Appendix 3B

Proposed issue of +securities

Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are proposing to issue a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Similarly, if you are an entity incorporated outside Australia, the +securities proposed to be issued are in an existing class of +security but the event timetable includes a period of rights or +deferred settlement trading, you will need to obtain and provide an ISIN code for the rights and/or the deferred settlement +securities. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) give ASX the following information about a proposed issue of *securities and, if ASX agrees to *quote any of the *securities (including any rights) on a *deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules	Firstwave Cloud Technology Limited
1.2	*Registration type and number Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).	ABN 35 144 733 595
1.3	*ASX issuer code	FCT
1.4	*This announcement is Tick whichever is applicable.	☑ A new announcement☐ An update/amendment to a previous announcement☐ A cancellation of a previous announcement
1.4a	*Reason for update Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.	
1.4b	*Date of previous announcement to this update Mandatory only if "Update" ticked in Q1.4 above.	

⁺ See chapter 19 for defined terms

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1.4c	*Reason for cancellation Mandatory only if "Cancellation" ticked in Q1.4 above.	
1.4d	*Date of previous announcement to this cancellation Mandatory only if "Cancellation" ticked in Q1.4 above.	
1.5	*Date of this announcement	21 May 2020
1.6	*The proposed issue is:	☐ A +bonus issue (complete Parts 2 and 8)
	Note: You can select more than one type of issue (e.g. an offer of securities under a securities purchase	☐ A standard +pro rata issue (non-renounceable or renounceable) (complete Q1.6a and Parts 3 and 8)
	plan and a placement, however ASX may restrict certain events from being	☐ An accelerated offer (complete Q1.6b and Parts 3 and 8)
	announced concurrently). Please contact your listing adviser if you are unsure.	☐ An offer of +securities under a +securities purchase plan (complete Parts 4 and 8)
		☐ A non-+pro rata offer of +securities under a +disclosure document or +PDS (complete Parts 5 and 8)
		☐ A non-+pro rata offer to wholesale investors under an information memorandum (complete Parts 6 and 8)
		□ A placement or other type of issue (complete Parts 7 and 8)
1.6a	*The proposed standard +pro rata issue is: Answer this question if your response to Q1.6 is "A standard pro rata issue (non-renounceable or renounceable)." Select one item from the list	□ Non-renounceable □ Renounceable
1.6b	*The proposed accelerated offer is:	☐ Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)
	Answer this question if your response to Q1.6 is "An accelerated offer" Select one item from the list	☐ Accelerated renounceable entitlement offer (commonly known as an AREO)
		☐ Simultaneous accelerated renounceable entitlement offer (commonly known as a SAREO)
		☐ Accelerated renounceable entitlement offer with dual book-build structure (commonly known as a RAPIDS)
		☐ Accelerated renounceable entitlement offer with retail rights trading (commonly known as a PAITREO)

Part 7 – Details of proposed placement or other issue

If your response to Q1.6 is "A placement or other type of issue", please complete Parts 7A – 7F and the details of the securities proposed to be issued in Part 8.

Part 7A - Proposed placement or other issue - conditions

	Question	Question	Answer
11	10.		

		of the following approvals required acement or other type of issue?		Yes	
*Security holder approval					
	• Cou	rt approval			
	• Lodg	gement of court order	with +ASIC		
	• ACC	C approval			
	• FIRE	3 approval			
		ther approval/condition	on external to		
7A.1a	Conditio	ns			
	Answer the	ese questions if your respo	onse to 7A.1 is "Yes'		
Select the applicable approval(s) from the list. No determination" is the date that you expect to know holder meeting in the case of *security holder approval).		kpect to know if the a	approval is given (for exampl	le, the date of the security	
*Approval/ condition Type		*Date for determination	*Is the date estimated or actual?	**Approval received/ condition met? Please answer "Yes" or "No". Only answer this question when you know the outcome of the approval.	Comments
+Security holder approval		13 July 2020	Estimated		
Court approval					
Lodgement of court order with +ASIC					
ACCC approval					
FIRB appro	val				
Other (please specify in comment section)					

