

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

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 | (a) Fully paid ordinary shares
(b) Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 2,602,579
(b) 4,337,632 |
| 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) Fully paid ordinary shares
(b) Fully paid ordinary shares. The holders of the shares have entered into voluntary restriction agreements with the Company under which the shares will be restricted so that the shares will be released from trading restrictions on 2 October 2020. The terms of issue of the shares also provide that the shares will be subject to forfeiture as follows: |

+ See chapter 19 for defined terms.

1. all of the holder's shares will be forfeited for no consideration if the holder voluntarily without Good Reason (as defined in Section 3.6 of the Employment Agreement) leaves the employment of the Company's subsidiary or if the holder's employment is terminated with Cause (as defined in Section 3.6 of the Employment Agreement) on or before the six-month anniversary of the restriction agreement; or
2. if the Company gives the holder a notice under section 8.06(b) of the Stock Purchase Agreement during the restriction period under which the holder is notified of a number of shares to be forfeited pursuant to the Stock Purchase Agreement, that number of shares will be forfeited for no consideration.

In all other respects the shares will rank equally with existing ordinary shares from date of issue.

- 4 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

- (a) Yes
- (b) The holders of the shares have entered into voluntary restriction agreements with the Company under which the shares will be restricted so that the shares will be released from trading restrictions on 2 October 2020. The terms of issue of the shares also provide that the shares will be subject to forfeiture as follows:

1. all of the holder's shares will be forfeited for no consideration if the holder voluntarily without Good Reason (as defined in Section 3.6 of the Employment Agreement) leaves the employment of the Company's subsidiary or if the holder's employment is terminated with Cause (as defined in Section 3.6 of the Employment Agreement) on or before the six-month anniversary of the restriction agreement; or

⁺ See chapter 19 for defined terms.

		<p>2. if the Company gives the holder a notice under section 8.06(b) of the Stock Purchase Agreement during the restriction period under which the holder is notified of a number of shares to be forfeited pursuant to the Stock Purchase Agreement, that number of shares will be forfeited for no consideration.</p> <p>In all other respects the shares will rank equally with existing ordinary shares from date of issue.</p>
5	Issue price or consideration	\$0.537 per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Part consideration for the acquisition of 100% of the issued stock of Xinnovation, Inc., as advised to ASX on 30 September 2019.
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i> , and comply with section 6i	Yes
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	6,940,211
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)	-

⁺ See chapter 19 for defined terms.

6f	Number of ⁺ securities issued under an exception in 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.	-						
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	-						
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: 29,349,472 <u>LR 7.1A: 26,193,122</u>						
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.	2 October 2019						
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in section 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>264,533,800</td><td>Fully paid ordinary shares</td></tr><tr><td>4,337,632 subject to voluntary escrow until 2 October 2020</td><td>Fully paid ordinary shares</td></tr></table>	Number	⁺ Class	264,533,800	Fully paid ordinary shares	4,337,632 subject to voluntary escrow until 2 October 2020	Fully paid ordinary shares
Number	⁺ Class							
264,533,800	Fully paid ordinary shares							
4,337,632 subject to voluntary escrow until 2 October 2020	Fully paid ordinary shares							

⁺ See chapter 19 for defined terms.

9 Number and ⁺class of all ⁺securities not quoted on ASX (including the ⁺securities in section 2 if applicable)

Number	⁺ Class
7,527,774	Options (New ESOP) various exercise prices, vesting and expiry dates subject to employment
9,707,661	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
1,000,000	Options, exercise price 53 cents, expiring 17 December 2021
1,000,000	Options, exercise price 56 cents, expiring 17 December 2021

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

None

⁺ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

	or renunciations on behalf of security holders	<div style="border: 1px solid black; height: 25px; width: 100%;"></div>
25	If the issue is contingent on security holders' approval, the date of the meeting	<div style="border: 1px solid black; height: 40px; width: 100%;"></div>
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	<div style="border: 1px solid black; height: 40px; width: 100%;"></div>
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	<div style="border: 1px solid black; height: 70px; width: 100%;"></div>
28	Date rights trading will begin (if applicable)	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
29	Date rights trading will end (if applicable)	<div style="border: 1px solid black; height: 55px; width: 100%;"></div>
30	How do security holders sell their entitlements <i>in full</i> through a broker?	<div style="border: 1px solid black; height: 45px; width: 100%;"></div>
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<div style="border: 1px solid black; height: 45px; width: 100%;"></div>
32	How do security holders dispose of their entitlements (except by sale through a broker)?	<div style="border: 1px solid black; height: 45px; width: 100%;"></div>
33	⁺ Issue date	<div style="border: 1px solid black; height: 45px; width: 100%;"></div>

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

⁺ See chapter 19 for defined terms.

- (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)

- 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
-

⁺ See chapter 19 for defined terms.

- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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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)

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

Number	⁺ Class

⁺ 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.

Sign here:
Company secretary

Date: 2/10/2019

Print name: Mark Ohlsson

⁺ 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 securities on issue 12 months before the +issue date or date of agreement to issue	221,805,819														
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"> Include only ordinary securities here – other classes of equity securities cannot be added 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 	<table> <tr> <td>ESOP (Feb19)</td><td>470,471</td></tr> <tr> <td>ESOP (Apr 19)</td><td>205,338</td></tr> <tr> <td>ESOP (Apr 19)</td><td>320,931</td></tr> <tr> <td>Institutional offer (Apr 19)</td><td>29,528,407</td></tr> <tr> <td>Retail offer (May 19)</td><td>7,606,231</td></tr> <tr> <td>ESOP (Jun 19)</td><td>152,385</td></tr> <tr> <td>ESOP (Jul 19)</td><td>1,841,639</td></tr> </table>	ESOP (Feb19)	470,471	ESOP (Apr 19)	205,338	ESOP (Apr 19)	320,931	Institutional offer (Apr 19)	29,528,407	Retail offer (May 19)	7,606,231	ESOP (Jun 19)	152,385	ESOP (Jul 19)	1,841,639
ESOP (Feb19)	470,471														
ESOP (Apr 19)	205,338														
ESOP (Apr 19)	320,931														
Institutional offer (Apr 19)	29,528,407														
Retail offer (May 19)	7,606,231														
ESOP (Jun 19)	152,385														
ESOP (Jul 19)	1,841,639														
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	0														
“A”	261,931,221														

+ 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	39,289,683						
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used							
<p>Insert number of +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"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <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> 	<table> <tr> <td>Options (Mar 19)</td> <td>1,000,000</td> </tr> <tr> <td>Options (Jun 19)</td> <td>2,000,000</td> </tr> <tr> <td>Consideration XINN acquisition (Oct 19)</td> <td>6,940,211</td> </tr> </table>	Options (Mar 19)	1,000,000	Options (Jun 19)	2,000,000	Consideration XINN acquisition (Oct 19)	6,940,211
Options (Mar 19)	1,000,000						
Options (Jun 19)	2,000,000						
Consideration XINN acquisition (Oct 19)	6,940,211						
“C”	9,940,211						
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>	39,289,683						
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	9,940,211						
Total [“A” x 0.15] – “C”	29,349,472 <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>	261,931,221
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	26,193,122
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> 	
“E”	0

+ 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>	26,193,122
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	26,193,122 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.