

23 April 2018 ASX Announcement

Amended Appendix 3B

The IOT Group Limited (ASX: IOT) advise that the attached Appendix 3B is an amendment to the Appendix 3B lodged on 18 April 2018. The amendments relate to the Capacity calculations under LR 7.1 and 7.1A detailed in Annexure 1 to the Appendix 3B.



About IOT Group Limited



EVERYTHING IS CONNECTED

Website: www.theiotgroup.com

IoT Group has tapped into global niche markets by adapting and enhancing existing trend products and making them more affordable, useful and innovative for consumers.

Company Information

IoT Group Limited (ABN 66 140 475 921) Level 9, 100 William Street EAST SYDNEY NSW 2011

Sean Neylon

Executive Director

John Forder

Non-Executive Director

Steven Kayalicos Ron Hollands

Non-Executive Director Company Secretary

Investor Enquiries: investors@theiotgroup.com

All references to IOT Group includes its subsidiaries.

Forward Looking Statements

All statements other than statements of historical fact including, without limitation, statements regarding projections, future plans and objectives of IOT Group, are forward-looking statements. When used in this announcement, forward-looking statements can be identified by words such as 'anticipate", "believe", "could", "estimate", "expect", "future", "intend", "may", "opportunity", "plan", "in principle", "potential", "project", "seek", "will" and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that are expected to take place. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, its directors and management of IOT Group that could cause IOT Group's actual results to differ materially from the results expressed or anticipated in these statements.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by these forward-looking statements will actually occur and investors are cautioned not to place any reliance on these forward-looking statements.

IOT Group does not undertake to update or revise 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 above, except where required by applicable law and securities exchange listing requirements.

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

ABN 66 140	475 921				
We (th	We (the entity) give ASX the following information.				
	1 - All issues N/A et complete the relevant sections (attach s	theets if there is not enough space).			
1	⁺ Class of ⁺ securities issued or to be issued	Fully paid ordinary shares (Shares)			
2	Number of ⁺ securities issued or to be issued (if known) or maximum number which may be issued	37,500,000 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)	Fully paid ordinary shares ranking equally with existing ordinary Shares on issue.			
4	Do the ⁺ securities rank equally in all respects from the ⁺ issue date with an existing ⁺ class of quoted ⁺ securities?	Shares – Yes			
<u> </u>	If the additional *securities do not rank equally, please state: • the date from which they do				

Name of entity

IOT Group Limited (IOT)

⁺ See chapter 19 for defined terms.

	 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 	•
5	Issue price or consideration	 a) 29,500,000 Shares were issued at \$0.00405 per Share (\$119,475 total consideration) b) 8,000,000 Shares were issued at \$0.003815625 per Share (\$30,525 total consideration)
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The funds raised will be used for working capital purposes.
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the ⁺ securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	31 May 2017
6с	Number of *securities issued without security holder approval under rule 7.1	8,000,000
6d	Number of *securities issued with security holder approval under rule 7.1A	29,500,000
6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil

Number of ⁺securities issued under an exception in rule 7.2

Nil

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.

29,500,000 Shares issued under LR7.1A were issued at a price of \$0.00405 per share, being 75.61% of the 15 days VWAP of \$0.005356632 per share.

The source of the VWAP was APP Securities.

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

LR7.1 – **9,032,082** LR7.1A – **64,444,203**

7 +Issue dates

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.

Cross reference; item 33 of Appendix 3B.

18 April 2018 - 37,500,000 shares

8 Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)

Number	+Class
1,180,326,260	Fully paid ordinary shares
18,801,603	Options (exercisable at \$0.011 on or before 31 January 2019).

Number	+Class
34,620,947	Options (\$0.07, 30 June 2019)
12,042,068	Options (\$0.07, 30 June 2019)
	Director
17,500,000	Options (\$0.18238, 31 December 2022).
15,500,000	Senior Management Options (\$0.18238, 31 December 2022)
7,750,000	Options (\$0.09, 31 December 2022)
20,000,000	Director Options (\$0.09, 31 December 2022).
7,500,000	Director Options (\$0.03505, 31 December 2022).

⁺ See chapter 19 for defined terms.