Part 7B - Details of proposed placement or other issue - issue details

Question No.	Question	Answer
7B.1	Number of +securities proposed to be issued	30,000,000 unlisted options
7B.2	*Are the +securities proposed to be issued being issued for a cash consideration? If the securities are being issued for nil cash consideration, answer this question "No".	No
7B.2a	*In what currency is the cash consideration being paid For example, if the consideration is being paid in Australian Dollars, state AUD. Answer this question if your response to Q7B.1 is "Yes".	N/A
7B.2b	*What is the issue price per +security Answer this question if your response to Q7B.1 is "Yes" and by reference to the issue currency provided in your response to Q7B.1a. Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q7B.1 as "No" and complete Q7B.1c.	N/A

7B.2c	Please describe the consideration being provided for the +securities Answer this question if your response to Q7B.1 is "No".	Issued to sub-underwriters nominated by Morgans Corporate Limited in consideration for participating as sub-underwriters to the Company's Retail Entitlement Offer announced to ASX on 21 March 2020
7B.2d	Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities Answer this question if your response to Q7B.1 is "No".	

Part 7C - Proposed placement or other issue - timetable

Question No.	Question	Answer
7C.1	*Proposed +issue date	13 July 2020

Part 7D - Proposed placement or other issue - listing rule requirements

Question No.	Question	Answer
7D.1	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?	Yes
	Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing).	
7D.1a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 Answer this question if the issuer is an ASX Listing and your response to Q7D.1 is "Yes".	13 July 2020
7D.1b	*Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? Answer this question if the issuer is an ASX Listing and your response to Q7D.1 is "No".	No
7D.1b(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?	N/A
	Answer this question the issuer is an ASX Listing, your response to Q7D.1 is "No" and if your response to Q7D.1b is "Yes".	
	Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.	
7D.1c	*Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?	No
	Answer this question if the issuer is an ASX Listing and your response to Q7D.1 is "No".	

7D.1c(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A? Answer this question if the issuer is an ASX Listing, your response to Q7D.1 is "No" and your response to Q7D.1c is "Yes". Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.	N/A
7D.1c(ii)	*Please explain why the entity has chosen to do a placement or other issue rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate Answer this question if the issuer is an ASX Listing, your response to Q7D.1 is "No" and your response to Q7D.1 is "Yes".	N/A
7D.2	*Is a party referred to in listing rule 10.11.1 participating in the proposed issue? Answer this question if the issuer is an ASX Listing. Note: If your response is "Yes", this will require security holder approval under listing rule 10.11.	No
7D.3	*Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules? Note: the entity should not apply for quotation of restricted securities	No
7D.3a	*Please enter, the number and +class of the +restricted securities and the date from which they will cease to be +restricted securities Answer this question if your response to Q7D.3 is "Yes".	N/A
7D.4	*Will any of the +securities to be issued be subject to +voluntary escrow?	No
7D.4a	*Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow Answer this question if your response to Q7D.4 is "Yes".	N/A

Part 7E - Proposed placement or other issue - fees and expenses

Question No.	Question	Answer
7E.1	*Will there be a lead manager or broker to the proposed issue?	No
7E.1a	*Who is the lead manager/broker? Answer this question if your response to Q7E.1 is "Yes".	N/A

