

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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 Group Limited (IOT)

ABN

66 140 475 921

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 | Options over Ordinary Class Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>84,700,000 Unlisted Options over Ordinary Class Shares comprising:</p> <ul style="list-style-type: none">• 27,500,000 Unlisted Director Options• 21,000,000 Unlisted Senior Management Options• 23,000,000 Unlisted Options for Sales and Public Relations Agents• 13,200,000 Unlisted Staff Options |

+ See chapter 19 for defined terms.

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<p>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)</p>	<p>84,700,000 Unlisted Options over Ordinary Class Shares comprising:</p> <p><i>A. 27,500,000 Unlisted Director Options to be issued to Directors of the company. Options are subject to approval at a shareholders meeting to be held 31 March 2017.</i></p> <p>Price of Options of \$0.0001/Option.</p> <p>The exercise price of 20,000,000 Unlisted Director Options is \$0.09/Option.</p> <p>The exercise price of the residual 7,500,000 Unlisted Director Options is at a premium to market value at the date of issue calculated in accordance with the following formula:</p> <p>Exercise Price = 7,500,000 x P Where P is calculated in accordance with the following formula:</p> <p>$P = \text{ISP} \times 2$</p> <p>ISP is the volume weighted average price of a Company share sold on the ASX during the five trading days immediately prior to the date of issue of the 7,500,000 Options.</p> <p>This Exercise Price is greater than the market value of the underlying shares at the date of issue as determined by reference to the volume weighted average price of a Company share sold on the ASX during the five trading days immediately prior to the date of issue of the options. These options are the subject of a resolution to be put to shareholders on 31 March 2017.</p> <p>Options will vest immediately after their issue and can be exercised at any time prior to 31 December 2022, after which any vested but unexpired Options will lapse.</p> <p>If employment is terminated, recipients retain all vested Options.</p> <p><i>B. 21,000,000 Unlisted Senior Management Options</i></p> <p>Price of Options of \$0.0001/Option.</p> <p>Exercise price = \$0.10/Option</p> <p>Options will vest immediately after their issue and can be exercised at any time prior to 31 December 2022, after which any vested but unexpired Options will lapse.</p> <p>If employment is terminated, recipients retain all vested Options.</p> <p><i>C. 23,000,000 Unlisted Options for Sales and Public Relations Agents</i></p>
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⁺ See chapter 19 for defined terms.

Price of Options is \$nil/Option.

Exercise price = \$0.03505/Option.

Price determined by taking weighted average price of an IOT share sold on the ASX during the 5 days immediately prior to the date of IOT Board approval to issue the Options (12 January 2017).

Vesting conditions

The total value of all orders of any product received by the Company for calendar years 2017 and 2018 is at least AUD100 million OR at the end of the Vesting Period, the Company has a market valuation of at least AUD200 million.

Vesting period

The period beginning at the date of issue of the Options and ending 31 December 2018.

D. 13,200,000 Unlisted Staff Options

Price of Options is \$nil/Option.

Exercise price = \$0.3505/Option.

Price determined by taking weighted average price of an IOT share sold on the ASX during the 5 days immediately prior to the date of IOT Board approval to issue the Options (12 January 2017)

Vesting conditions

The total value of all orders of any product received by the Company for calendar years 2017 and 2018 is at least AUD100 million or at the end of the Vesting Period, the Company has a market valuation of at least AUD200 million.

Vesting period

The period beginning at the date of issue of the Options and ending 31 December 2018.

Cessation of employment – Rule 9 ('good' leaver or 'bad' leaver rules of The IOT Group Option Plan) applies.

+ See chapter 19 for defined terms.

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<p>4 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 	<p>Unlisted Options over Ordinary Class Shares – NO</p> <p>The Unlisted Options over Ordinary Class Shares if exercised then entitle the beneficiary to ordinary shares that rank equal to an existing class of quoted securities.</p>
<p>5 Issue price or consideration</p>	<p>84,700,000 Unlisted Options over Ordinary Class Shares comprising:</p> <p>A. 27,500,000 Unlisted Director Options to be issued to Directors of the company. Options are subject to approval at a shareholders meeting to be held 31 march 2017.</p> <p>Price of Options of \$0.0001/Option (\$8,470 total consideration).</p> <p>B. 21,000,000 Unlisted Senior Management Options</p> <p>Price of Options of \$0.0001/Option (\$2,100 total consideration).</p> <p>C. 23,000,000 Unlisted Options for Sales and Public Agents</p> <p>Price of Options is \$nil/Option (\$nil total consideration).</p> <p>D. 13,200,000 Unlisted Staff Options</p> <p>Price of Options is \$nil/Option (4nil total consideration).</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The purpose of the above Unlisted Option issue is to assist in the reward, motivation and retention of personnel and to drive Company growth and therefore, shareholder returns.</p>

⁺ See chapter 19 for defined terms.

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	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	N/A
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Nil
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
6f	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.	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	LR 7.1: 88,943,406 LR 7.1A: N/A

⁺ See chapter 19 for defined terms.

