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		
IOT G	Froup Limited (IOT)		
ABN			
66 14	0 475 921		
We (the entity) give ASX the following	info	rmation.
	t 1 - All issues ust complete the relevant sections (attach	shee	ts if there is not enough space).
1	*Class of *securities issued or to be issued	a) b) c)	Unlisted options over ordinary shares issued pursuant to the IoT Group Option Plan approved by Shareholders on 23 May 2018; Unlisted Options over ordinary shares; and Fully paid ordinary shares
			, ,
2	Number of *securities issued or to be issued (if known) or maximum number which may be issued	a) b) c)	52,000,000 10,000,000 22,500,000
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)	a) b) c)	2,000,000 unlisted options expiring 31 January 2019 with an exercise price of \$0.011; 20,000,000 unlisted options expiring 31/12/2025 with an exercise price of \$0.0125; and 40,000,000 unlisted options expiring 31/12/2025 with an exercise price of \$0.02 10,000,000 unlisted options with an exercise price of \$0.0125 and expiring 27 July 2025; 22,500,000 fully paid ordinary shares
4	Do the *securities rank equally in	a)	No, however the shares issued on exercise of

all respects from the *issue date

04/03/2013 Appendix 3B Page 1

the options will rank equally with existing quoted

⁺ See chapter 19 for defined terms.

with an existing *class of quoted fully paid ordinary shares on issue +securities? No. however the shares issued on exercise of b) the options will rank equally with existing quoted fully paid ordinary shares on issue 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 interest payment \$0.0001 per unlisted options for a total of Issue price or consideration \$6,200 b) Issued in consideration for an introductory fee and corporate advisory and consulting services \$0.004 per Share Options issued to provide an incentive and align Purpose of the issue the interests of the recipient with those of (If issued as consideration for shareholders. Funds raises will contribute to the acquisition of assets, clearly working capital identify those assets) Options issued as a success fee for introduction of the Bitfury Group to the Company and in consideration for corporate advisory and consulting services provided to the Company Shares issued in consideration for advisory services provided by Sirius Capital Pty Ltd. No funds were raised from the issue however they extinguished a liability owed by the Company Is the entity an *eligible entity Yes 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 23 May 2018 The date the security holder resolution under rule 7.1A was passed

Nil

Nil

Number of *securities issued without security holder approval

Number of *securities issued

with security holder approval

under rule 7.1

under rule 7.1A

5

6

6a

6b

6c

6d

- 6e Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)
- b) 10,000,000
 - c) 22,500,000

Approved at the meeting held 19 July 2018

- 6f Number of *securities issued under an exception in rule 7.2
- a) 62,000,000
- 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.
- N/A
- 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 **105,485,726** LR7.1A - (**- 38,060,751)**

The Company notes that it will not be able to issue shares under either of these capacities until 25 October 2018. Refer to the announcement released on 25 May 2018 for further details.

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.

- a) 27 & 30 July 2018
- b) 30 July 2018
- c) 27 July 2018

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

Number	+Class
1,323,318,560	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)
17,500,000	Director Options (\$0.18238, 31 December 2022).

⁺ See chapter 19 for defined terms.

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).
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, 31 December 2027).
10,000,000	Director Options (\$0.10, 31 December 2027)
4,000,000	Options (\$0.011, 31 January 2019)
42,000,000	Options (\$0.0125, 31 December 2025)
74,000,000	Options (\$0.02, 31 December 2025).
10,000,000	Options (\$0.125, 27 July 2025)

10

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	

⁺ 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	of the	do security holders dispose eir entitlements (except by hrough a broker)?
33	⁺ Issue	e date
		Quotation of securities complete this section if you are applying for quotation of securities
34	Type (tick o	of ⁺ securities one)
(a)	X	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
Entiti	ies tha	at have ticked box 34(a)
Addit	ional	securities forming a new class of securities
Tick to docume		e you are providing the information or
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
37		A copy of any trust deed for the 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)

Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

Number	⁺ Class

Appendix 3B Page 8 04/03/2013

⁺ 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.

Sign here: Date: 30/07/2018

(Director/Company secretary)

Elissa Hansen

Print name:

⁺ 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				
 Add the following: Number of fully paid ⁺ordinary securities issued in that 12 month period under an exception in rule 7.2 	The following shares were either issued with shareholder approval obtained on 15 December 2017 or their issue was ratified on 15 December 2017 or they were issued under an exception under rule 7.2 or their issue was ratified on 23 May 2018.			
exception in rule 7.2	Quantity	Appendix	Issue Date	
Number of fully paid +ordinary securities	70,416,666	3B Date 26/06/2017	23/06/2017	
issued in that 12 month period with shareholder approval	2,000,000	26/06/2017	23/06/2017	
Shareholder approval	19,569,472	14/09/2017	14/09/2017	
Number of partly paid +ordinary	5,500,000	06/10/2017	4/10/2017	
securities that became fully paid in that 12 month period Note:	58,200,000	23/10/2017	23/10/2017	
	23,333,333	18/12/2017	15/12/2017	
	8,409,597	18/12/2017	18/12/2017	
 Include only ordinary securities here – other classes of equity securities cannot 	2,888,944	20/12/2017	18/12/2017	
be added	1,648,941	20/12/2017	18/12/2017	
• Include here (if applicable) the securities the subject of the Appendix 3B to which	5,500,000	20/12/2017	18/12/2017	
this form is annexed	15,000,000	20/12/2017	18/12/2017	
It may be useful to set out issues of	12,000,000	20/12/2017	19/12/2017	
securities on different dates as separate line items	5,500,000	20/12/2017	18/12/2017	
iiile itellis	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	

⁺ See chapter 19 for defined terms.

Appendix 3B Page 10 04/03/2013

	18,551,603	02/03/2018	02/03/2018	
	250,000	05/04/2018	03/04/2018	
	5,000,000	10/11/2017	10/11/2017	
	1,000,000	10/11/2017	10/11/2017	
	46,052,631	08/03/2018	09/03/2018	
	15,000,000	14/03/2018	14/03/2018	
	22,500,000	27/07/2018	27/07/2018	
	Total: 414,040,372	Shares		
Subtract the number of fully paid *ordinary securities cancelled during that 12 month period	0			
"A"	1,128,994,667			

⁺ 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	169,349,200	

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

Insert number of *equity securities issued				
or agreed to be issued in that 12 month period <i>not counting</i> those issued:	Quantity	Class	Appendix	Issue date
	20,000,000	Options	3B Date 20/10/2017	19/10/2017
Under an exception in rule 7.2	896,670	Shares	22/02/2018	21/02/2018
Under rule 7.1A	1,031,250	Shares	22/02/2018	21/02/2018
	1,031,250	Shares	21/03/2018	21/03/2018
With security holder approval under rule 7.1 or rule 7.4	1,650,000	Shares	05/04/2018	03/04/2018
	22,222,222	Shares	12/04/2018	10/04/2018 -
 Note: This applies to equity securities, unless specifically excluded – not just ordinary securities Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	8,000,000	Shares	18/04/2018	11/04/2018 18/04/2018
	9,032,082	Shares	Announced 10/05/2018	19/06/2018
			Appendix	
			3B Date 19/06/2018	
			19/00/2018	
	Total: 63,863,474 Equity Securities, comprising of 43,863,474 Shares and 20,000,000 Options			
"C"	63,863,474			

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

"A" x 0.15	169,349,200
Note: number must be same as shown in	
Step 2	
Subtract "C"	63,863,474
Note: number must be same as shown in	
Step 3	
<i>Total</i> ["A" x 0.15] – "C"	105,485,726
	[Note: this is the remaining placement
	capacity under rule 7.1]

Appendix 3B Page 12 04/03/2013

⁺ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities Step 1: Calculate "A", the base figure from which the placement capacity is calculated 1,128,994,667 Note: number must be same as shown in Step 1 of Part 1 Step 2: Calculate 10% of "A" "D" 0.10 Note: this value cannot be changed **Multiply** "A" by 0.10 112,899,467 Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used *Insert* number of ⁺equity securities issued or agreed to be issued in that 12 month Class Issue date Quantity **Appendix** period under rule 7.1A 3B Date Notes: Shares 10,000,000 11/12/2017 11/12/2017 This applies to equity securities – not Shares 29,500,000 18/04/2018 18/04/2018 just ordinary securities **Shares** 50,492,300 18/05/2018 18/05/2018 Include here – if applicable – the securities the subject of the Appendix 28/05/2018 11,111,111 Shares Announced 10/05/2018 3B to which this form is annexed Appendix 3B • Do not include equity securities issued Date under rule 7.1 (they must be dealt with 28/05/2018 in Part 1), or for which specific security 11,111,111 05/06/2018 Shares Announced holder approval has been obtained 10/05/2018 It may be useful to set out issues of Appendix 3B securities on different dates as separate Date line items 06/06/2018 22,222,222 **Shares** Announced 07/06/2018 10/05/2018 Appendix 3B Date 07/06/2018 16,523,474 19/06/2018 Shares Announced 10/05/2018 Appendix 3B Date 19/06/2018 Total: 150,960,218 Shares

"E"

04/03/2013 Appendix 3B Page 13

150,960,218

⁺ 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	112,899,467		
Note: number must be same as shown in			
Step 2			
Subtract "E"	150,960,218		
Note: number must be same as shown in			
Step 3			
Total ["A" x 0.10] – "E"	- 38,060,751		
	Note: this is the remaining placement		
	capacity under rule 7.1A		

Appendix 3B Page 14 04/03/2013

⁺ See chapter 19 for defined terms.