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	*What fee, commission or other consideration is payable to them for acting as lead manager/broker? Answer this question if your response to Q7E.1 is	N/A
	"Yes".	
7E.2	*Is the proposed issue to be underwritten?	No
7E.2a	*Who are the underwriter(s)?	N/A
	Answer this question if your response to Q7E.2 is "Yes".	
	*What is the extent of the underwriting (i.e. the amount or proportion of the issue that is underwritten)?	N/A
	Answer this question if your response to Q7E.2 is "Yes".	
	*What fees, commissions or other consideration are payable to them for acting as underwriter(s)? Answer this question if your response to Q7E.2 is	N/A
	"Yes".	
	Note: This includes any applicable discount the underwriter receives to the issue price payable by participants in the issue.	
	*Provide a summary of the significant events that could lead to the underwriting being terminated	N/A
	Answer this question if your response to Q7E.2 is "Yes".	
	Note: You may cross-refer to a covering announcement or to a separate annexure with this information.	
	*Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?	No
	Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing) and your response to Q7E.2 is "Yes".	
	Note: If your response is "Yes", this will require security holder approval under listing rule 10.11.	
	*What is the name of that party? Answer this question if the issuer is an ASX Listing and your response to Q7E.3 is "Yes".	N/A
	Note: If there is more than one such party acting as underwriter or sub-underwriter include all of their details in this and the next 2 questions.	
	*What is the extent of their underwriting or sub-underwriting (i.e. the amount or proportion of the issue they have underwritten or sub-underwritten)?	N/A
	Answer this question if the issuer is an ASX Listing and your response to Q7E.3 is "Yes".	
	*What fee, commission or other	N/A
	consideration is payable to them for acting as underwriter or sub-underwriter?	
	Answer this question if the issuer is an ASX Listing and your response to Q7E.3 is "Yes".	
	Note: This includes any applicable discount the underwriter or sub-underwriter receives to the issue price payable by participants in the issue.	

be inc	urred by the entity in connection with	Standard share registry, external advisers and ASX administrative fees.
the pr	oposed issue	

Part 7F - Proposed placement or other issue - further information

Question No.	Question	Answer
7F.1	*The purpose(s) for which the entity is issuing the securities You may select one or more of the items in the list.	☐ To raise additional working capital
		☐ To fund the retirement of debt
		☐ To pay for the acquisition of an asset [provide details below]
		□ To pay for services rendered [provide details below]
		☐ Other [provide details below]
		Additional details:
		The options are proposed to be issued to sub-underwriters nominated by Morgans Corporate Limited in consideration for participating as sub-underwriters to the Company's Retail Entitlement Offer announced to ASX on 21 March 2020
7F.2	*Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?	No
7F.2a	*Please explain how the entity will change its dividend/distribution policy if the proposed issue proceeds Answer this question if your response to Q7F.2 is "Yes".	N/A
7F.3	Any other information the entity wishes to provide about the proposed issue	No

Part 8 – details of +securities proposed to be issued

Answer the relevant questions in this part for the type of +securities the entity proposes to issue. If the entity is proposing to issue more than one class of security, including free attaching securities, please complete a separate version of Part 8 for each class of security proposed to be issued.

Part 8A - type of +securities proposed to be issued

Question No.	Question	Answer
8A.1	*The +securities proposed to be issued are: Tick whichever is applicable Note: SPP offers must select "existing quoted class"	☐ Additional +securities in a class that is already quoted on ASX ("existing quoted class")
		☐ Additional +securities in a class that is not currently quoted, and not intended to be quoted, on ASX ("existing unquoted class")
		□ New +securities in a class that is not yet quoted, but is intended to be quoted, on ASX ("new quoted class")
		New +securities in a class that is not quoted, and not intended to be quoted, on ASX ("new unquoted class")

Note: If the +securities referred to in this form are being offered under a +disclosure document or +PDS and the entity selects the first or third option in its response to question 8A.1 above (existing quoted class or new quoted class), then by lodging this form with ASX, the entity will be taken, for the purposes of sections 711(5) and 1013H (as applicable) of the Corporations Act, to have applied for quotation of those +securities. However, once the final number of +securities offered under the +disclosure document or +PDS is known, the entity must complete and lodge with ASX an Appendix 2A applying for the quotation of that number of +securities.

