

ASX Announcement | Rision Limited (ASX:RNL)

Rision Secures Mandate with Chapmans Limited (ASX:CHP) to raise \$1.5 million

Highlights

- Rision announced a trading halt on Wednesday 31st of January in anticipation of the proposed capital raising
- Rision will issue shares and options to Chapmans Limited and other professional and sophisticated investors totalling \$1.5 million
- Elements of the raise are subject to shareholder approval
- Proceeds of the raise will be used to fund operating costs, business development and marketing
- Chapmans will take on the role of active strategic investor in Rision
- Chapmans will be appointing a member to the Rision board
- Chapmans will facilitate introductions for Rision to distribute its core product throughout Asia

Software as a Service company Rision Limited (ASX:RNL) (“Rision” or “the Company”) is pleased to announce an agreement with diversified investment company Chapmans Limited (ASX:CHP) (“Chapmans”) to raise \$1.5 million.

Capital Raise Overview

Rision announced a trading halt on Wednesday the 31st of January 2018 in relation to a proposed capital raising and advised that the details of this raise will be released prior to the commencement of trading on Friday the 2nd of February 2018. Accordingly, please find below the key terms of the capital raise.

The purpose of the funds raised will be to invoke the Early Payment clause in the “Loan Note and Convertible Note Agreement” with MEF I, L.P. (Magna) to redeem the convertible notes in full, provide Rision with working capital to continue the expansion of our core platform, and ensure the ongoing penetration of the Company’s Bespoke Platform with its cornerstone client in England. As announced in the last shareholder update (Appendix 4C), Rision is excited that our existing cornerstone client in England continues to expand the roll-out of the Rision product across additional sites in 2018.

Chapmans will assist Rision to leverage off the success achieved to date in the healthcare market by further penetrating the Asian market. Chapmans will be an active strategic investor in Rision and will use its network to establish connections and facilitate introductions for Rision to distribute its core product throughout Asia. Chapmans will commence these introductions in February 2018.

Chapmans Chairman Peter Dykes: “With our strong network of contacts in government and large companies in the Asian region, Chapmans intends to assist Rision to aggressively expand into the lucrative Asia region. We see tremendous scope for the Rision core product in Asia and are excited by the opportunity to leverage our contact base to support the growth of the Rision product.”

Capital Raise Fundamentals

Rision will issue shares and options as outlined below utilising its placement capacity available under ASX Listing Rules 7.1 and 7.1A. Whilst elements of the raise are subject to shareholder approval, upon receipt of shareholder approval, the total funds raised will be \$1.5 million plus a potential \$525,000 following any conversion of options when exercised. The options are issued at nil value, exercisable at \$0.003 and have a term of 1 year. Chapmans have liquid assets to cover the quantum of the investment into Rision.

As mentioned above, in addition to the benefits of introducing the Rision product into Asia, one of the most significant benefits arising from the Chapmans' investment is that it allows Rision to fully redeem the convertible notes which were allocated to MEF I, L.P. (Magna).

Rision will use the funds from this capital raise for:

- employment of a dedicated Sales and Marketing Manager to promote and sell the Rision Core Platform
- employment of an additional software developer for the ongoing development of the Core Platform and the Bespoke Platform in England
- the development of a marketing strategy for Rision's core product
- full redemption of the convertible notes which were allocated to MEF I, L.P. (Magna)
- additional working capital

Additional Information

- The funds for this raise will be invested by Chapmans, amounting to \$1,038,380, and other professional and sophisticated investors, amounting \$461,620. Chapmans and the other investors are all sophisticated or professional investors.
- At all times, Chapmans will maintain a shareholding of less than 20% of the shares on issue.
- The direct costs of the raising are 6% (plus GST) commission on funds under the placement.
- Funds from the placement and the loan are expected to be received by 5 February 2018 with an expected quotation date for new shares of 8 February 2018
- An extraordinary general meeting (EGM) will be called for March 2018 to obtain approval for those items requiring shareholder approval (refer below).
- Chapmans will be appointing a member to the Rision board
- We expect the Company's securities to be released from the trading halt today.

Capital Raise Summary

Capital Raise Summary	Number of Shares	Price per Share	Amount	Listing Rule	Comments/Conditions
Shares Currently on Issue	1,118,072,962	-	-	-	-
Placement via remaining 15% Capacity	153,873,072	\$ 0.00300	\$ 461,619	Rule 7.1	As approved at 2017 AGM
Placement via remaining 10% Capacity	110,600,000	\$ 0.00375	\$ 414,750	Rule 7.1A	As approved at 2017 AGM
Short Term Working Capital Loan	64,400,000	\$ 0.00300	\$ 193,200		To be converted to shares subject to shareholder approval
Additional shares to meet \$1.5m raise	143,476,928	\$ 0.00300	\$ 430,431		Subject to shareholder approval
Sub-Total	1,590,422,962		\$ 1,500,000		
Options	175,000,000	\$ 0.00300	\$ 525,000		Subject to shareholder approval
Totals	1,765,422,962		\$ 2,025,000		

Rision CEO Megan Boston: “Rision is pleased to be associated with Chapmans, a company which is experienced in special situation investments across a diverse range of industries with a focus and expertise in the mobile and advanced industrial technology sectors. Chapmans has particularly strong links with Malaysia which will provide Rision with the opportunity to penetrate the Asia market. The capital raising allows Rision to continue to build, market and sell its core platform while maintaining focus on our core fundamentals as a Software-as-a-Service Business.”

Chapmans Chairman Peter Dykes: “We are very pleased to announce our investment in Rision. We believe Rision fits our mandate of identifying technology investments with significant potential. The investment in Rision also gives us a great opportunity to immediately leverage our network of sophisticated investors in the Asia Pacific region.”

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For further information, please contact:

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About Rision Limited

Rision is a software-as-a-service company providing mobile technology platforms that help businesses to manage and support their employees. Rision’s products have applications across a broad range of industries including hospitality, fast food, retail, event management, nursing, security, gaming, and government.

To learn more please visit: www.rision.com

About Chapmans Limited

Chapmans Limited (ASX:CHP) is an ASX-listed diversified investment company engaged in special situation investments across a diverse range of industries, with a focus and expertise in the mobile and advanced industrial technology sectors. The Company seeks to be an active strategic investor in high growth areas of the market and to identify and work with emerging high growth companies. Chapmans’ investment philosophy and approach are based on a unique mix of high conviction and special situation features, characterised by advisory and equity investments structured around specific events and assets for both public and large private corporates. The Company made its first strategic investment into blockchain in 2017 and established the Blockchain Industry Advisory Board to identify and assess compelling blockchain investment opportunities. Chapmans’ investment in blockchain technology aligns with its growth plans and commitment to investing in early stage technologies with reach into key international markets.

To learn more please visit: www.chapmansltd.com

Forward-looking Statements

This release includes certain statements that may be deemed “forward-looking statements”. All statements in this discussion, other than statements of historical facts, that address future activities and events or developments that Rision expects, are forward-looking statements. Although Rision believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, and general economic, market, or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in forward-looking statements.