

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

**KNEOMEDIA LIMITED**

ABN

**41 009 221 783**

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |                                                                                                                                                                                                                                               |                                                                                                       |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| 1 | +Class of +securities issued or to be issued                                                                                                                                                                                                  | Fully paid ordinary shares ( <b>Shares</b> ).                                                         |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                 | 9,406,010 Shares.                                                                                     |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | The Shares are of the same class and rank equally with all other fully paid ordinary shares on issue. |
| 4 | Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?<br>If the additional +securities do not rank equally, please state:                                                       | The Shares are of the same class and rank equally with all other fully paid ordinary shares on issue. |

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+ See chapter 19 for defined terms.

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|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <p>5 Issue price or consideration</p>                                                                                                                                                                                                                                                                                                                    | <ul style="list-style-type: none"> <li>▪ 5,321,688 Shares have been issued upon the conversion of the principal and interest of one convertible note with a face value of \$50,000 (<b>Convertible Note</b>). In accordance with the terms of the Convertible Note, 4,084,322 of these Shares have been issued at \$0.0122 per Share and 1,237,366 of these Shares have been issued at \$0.0153 per Share.</li> <li>▪ The holder of the Convertible Note has exercised its right under the terms of the Convertible Note to subscribe for an additional 4,084,322 Shares at a pre-determined issue price of \$0.0122 per Share.</li> </ul> |
| <p>6 Purpose of the issue<br/>         (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>                                                                                                                                                                                                                     | <ul style="list-style-type: none"> <li>▪ 5,321,688 Shares have been issued upon the conversion of the principal and interest of the Convertible Note.</li> <li>▪ 4,084,322 Shares have been issued to raise funds of approximately \$50,000; these shares were issued to the Convertible Note holder pursuant to its subscription entitlement under the terms of the Convertible Note.</li> </ul>                                                                                                                                                                                                                                          |
| <p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>                                                                                                       | <p>Yes</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <p>6b The date the security holder resolution under rule 7.1A was passed</p>                                                                                                                                                                                                                                                                             | <p>15 November 2016</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <p>6c Number of +securities issued without security holder approval under rule 7.1</p>                                                                                                                                                                                                                                                                   | <p>N/A</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

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|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 6d | Number of +securities issued with security holder approval under rule 7.1A                                                                                                                                                                                                                             | 4,084,322 Shares                                                                                                                                                                                                                                                                                  |
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)                                                                                                                                                      | N/A                                                                                                                                                                                                                                                                                               |
| 6f | Number of +securities issued under an exception in rule 7.2                                                                                                                                                                                                                                            | 5,321,688 Shares have been issued under exception 4 of ASX Listing Rule 7.2                                                                                                                                                                                                                       |
| 6g | If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.                                                                                               | Yes, the issue price of the securities is at least 75% of the 15 day VWAP. The issue date is 1 May 2017. The VWAP as calculated under ASX Listing Rule 7.1A.3 is \$0.01524 and the issue price is \$0.0122, which is greater than 75% of the VWAP. The VWAP calculation was performed internally. |
| 6h | If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements                                                                                                                                         | N/A                                                                                                                                                                                                                                                                                               |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements                                                                                                                                                             | See Annexure 1                                                                                                                                                                                                                                                                                    |
| 7  | <p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p> | 1 May 2017                                                                                                                                                                                                                                                                                        |

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+ See chapter 19 for defined terms.

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|   | Number      | +Class                     |
|---|-------------|----------------------------|
| 8 | 346,382,387 | Fully paid ordinary shares |

|   | Number     | +Class                                                       |
|---|------------|--------------------------------------------------------------|
| 9 | 29         | Convertible Notes                                            |
|   | 15,185,185 | Options exercisable at \$0.045 on or before 26 June 2018     |
|   | 32,000,143 | Options exercisable at \$0.025 on or before 3 May 2018       |
|   | 31,214,287 | Options exercisable at \$0.025 on or before 21 November 2018 |
|   | 10,511,180 | Performance Rights                                           |

|    |                                                                                                    |              |
|----|----------------------------------------------------------------------------------------------------|--------------|
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | Rank equally |
|----|----------------------------------------------------------------------------------------------------|--------------|

**Part 2 - Pro rata issue**

|    |                                       |     |
|----|---------------------------------------|-----|
| 11 | Is security holder approval required? | N/A |
|----|---------------------------------------|-----|

|    |                                                |     |
|----|------------------------------------------------|-----|
| 12 | Is the issue renounceable or non-renounceable? | N/A |
|----|------------------------------------------------|-----|

|    |                                                |     |
|----|------------------------------------------------|-----|
| 13 | Ratio in which the +securities will be offered | N/A |
|----|------------------------------------------------|-----|

|    |                                                  |     |
|----|--------------------------------------------------|-----|
| 14 | +Class of +securities to which the offer relates | N/A |
|----|--------------------------------------------------|-----|

|    |                                        |     |
|----|----------------------------------------|-----|
| 15 | +Record date to determine entitlements | N/A |
|----|----------------------------------------|-----|

|    |                                                                                                    |     |
|----|----------------------------------------------------------------------------------------------------|-----|
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | N/A |
|----|----------------------------------------------------------------------------------------------------|-----|