Part 8C – details of +securities proposed to be issued (new quoted class or new unquoted class)

Answer the questions in this Part if your response to Q8A.1 is "new quoted class" or "new unquoted class".

Question No.	Question	Answer
8C.1	*+Security description The ASX security code for this security will be confirmed by ASX in due course.	Unlisted options
8C.2	*Security type Select one item from the list. Please select the most appropriate security type from the list. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible debt securities" or "Non-convertible debt securities". Select "Other" for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.	 □ Ordinary fully or partly paid shares/units □ Options □ +Convertible debt securities □ Non-convertible +debt securities □ Redeemable preference shares/units □ Other
8C.3	ISIN code Answer this question if you are an entity incorporated outside Australia and you are proposing to issue a new class of securities other than CDIs. See also the note at the top of this form.	

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8C.4a	*Will all the +securities proposed to be	Yes
	issued in this class rank equally in all respects from the issue date?	
8C.4b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known?	N/A
	Answer this question if your response to Q8C.4a is "No".	
8C.4c	*Provide the actual non-ranking end date Answer this question if your response to Q8C.5a is "No" and your response to Q8C.4b is "Yes".	N/A
8C.4d	*Provide the estimated non-ranking end period	N/A
	Answer this question if your response to Q8C.4a is "No" and your response to Q8C.4b is "No".	
8C.4e	*Please state the extent to which the +securities do not rank equally:	N/A
	 in relation to the next dividend, distribution or interest payment; or 	
	for any other reason Answer this question if your response to Q8C.4a is "No".	
	For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.	
8C.5	Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued	Options terms attached
	You may cross-reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.	
8C.6	*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?	No
	Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).	
	If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.	
8C.7a	Ordinary fully or partly paid shares/units details	
	Answer the questions in this section if you selected this s	security type in your response to Question 8C.2.
	*+Security currency	
	This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.	
	*Will there be CDIs issued over the +securities?	Yes or No

	*CDI ratio	X:Y
	Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).	
	*Is it a partly paid class of +security?	Yes or No
	*Paid up amount: unpaid amount	X:Y
	Answer this question if answered "Yes" to the previous question.	
	The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid'	
	The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'.	
	The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).	
	*Is it a stapled +security?	Yes or No
	This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.	
8C.7b	Option details	
	Answer the questions in this section if you selected this security type in your response to Question Q8C.2.	
	*+Security currency	AUD
	This is the currency in which the exercise price is payable.	
	*Exercise price	\$0.05 (5 cents)
	The price at which each option can be exercised and convert into the underlying security.	
	The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).	
	*Expiry date	12 months from issue date
	The date on which the options expire or terminate.	
	*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if an option is exercised	One fully paid ordinary share (ASX: FCT)
	For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".	
8C.7c	Details of non-convertible +debt securities redeemable preference shares/units Answer the questions in this section if you selected one of Q8C.2.	
		g Conventions and Security Descriptions for ASX Quoted rtain terms used in this section

*Type of +security	☐ Simple corporate bond
Select one item from the list	☐ Non-convertible note or bond
	☐ Convertible note or bond
	□ Preference share/unit
	□ Capital note
	☐ Hybrid security
	□ Other
* O . II	- Other
*+Security currency	
This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.	
*Face value	
This is the principal amount of each security.	
The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).	
*Interest rate type	☐ Fixed rate
Select one item from the list	☐ Floating rate
Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided in	☐ Indexed rate
the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid	□ Variable rate
Securities Securities	□ Zero coupon/no interest
	□ Other
*Frequency of coupon/interest payments	
per year	☐ Monthly
Select one item from the list.	□ Quarterly
	☐ Semi-annual
	☐ Annual
	☐ No coupon/interest payments
	☐ Other
*First interest payment date	
A response is not required if you have selected "No coupon/interest payments" in response to the question above on the frequency of coupon/interest payments	
*Interest rate per annum	% p.a.
Answer this question if the interest rate type is fixed.	
*Is the interest rate per annum estimated at this time?	Yes or No
Answer this question if the interest rate type is fixed.	
*If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known)	
Answer this question if the interest rate type is fixed and your response to the previous question is "Yes". Answer "Unknown" if the date is not known at this time.	
*Does the interest rate include a reference	Yes or No
rate, base rate or market rate (e.g. BBSW or CPI)?	
Answer this question if the interest rate type is floating or indexed.	