24 000 000	I 0
21,000,000	Senior Management
	Options
	(\$0.10, 31 December
	2022).
3,000,000	Sales Agent Options
	(\$0.03505, 31 December
	2018).
6,000,000	Staff Options (\$0.03505,
	31 December 2018).
20,000,000	Senior Management
	Options (\$0.05,
	31 December 2027).
10,000,000	Senior Management
	Options (\$0.075,
	31 December 2027).
10,000,000	Senior Management
	Options (\$0.10,
	31 December 2027).
5,000,000	Invoice Finance Options
' '	(\$0.015, 30
	June 2019)
58,200,000	Loyalty Options
	(\$0.0125, 31
	December 2019)
20,000,000	Director Options (\$0.05,
	31 December 2027).
10,000,000	Director Options (\$0.075,
15,550,550	31 December 2027).
10,000,000	Director Options (\$0.10,
10,000,000	31 December 2027).
	or December 2021).

Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

The Company does not have a dividend policy. The Company has not previously paid a dividend.

Part 2 - Pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the *securities will be offered	
14	⁺ Class of ⁺ securities to which the offer relates	
15	⁺ Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	

18	Names of countries in which the entity has security holders who will not be sent new offer documents
	Note: Security holders must be told how their entitlements are to be dealt with.
	Cross reference: rule 7.7.
19	Closing date for receipt of acceptances or renunciations

04/03/2013

⁺ See chapter 19 for defined terms.

	-	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements in full through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

Appendix 3B Page 6

04/03/2013

⁺ See chapter 19 for defined terms.

32	their	do security holders dispose of entitlements (except by sale that broker)?	
33	⁺ Issue	date	
		uotation of securities omplete this section if you are appl	
34	Type of tick of	of ⁺ securities ne)	
(a)	X	Securities described in Part 1	
(b)			f the escrowed period, partly paid securities that become fully paid, employee ds, securities issued on expiry or conversion of convertible securities
Entitie	es that	t have ticked box 34(a)	
Additi	onal s	ecurities forming a new cla	ss of securities
Tick to docume		you are providing the informati	on or
35			securities, the names of the 20 largest holders of the number and percentage of additional *securities held by
36		If the *securities are *equity *securities setting out the numb 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over	securities, a distribution schedule of the additional er of holders in the categories
37		A copy of any trust deed for the	e additional ⁺ securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought		
39	⁺ Class of ⁺ securities for which quotation is sought		
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		
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)		
42	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in clause 38)	Number	†Class

Appendix 3B Page 8

⁺ See chapter 19 for defined terms.

Quotation agreement

- ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.
- 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.
- 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.
- 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.

Ron Hollands - Company Secretary

Holland

29 April 2018

⁺ See chapter 19 for defined terms.

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

Rule 7.1 – Issues exceeding 15% of capital Step 1: Calculate "A", the base figure from which the placement capacity is calculated Insert number of fully paid +ordinary 714,954,295 Shares securities on issue 12 months before the +issue date or date of agreement to issue The following shares were either issued with Add the following: shareholder approval obtained on 15 December 2017 or their issue was ratified on 15 December Number of fully paid +ordinary securities 2017 or they were issued under an exception issued in that 12 month period under an under rule 7.2. Quantity Appendix exception in rule 7.2 Issue Date 3B Date 70,416,666 26/06/2017 23/06/2017 Number of fully paid +ordinary securities issued in that 12 month period with 2,000,000 26/06/2017 23/06/2017 shareholder approval 19,569,472 14/09/2017 14/09/2017 5,500,000 06/10/2017 4/10/2017 Number of partly paid +ordinary securities that became fully paid in that 58,200,000 23/10/2017 23/10/2017 12 month period 23,333,333 18/12/2017 15/12/2017 8,409,597 18/12/2017 18/12/2017 Include only ordinary securities here -2,888,944 20/12/2017 18/12/2017 other classes of equity securities cannot 1,648,941 20/12/2017 18/12/2017 be added 5,500,000 20/12/2017 18/12/2017 Include here (if applicable) the securities the subject of the Appendix 3B to which 15,000,000 20/12/2017 18/12/2017 this form is annexed 12,000,000 20/12/2017 19/12/2017 It may be useful to set out issues of 5,500,000 20/12/2017 18/12/2017 securities on different dates as separate line items 15,555,556 22/12/2017 20/12/2017 17,647,059 22/12/2017 21/12/2017 5,700,000 22/12/2017 21/12/2017 23,529,412 2/01/2018 29/12/2017 1,031,250 10/01/2018 09/01/2018 3,500,000 18/01/2018 17/01/2018 2,777,778 02/02/2018 01/02/2018 5,978,130 22/02/2018 21/02/2018