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|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| 17 | Policy for deciding entitlements in relation to fractions                                                                                                                                                                                   | N/A |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/> Cross reference: rule 7.7.</small> | N/A |
| 19 | Closing date for receipt of acceptances or renunciations                                                                                                                                                                                    | N/A |
| 20 | Names of any underwriters                                                                                                                                                                                                                   | N/A |
| 21 | Amount of any underwriting fee or commission                                                                                                                                                                                                | N/A |
| 22 | Names of any brokers to the issue                                                                                                                                                                                                           | N/A |
| 23 | Fee or commission payable to the broker to the issue                                                                                                                                                                                        | N/A |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders                                                                                                                          | N/A |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting                                                                                                                                                           | N/A |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled                                                                                                                                                   | N/A |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders                                                                                 | N/A |
| 28 | Date rights trading will begin (if applicable)                                                                                                                                                                                              | N/A |

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|    |                                                                                                             |                                  |
|----|-------------------------------------------------------------------------------------------------------------|----------------------------------|
| 29 | Date rights trading will end (if applicable)                                                                | <input type="text" value="N/A"/> |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker?                            | <input type="text" value="N/A"/> |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | <input type="text" value="N/A"/> |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)?                    | <input type="text" value="N/A"/> |
| 33 | +Issue date                                                                                                 | <input type="text" value="N/A"/> |

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of +securities  
(tick one)

(a)  +Securities described in Part 1\*

(b)  All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

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37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought 

|     |
|-----|
| N/A |
|-----|

39 +Class of +securities for which quotation is sought 

|     |
|-----|
| N/A |
|-----|

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

|     |
|-----|
| N/A |
|-----|

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

|     |
|-----|
| N/A |
|-----|

|                                                                                                | Number | +Class |
|------------------------------------------------------------------------------------------------|--------|--------|
| 42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38) | N/A    | N/A    |

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#### Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



**SOPHIE KARZIS**  
Company Secretary  
1 May 2017



## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

| <b>Rule 7.1 – Issues exceeding 15% of capital</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                |
| <b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>217,373,592</b> fully paid ordinary shares                                                                                                                                                  |
| <b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> | <p>58,000,286 shares issued on 3 May 2016</p> <p>31,763,976 shares issued on 21 November 2016</p> <p>4,902,534 shares issued on 24 March 2017</p> <p>5,321,688 shares issued on 1 May 2017</p> |
| <b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Nil                                                                                                                                                                                            |
| <b>“A”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>317,362,076</b>                                                                                                                                                                             |
| <b>Step 2: Calculate 15% of “A”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                |
| <b>“B”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 0.15<br><i>[Note: this value cannot be changed]</i>                                                                                                                                            |
| <b>Multiply “A” by 0.15</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>47,604,311</b>                                                                                                                                                                              |

+ See chapter 19 for defined terms.

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|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                            |
| <p><b>Insert</b> number of <sup>+</sup>equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> | <p>4,435,070 shares issued on 19 October 2016</p> <p>11,428,572 options issued on 21 November 2016</p> <p>5,500,000 options issued on 21 November 2016</p> <p>2,078,846 shares issued on 24 March 2017</p> |
| <b>“C”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>23,442,488</b>                                                                                                                                                                                          |
| <b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                            |
| <p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 47,604,311                                                                                                                                                                                                 |
| <p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 23,442,488                                                                                                                                                                                                 |
| <p><b>Total [“A” x 0.15] – “C”</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <p><b>24,161,823</b></p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>                                                                                                     |

**Part 2**

| <b>Rule 7.1A – Additional placement capacity for eligible entities</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                           |
| <b>“A”</b><br><i>Note: number must be same as shown in Step 1 of Part 1</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>317,362,076</b>                                                                        |
| <b>Step 2: Calculate 10% of “A”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                           |
| <b>“D”</b><br><i>Note: this value cannot be changed</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 0.10                                                                                      |
| <b>Multiply “A” by 0.10</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>31,736,207</b>                                                                         |
| <b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                           |
| <i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A<br><br><i>Notes:</i> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul> | 18,422,073 shares issued on 19 October 2016<br><br>4,084,322 shares on 1 May 2017         |
| <b>“E”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>22,506,395</b>                                                                         |
| <b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                           |
| <b>“A” x 0.10</b><br><i>Note: number must be same as shown in Step 2</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 31,736,207                                                                                |
| <b>Subtract “E”</b><br><i>Note: number must be same as shown in Step 3</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 22,506,395                                                                                |
| <b>Total [“A” x 0.10] – “E”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>9,229,812</b><br><i>Note: this is the remaining placement capacity under rule 7.1A</i> |

+ See chapter 19 for defined terms.

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KNeoMedia Limited provides the following information as required under ASX Listing Rule 3.10.5A:

- (a) Dilution to existing shareholders as a result of the issue of 4,084,322 shares pursuant to ASX Listing Rule 7.1A (**7.1A Shares**) is 1.18%.
- (b) The 7.1A Shares were issued to the holder of a convertible note, pursuant to the terms of the convertible note which entitle the holder to subscribe for additional shares at the time of conversion. Accordingly, the Company was contractually required to issue these shares, which is the reason why the Company issued these shares for cash as a placement under ASX Listing Rule 7.1A, rather than as or in addition to a pro rata issue or other type of issue in which existing ordinary shareholders would have been eligible to participate.
- (c) No underwriting arrangements were entered into in relation to the issue of the 7.1A Shares.
- (d) No fees or costs were incurred in connection with the issue of the 7.1A Shares.