*What is the reference rate, base rate or market rate? Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".	
*Does the interest rate include a margin above the reference rate, base rate or market rate? Answer this question if the interest rate type is floating or indexed.	Yes or No
*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum) Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".	% p.a.
*Is the margin estimated at this time? Answer this question if the interest rate type is floating or indexed.	Yes or No
*If the margin is estimated, then what is the date for this information to be announced to the market (if known) Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes". Answer "Unknown" if the date is not known at this time.	
*S128F of the Income Tax Assessment Act status applicable to the +security Select one item from the list For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security: • "s128F exempt" means interest payments are not taxable to non-residents; • "Not s128F exempt" means interest payments are taxable to non-residents; • "s128F exemption status unknown" means the issuer is unable to advise the status; "Not applicable" means s128F is not applicable to this security	□ s128F exempt □ Not s128F exempt □ s128F exemption status unknown □ Not applicable
*Is the +security perpetual (i.e. no maturity date)?	Yes or No
*Maturity date Answer this question if the security is not perpetual	

*Select other features applicable to the +security Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.	□ Simple □ Subordinated □ Secured □ Converting □ Convertible □ Transformable □ Exchangeable □ Cumulative □ Non-Cumulative □ Redeemable □ Extendable □ Reset □ Step-Down □ Step-Up □ Stapled □ None of the above
*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?	Yes or No
*If yes, what is the first trigger date Answer this question if your response to the previous question is "Yes".	
*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the +securities to be quoted are converted, transformed or exchanged Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable". For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert "1,000 fully paid ordinary shares (ASX:ABC)".	

Introduced 01/12/19; amended 31/01/20

Exercise price	\$0.05 (5 cents) per Option.
Exercise price	
Expiry Date	12 months from the issue date.
Conversion	Each Option converts into one Share in the capital of the Company.
Restrictions on transfer	An Option is not capable of being transferred, sold, mortgaged, charged, hedged or made subject to any margin lending arrangement or otherwise disposed of or dealt with or encumbered in any way, and an Option will lapse immediately if any such thing purports to occur.
Participation rights	The Options do not carry any participation rights in new Share issues.
Exercise method	The Options may be exercised wholly or in part by the holder paying the applicable exercise price per Option to the Company.
	The Company will apply to ASX to have the Shares issued pursuant to the exercise of Options granted official quotation.
Shares to rank pari passu	All Shares issued upon exercise of the Options, and payment of the relevant exercise price to the Company, will rank pari passu in all respects with the Company's then issued Shares. The Options will be unlisted. No quotation will be sought from ASX for the Options.
Capital reorganisation	In the event of a reorganisation of the issued capital of the Company prior to the Expiry Date, the rights attaching to each Option will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
Dividends andvoting	The Options do not provide the holder any entitlement to dividends. The Options do not entitle the holder to receive notice of, attend or vote at, any meeting of the Company's shareholders.
Listing Rules	To the extent that any of these terms and conditions are inconsistent with or contrary to the Listing Rules, the Listing Rules provisions will prevail and these terms and conditions are deemed to incorporate the relevant Listing Rules provisions as an amendment to these terms.
Corporations Act	The holder's right to exercise an Option is subject to compliance with Chapter 6 of the Corporations Act 2001 (Cth). If the exercise of an Option would result in the holder having a relevant interest greater than 20% of the Company's voting shares on issue, then the holder may be prohibited from exercising its Option(s).