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7	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>84,700,000 Unlisted Options over Ordinary Class Shares comprising:</p> <p>A. 27,500,000 Unlisted Director Options to be issued to Directors of the company.</p> <p>Options are subject to approval at a shareholders meeting to be held 31 March 2017.</p> <p>If approved by shareholders at the above proposed meeting, the Options would be issued as soon as possible thereafter.</p> <p>B. 21,000,000 Unlisted Senior Management Options</p> <p>Issue Date – 20 February 2017</p> <p>C. 23,000,000 Unlisted Options for Sales and Public Relations Agents</p> <p>Issue Date – 20 February 2017</p> <p>D. 13,200,000 Unlisted Staff Options</p> <p>Issue Date – 20 February 2017</p>	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		483,831,441	Ordinary class

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9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	<ul style="list-style-type: none"> • 5,756,095 	<ul style="list-style-type: none"> • Unlisted Options at 3.6 cents expiring 31 December 2017.
		<ul style="list-style-type: none"> • 77,072,254 	<ul style="list-style-type: none"> • Restricted securities – fully paid shares escrowed for 24 months from date of ASX reinstatement (24 March 2016).
		<ul style="list-style-type: none"> • 181,766,210 	<ul style="list-style-type: none"> • Restricted securities – fully paid shares escrowed for 12 months from date of issue (24 March 2016).
		<ul style="list-style-type: none"> • 4,515,776 	<ul style="list-style-type: none"> • Unlisted Options exercisable at 7 cents/option expiring 30 June 2019.
		<ul style="list-style-type: none"> • 12,042,068 	<ul style="list-style-type: none"> • Unlisted Options exercisable at 7 cents/option expiring 30 June 2019, escrowed for 24 months from date of ASX reinstatement (24 March 2016).
		<ul style="list-style-type: none"> • 30,105,171 	<ul style="list-style-type: none"> • Restricted securities - Unlisted Options exercisable at 7 cents/option expiring 30 June 2019, escrowed for 12 months from date of their issue (24 March 2016).

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• 4,000,000	• Unlisted Options exercisable upon achievement of sales targets in the period ending 30 June 2017. 7 cents exercise price.
• 17,500,000	• Unlisted Director Options (30 June 2016).
• 15,500,000	• Unlisted Senior Management Options (20 June 2016)
• 800,000	• Unlisted Staff Options (20 June 2016)
• 7,750,000	Unlisted Options exercisable at 9 cents/option expiring 31 December 2022
• 27,500,000	Unlisted Director Options (proposed to be issued as soon as practicable if approved at a shareholder meeting to be held 31 March 2017).
• 21,000,000	Unlisted Senior Management Options (20 February 2017)
• 23,000,000	Unlisted Options for Sales Agents (20 February 2017)
• 13,200,000	Unlisted Staff Options (13 January 2017)

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

N/A

Part 2 - Pro rata issue – N/A

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

+ See chapter 19 for defined terms.

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	
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	

⁺ See chapter 19 for defined terms.

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- | | | |
|----|---|--|
| 28 | Date rights trading will begin (if applicable) | |
| 29 | Date rights trading will end (if applicable) | |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker? | |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | |
| 33 | +Issue date | |

+ See chapter 19 for defined terms.

Part 3 - Quotation of securities - N/A

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 – N/A

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 - N/A

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

N/A

37 ☐ A copy of any trust deed for the additional ⁺securities – N/A

Entities that have ticked box 34(b) – N/A

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

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

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: _____
Ron Hollands – Secretary

Date: 20 February 2017

⁺ 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 – N/A

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	105,265,375 (pre 11 January 2016 2:1 share consolidation basis)
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 	1.489,659,944 – issued 17 & 18 March 2016 2. The issue of the following securities was approved by shareholder on 30 June 2016 at the Annual General Meeting (Resolution 5): 21,071,429 (18 March 2016) 937,500 (18 March 2016) 4,250,000 (19 April 2016) 4,000,000 (3 May 2016) 6,757,231 (12 May 2016) 2,000,000 (17 May 2016) <u>420,000</u> (18 May 2016 and 24 May 2016). 39,436,160 3. The issue of the following securities was approved by shareholder on 30 June 2016 at the Annual General Meeting (Resolution 6): <u>85,537,340</u> ¹ (14 July 2016) 4. The issue of the following securities was approved at Meeting of Shareholders on 16 November 2016 (Resolution 2): 2,000,000 (20 June 2016) <u>85,537,340</u> (14 July 2016) 87,537,340 Sub total (all of above) – 702,170,784
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	80,632,188 (share consolidation on 2:1 basis)
“A”	726,803,971

¹ 100,000,000 ordinary class shares approved for issue at 2016 AGM (14,462,660 ordinary class shares remaining under this approval) – LR7.1A

+ See chapter 19 for defined terms.

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	109,020,596
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> 	20,000,000 (21 November 2016) 77,190 (11 July 2016)
“C”	20,077,190
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>	109,020,596
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	20,077,190
Total [“A” x 0.15] – “C”	88,943,406 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2 – N/A

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>	
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
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 <i>Notes:</i> <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”	
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>	
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.10] – “E”	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.