18,551,603

250,000

02/03/2018

05/04/2018

Appendix 3B Page 10

02/03/2018

03/04/2018

⁺ See chapter 19 for defined terms.

Subtract the number of fully paid *ordinary securities cancelled during that 12 month period	Total: 324,487,741 Shares
"A"	1,039,442,036

04/03/2013

Appendix 3B Page 11

⁺ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15 [Note: this value cannot be changed]
Multiply "A" by 0.15	155,916,305

Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used

	T			
Insert number of *equity securities issued or agreed to be issued in that 12 month	Quantity	Class	Appendix 3B Date	Issue date
period not counting those issued:	20,000,000	Options	20/10/2017	19/10/2017
Under an exception in rule 7.2	10,000,000	Options	20/10/2017	19/10/2017
	10,000,000	Options	20/10/2017	19/10/2017
Under rule 7.1A	5,000,000	Shares	10/11/2017	10/11/2017
With security holder approval under	1,000,000	Shares	10/11/2017	10/11/2017
rule 7.1 or rule 7.4	5,000,000	Options	11/12/2017	11/12/2017
Note:	896,870	Shares	22/02/2018	21/02/2018
This applies to equity securities, unless	1,031,250	Shares	22/02/2018	21/02/2018
specifically excluded – not just ordinary	46,052,631	Shares	09/03/2018	08/03/2018
securities Include here (if applicable) the	15,000,000	Shares	14/03/2018	14/03/2018
securities the subject of the Appendix	1,031,250	Shares	21/03/2018	21/03/2018
3B to which this form is annexed	1,650,000	Shares	05/04/2018	03/04/2018
It may be useful to set out issues of securities on different dates as	22,222,222	Shares	12/04/2018	10/04/2018 -
separate line items	8,000,000	Shares	18/04/2018	11/04/2018 18/04/2018
	0,000,000	Jilaics	10/04/2010	10/04/2010
		of 101,88	Equity Secu 34,223 Share	
"C"	146,884,22	3		

Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1

"A" x 0.15 Note: number must be same as shown in Step 2	155,916,305
Subtract "C" Note: number must be same as shown in Step 3	146,884,223
<i>Total</i> ["A" x 0.15] — "C"	9,032,082 [Note: this is the remaining placement capacity under rule 7.1]

Appendix 3B Page 12 04/03/2013

⁺ See chapter 19 for defined terms.

Step 1: Calculate "A", the base fig	ure from w	hich th	ne placem	ent
capacity is calculated				
"A" Note: number must be same as shown in Step 1 of Part 1	1,039,442,036			
Step 2: Calculate 10% of "A"	1			
"D"	0.10 Note: this v	alue can	not be chang	ged
Multiply "A" by 0.10	103,944,20	3		
Insert number of +equity securities issued or agreed to be issued in that 12 month	Quantity	Class	Appendix	Issue date
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A	Quantity 10,000,000	Class Shares	Appendix 3B Date 11/12/2017	
Insert number of *equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: This applies to equity securities – not			3B Date	11/12/2017
Insert number of *equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes:	10,000,000	Shares Shares	3B Date 11/12/2017 18/04/2018	Issue date 11/12/2017 18/04/2018

⁺ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A			
"A" x 0.10 Note: number must be same as shown in Step 2	103,944,203		
Subtract "E" Note: number must be same as shown in Step 3	39,500,000		
<i>Total</i> ["A" x 0.10] – "E"	64,444,203 Note: this is the remaining placement capacity under rule 7.1A		

Appendix 3B Page 14 04/03/2013

⁺ See chapter 19 for defined terms.