS participant or sponsored by a CHESS participant, write your Holder Identification Number (HIN) here. If the name or address recorded on CHESS for this HIN is different to the details given on this form, your CDIs will be issued to Revasum, Inc.'s issuer sponsored subregister.
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<b>Joint Holdings</b> Use full and complete names	Mr Peter Paul Tranche & Ms Mary Orlando Tranche	Peter Paul & Mary Tranche
<b>Trusts</b> Use the trustee(s) personal name(s)	Mrs Alessandra Herbert Smith <Alessandra Smith A/C>	Alessandra Smith Family Trust
<b>Deceased Estates</b> Use the executor(s) personal name(s)	Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C>	Estate of late Harold Post or Harold Post Deceased
<b>Minor (a person under the age of 18 years)</b> Use the name of a responsible adult with an appropriate designation	Mrs Sally Hamilton <Henry Hamilton>	Master Henry Hamilton
<b>Partnerships</b> Use the partners' personal names	Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C>	Fred Smith & Son
<b>Long Names</b>	Mr Hugh Adrian John Smith-Jones	Mr Hugh A J Smith Jones
<b>Clubs/Unincorporated Bodies/Business Names</b> Use office bearer(s) personal name(s)	Mr Alistair Edward Lilley <Vintage Wine Club A/C>	Vintage Wine Club
<b>Superannuation Funds</b> Use the name of the trustee of the fund	XYZ Pty Ltd <Super Fund A/C>	XYZ Pty Ltd Superannuation Fund

Put the name(s) of any joint Applicant(s) and/or account description using < > as indicated above in designated spaces at section C on the Application Form.

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- have read and understood the Prospectus in full;
- agree that this Application for CDIs in the Company is upon and subject to the terms of the Prospectus;
- apply for the number of CDIs specified in this Application Form (or a lower number allocated in a manner allowed under the Prospectus);
- agree to be bound by the Bylaws and Certificate of Incorporation of the Company;
- represent, warrant and agree that you are not in the United States or a US Person and are not acting for the account or benefit of a US Person; and
- acknowledge and agree that certain representations and warranties are required to be given in connection with your application (being those set out in Section 10.11 of the Prospectus) and understand that by completing the Application Form you will be deemed to have made those representations and warranties.

# CORPORATE DIRECTORY

## Company

### Revasum, Inc.

825 Buckley Road  
San Luis Obispo, CA 93401

Phone: +1(805) 541-6424  
Email: [info@revasum.com](mailto:info@revasum.com)  
Web: [www.revasum.com](http://www.revasum.com)

## Directors

Jerry Cutini, Executive Chairman, President and CEO  
Ryan Benton, Executive Director, SVP and CFO  
Kevin Landis, Non-Executive Director  
Paul Mirabelle, Non-Executive Director  
Vivek Rao, Non-Executive Director

## Registered Office

### c/o Company Matters Pty Limited

Level 12, 680 George Street  
Sydney, NSW 2000 Australia

## Proposed ASX Code

RVS

## Investigating Accountant

### BDO Corporate Finance (East Coast) Pty Ltd

Level 11, 1 Margaret Street  
Sydney, NSW 2000 Australia

## Joint Lead Managers

### Shaw and Partners Limited

Level 15, 60 Castlereagh Street  
Sydney, NSW 2000 Australia

### Moelis Australia Advisory Pty Ltd

Level 27, Governor Phillip Tower, One Farrer Place  
Sydney, NSW 2000 Australia

## Australian Legal Adviser

### Maddocks Lawyers

Level 27, 123 Pitt Street  
Sydney, NSW 2000 Australia

## Registry

### Link Market Services Limited

Level 12, 680 George Street  
Sydney, NSW 2000 Australia

