

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

Bigtincan Holdings Limited (**Bigtincan**)

ABN

98 154 944 797

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 (New Shares). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>Up to approximately 37,080,271 New Shares are expected to be issued under a 1 for 6 fully underwritten pro rata accelerated non-renounceable entitlement offer, as detailed in the ASX announcement dated 11 April 2019 (Entitlement Offer).</p> <p>The exact number of New Shares to be issued under the Entitlement Offer and the split between the:</p> <ul style="list-style-type: none"> • institutional component of the offer; and • the retail component of the offer, <p>are to be finalised and are subject to reconciliation of shareholder entitlements and rounding.</p> |

+ See chapter 19 for defined terms.

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 all other fully paid ordinary shares on issue in Bigtincan.
4	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	Yes, the New Shares rank equally with the existing fully paid ordinary shares in Bigtincan.
5	Issue price or consideration	\$0.42 per New Share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>The proceeds will be applied principally to:</p> <ul style="list-style-type: none"> • Expand sales and marketing staff (primarily USA and UK) • Technology and product development to drive continued innovation • M&A opportunities in line with acquisition criteria; and • Working capital and transaction costs.
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A?	Yes.

⁺ See chapter 19 for defined terms.

	If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i> , and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	21 November 2018.
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	-
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	-
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	-
6f	Number of ⁺ securities issued under an exception in rule 7.2	Up to approximately 37,080,271 New Shares are expected to be issued under the Entitlement Offer.
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	Remaining capacity: LR 7.1: 720,539 <u>LR 7.1A: 328,438</u>

⁺ See chapter 19 for defined terms.

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.

The issue date under the institutional component of the Entitlement Offer is scheduled for 24 April 2019.

The issue date under the retail component of the Entitlement Offer is scheduled for 17 May 2019.

⁺ See chapter 19 for defined terms.

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

Number	⁺ Class
After completion of the Entitlement Offer there will be approximately 259,561,899 shares on issue (being the aggregate of 222,481,628 shares on issue as at the date of this Appendix 3B and approximately 37,080,271 New Shares expected to be issued under the Entitlement Offer, as referred to in item 2 of this Appendix 3B).	Fully paid ordinary shares

⁺ See chapter 19 for defined terms.

	Number	⁺ Class
9		Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)
	7,618,902	Options (New ESOP) various exercise prices, vesting and expiry dates subject to employment
	11,907,862	Options (Original ESOP) various exercise prices, vesting and expiry dates subject to employment
	1	Ordinary Shares Purchase Warrant which entitles its holder, subject to the terms of the warrant, to subscribe for up to 5,004,492 ordinary shares in the Company at an exercise price of \$0.234 per share
	1,000,000	Options, exercise price 49 cents, expiring 17 December 2021

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	None.
----	--	-------

Part 2 - Pro rata issue

11	Is security holder approval required?	No.
12	Is the issue renounceable or non-renounceable?	Non-renounceable (ANREO).

⁺ See chapter 19 for defined terms.

13	Ratio in which the ⁺ securities will be offered	1 New Share for every 6 existing fully paid ordinary shares in Bigtincan held at the record date for the Entitlement Offer.
14	⁺ Class of ⁺ securities to which the offer relates	Fully paid ordinary shares.
15	⁺ Record date to determine entitlements	16 April 2019 (7.00pm (Sydney time)).
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded up to the nearest whole number of shares.
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with.</small> <small>Cross reference: rule 7.7.</small>	For the institutional component of the Entitlement Offer, all countries other than Australia, New Zealand, Hong Kong, Singapore, the United Kingdom and the United States. For the retail component of the Entitlement Offer, all countries other than Australia and New Zealand.
19	Closing date for receipt of acceptances or renunciations	The institutional component of the Entitlement Offer is scheduled to close on 12 April 2019. The retail component of the Entitlement Offer is scheduled to close on 10 May 2019.
20	Names of any underwriters	Baillieu Ltd ACN 006 519 393 and Canaccord Genuity (Australia) Limited ACN 075 071 466 (Underwriters).
21	Amount of any underwriting fee or commission	Bigtincan has agreed to pay the Underwriters the following fees: (a) a management fee equal to 1.0% of the gross proceeds of the Entitlement Offer; and (b) an underwriting fee equal to 4.5% of the gross proceeds of the Entitlement Offer.

⁺ See chapter 19 for defined terms.

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	<p>No prospectus is being prepared. An investor presentation has been provided to ASX with this Appendix 3B.</p> <p>A retail offer booklet and entitlement and acceptance form are scheduled to be sent to eligible retail shareholders on or around 23 April 2019.</p>
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	11 April 2019.
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

- | | | |
|----|--|--|
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | N/A |
| 33 | +Issue date | <p>The issue date under the institutional component of the Entitlement Offer is scheduled for 24 April 2019.</p> <p>The issue date under the retail component of the Entitlement Offer is scheduled for 17 May 2019.</p> |

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

Entities that have ticked box 34(b)

+ See chapter 19 for defined terms.

38	Number of ⁺ securities for which ⁺ quotation is sought	N/A					
39	⁺ Class of ⁺ securities for which quotation is sought	N/A					
40	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> 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	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another ⁺security, clearly identify that other ⁺security)</p>	N/A					
42	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>⁺Class</th> </tr> </thead> <tbody> <tr> <td>N/A</td> <td>N/A</td> </tr> </tbody> </table>	Number	⁺ Class	N/A	N/A	
Number	⁺ Class						
N/A	N/A						

⁺ See chapter 19 for defined terms.

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.

⁺ See chapter 19 for defined terms.

Sign here:

..
Company secretary

Date: 11/4/2019

Print name: Mark Ohlsson

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 securities on issue 12 months before the ⁺ issue date or date of agreement to issue	176,340,101								
Add the following: <ul style="list-style-type: none">• Number of fully paid ⁺ordinary securities issued in that 12 month period under an exception in rule 7.2• Number of fully paid ⁺ordinary securities issued in that 12 month period with shareholder approval• Number of partly paid ⁺ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none">• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i>• <i>It may be useful to set out issues of securities on different dates as separate line items</i>	<table><tr><td>SPP (Aug 18)</td><td>2,490,649</td></tr><tr><td>ESOP (Aug 18)</td><td>117,926</td></tr><tr><td>ESOP (Feb19)</td><td>470,471</td></tr><tr><td>ESOP (Apr 19)</td><td>205,338</td></tr></table>	SPP (Aug 18)	2,490,649	ESOP (Aug 18)	117,926	ESOP (Feb19)	470,471	ESOP (Apr 19)	205,338
SPP (Aug 18)	2,490,649								
ESOP (Aug 18)	117,926								
ESOP (Feb19)	470,471								
ESOP (Apr 19)	205,338								

+ See chapter 19 for defined terms.

Subtract the number of fully paid ⁺ ordinary securities cancelled during that 12 month period	0
“A”	179,624,485

⁺ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	26,943,672
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: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	25,223,133 Options (Mar 19) 1,000,000
“C”	26,223,133
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	26,943,672
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	26,223,133
Total [“A” x 0.15] – “C”	720,539 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ 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	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	179,624,485
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	17,962,448
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 period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>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</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	17,634,010
“E”	17,634,010

⁺ 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 <i>Note: number must be same as shown in Step 2</i>	17,962,448
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	17,634,010
Total [“A” x 0.10] – “E”	328,438 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.