Appendix 4C

Quarterly cash flow report for entities subject to Listing Rule 4.7B

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Name of entity

Pivotal Systems Corporation

ABN	**Quarter ended ("current quarter")**
626 346 325	30 September 2020

Consolidated statement of cash flows		**Current quarter $US'000**	**Year to date (9 months) $US'000**
1.	**Cash flows from operating activities**		
1.1	Receipts from customers	5,468	15,176
1.2	Payments for		
	(a) research and development	(242)	(644)
	(b) product manufacturing and operating costs	(5,642)	(16,089)
	(c) advertising and marketing	(524)	(2,056)
	(d) leased assets	-	-
	(e) staff costs	(440)	(1,279)
	(f) administration and corporate costs	(672)	(1,494)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	-	-
1.5	Interest and other costs of finance paid	(58)	(190)
1.6	Income taxes paid	-	-
1.7	Government grants and tax incentives	-	-
1.8	Other (Insurance claim)	28	159
1.9	**Net cash from / (used in) operating activities**	**(2,082)**	**(6,417)**

2.	**Cash flows from investing activities**		
2.1	Payments to acquire or for:		
	(a) entities	-	-
	(b) businesses	-	-
	(c) property, plant and equipment	(69)	(786)
	(d) investments	-	-
	(e) intellectual property	-	-

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Consolidated statement of cash flows		Current quarter $US'000	Year to date (9 months) $US'000
	(f) other non-current assets (capitalised development costs)	(564)	(2,031)
2.2	Proceeds from disposal of:		
	(a) entities	-	-
	(b) businesses	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) intellectual property	-	-
	(f) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	**Net cash from / (used in) investing activities**	**(633)**	**(2,817)**

3.	**Cash flows from financing activities**		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	10,000
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	76	119
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	(140)
3.5	Proceeds from borrowings	-	907
3.6	Repayment of borrowings	(250)	(750)
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (Lease principal repayments)	(56)	(163)
3.10	**Net cash from / (used in) financing activities**	**(230)**	**9,973**

4.	**Net increase / (decrease) in cash and cash equivalents for the period**		
4.1	Cash and cash equivalents at beginning of period	9,121	5,446
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(2,082)	(6,417)

Consolidated statement of cash flows		Current quarter $US'000	Year to date (9 months) $US'000
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(633)	(2,817)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	(230)	9,973
4.5	Effect of movement in exchange rates on cash held	0	(9)
4.6	**Cash and cash equivalents at end of period**	**6,176**	**6,176**

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter $US'000	Previous quarter $US'000
5.1	Bank balances	6,176	9,121
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	**Cash and cash equivalents at end of quarter (should equal item 4.6 above)**	**6,176**	**9,121**

6.	Payments to related parties of the entity and their associates	Current quarter $US'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	(145)
6.2	Aggregate amount of payments to related parties and their associates included in item 2	(89)

Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.

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7.	**Financing facilities** *Note: the term "facility' includes all forms of financing arrangements available to the entity.* *Add notes as necessary for an understanding of the sources of finance available to the entity.*	**Total facility amount at quarter end $US'000**	**Amount drawn at quarter end $US'000**
7.1	Loan facilities	3,907	3,907
7.2	Credit standby arrangements	-	-
7.3	Other (please specify)	2,858	-
7.4	**Total financing facilities**	6,765	3,907
7.5	**Unused financing facilities available at quarter end**		2,858
7.6	Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.		

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Financing facility with Bridge Bank

On 27 August 2019, the Company closed a US$10.0 million business financing agreement with Bridge Bank, a division of Western Alliance Bank (NYSE: WAL). The $10.0 million facility is comprised of:

- working capital revolving credit line of up to US$7 million with the amount available to be drawn varying depending on the performance of the business ("Revolving Credit Line"); and
- US$3.0 million term loan line of credit ("Term Loan").

The amount of liquidity available under the US$7.0 million Revolving Credit Line is based upon the Company's balances and composition of eligible customer receivables and inventory, as well as other factors. Amounts borrowed under the Revolving Credit Line, mature and become due and payable in 24 months, unless extended by the parties. The Revolving Credit Line bears interest at a rate equal to 1% above the Prime Rate. As of June 30, 2020, there are currently no amounts drawn under the Revolving Credit Line and the maximum amount that could be borrowed under this facility is US$2.86 million as reported in item 7.3. However, this amount may reduce (or not be available) in subsequent quarters if Pivotal's business is adversely affected by COVID-19 (or otherwise).

The US$3.0 million Term Loan, reported in item 7.1, bears interest at a rate equal to 1.5% above the Prime Rate and provided funds for capital expenditures and other corporate purposes and is payable in 36 monthly instalments commencing on October 2019. This Term Loan was fully drawn and as of September 30, 2020, the owed balance is US$2.00 million.

The facility is secured over all the assets of the Company.

COVID-19 Payroll Protection Program Loan entered into April 21,2020.

In response to the potential adverse impact on the Company of the COVID-19 pandemic, on 21 April, 2020, the Company signed loan documents with Western Alliance Bank and received funding of US$0.9 million from the United States Government Small Business Administration, "SBA", Payroll Protection Program which is part of a national fiscal relief program created by the Coronavirus Aid, Relief, and Economic Security Act, "CARES Act", which provides relief from the COVID-19 pandemic.

This loan bears interest at a fixed rate equal to 1.0% per annum and is payable every month beginning December 2020. This loan, guaranteed by the SBA, will mature in 2 years. SBA may forgive this loan if all employees are kept on the payroll for eight weeks and the money is used for payroll, rent, mortgage interest, or utilities. The company expects to qualify for forgiveness of the loan.

RBI Preferred Stock financing

On 20 February 2020, the Company received US$10 million funding from the issue of RBI Preferred Stock to Anzu Industrial RBI USA LLC as previously announced to the market. The Company has the ability to raise a further US$3 million under the RBI Preferred Stock facility, conditional upon repayment of the Bridge Bank facility, on the Company meeting certain trailing revenue requirements and Company obtaining shareholder approval under the ASX Listing Rules.

8.	**Estimated cash available for future operating activities**	**$US'000**
8.1	Net cash from / (used in) operating activities (item 1.9)	(2,082)
8.2	Cash and cash equivalents at quarter end (item 4.6)	6,176
8.3	Unused finance facilities available at quarter end (item 7.5)	2,858
8.4	Total available funding (item 8.2 + item 8.3)	9,034
8.5	**Estimated quarters of funding available (item 8.4 divided by item 8.1)**	4.3

Note: if the entity has reported positive net operating cash flows in item 1.9, answer item 8.5 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.5.

8.6 If item 8.5 is less than 2 quarters, please provide answers to the following questions:

8.6.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?

Answer: Not applicable.

8.6.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

Answer: Not applicable.

8.6.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: Not applicable.

Note: where item 8.5 is less than 2 quarters, all of questions 8.6.1, 8.6.2 and 8.6.3 above must be answered.

Compliance statement

1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.

2 This statement gives a true and fair view of the matters disclosed.

Date: **29 October 2020 (PDT)**

Authorised by: **Dennis Mahoney (on behalf of the Board of Directors)**

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.

2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standard applies to this report.

3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.

4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [*name of board committee – eg Audit and Risk Committee*]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".

5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

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