

Mitula Group Limited ACN 604 677 796
Level 6, 330 Collins Street
Melbourne VIC 3000
Australia

23 June 2017

The Manager
Market Announcements Platform
ASX Limited
20 Bridge Street,
Sydney NSW 2000
By E-lodgement

Appendix 3B

Mitula Group Limited ("**Mitula**" or the "**Company**") (ASX:**MUA**) advises that 64,728 new fully paid ordinary shares and 387,220 Performance Rights have been issued as detailed in the accompanying Appendix 3B.

The issue of these securities was approved by shareholders at the Company's Annual General Meeting held on 25 May 2017.

The Company hereby notifies ASX under section 708A(5)(e) of the Act that:

1. the shares were issued without disclosure to investors under Part 6D.2 of the Act;
2. the Company is providing this notice under paragraph (5)(e) of section 708A of the Act;
3. as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company;
4. as at the date of this notice, the Company has complied with section 674 of the Act; and
5. as at the date of this notice, there is no information that is "excluded information" (within the meaning of sections 708A(7) and 708A(8) of the Act.

Yours sincerely



Lee Mitchell
Company Secretary
Mitula Group Limited

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

Mitula Group Limited

ABN

82 604 677 796

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 (Shares);
(b) Performance Rights granted (not to be quoted) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 64,728 Shares;
(b) 387,220 Performance Rights granted to the Managing Director. |

+ 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>(a) Fully paid ordinary shares ranking equally with all other ordinary shares on issue</p> <p>(b) Performance Rights granted under the Mitula Group Limited Performance Rights Plan (Plan). A summary of the terms of the Plan and the Performance Rights are contained in the Notice of Meeting for the Company's 2017 AGM, a copy of which was released to the ASX on 21 April 2017.</p> <p>The Shares were issued at an implied issue price of \$0.8474 per Share.</p> <p>The Performance Rights were issued/granted for no consideration and no consideration is payable for the provision of Shares on vesting of the Performance Rights.</p> <p>The vesting of Performance Rights will be subject to individual performance condition measured over the relevant measurement periods for the Performance Rights. To the extent that the relevant performance condition is not satisfied, the Performance Rights will lapse.</p> <p>In addition, the Performance Rights are subject to an overriding requirement that the 3-month VWAP of the Company's shares at the end of the relevant measurement period is greater than the 3-month VWAP at the commencement of that measurement period.</p> <p>Subject to the terms of the Plan, the Performance Rights granted entitle the holder to 1 Share for each Performance Right as at the relevant vesting date.</p>
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+ See chapter 19 for defined terms.

Performance Rights vest only if the relevant performance condition is fulfilled and the Managing Director remains engaged at the relevant vesting date.

Subject to continued employment and achievement of the relevant performance hurdles below the Performance Rights will vest as follows:

- 107,891 Performance Rights vest on 31 December 2017;
- 279,329 Performance Rights vest on 31 December 2018.

Subject to applicable laws, all Performance Rights will immediately vest upon a change of control, the retirement or retrenchment of the holder and the death of the holder, to the extent that the above Performance Conditions have been met.

All Performance Rights are also subject to an overriding condition that the financial performance of the Company, in the absolute discretion of the Board, has been satisfactory.

Unvested Performance Rights granted will lapse where the performance conditions are not met during the measurement period, or if the Managing Director ceases to be an Eligible Employee prior to the relevant vesting date, (unless for a qualifying reason or the Board otherwise determines).

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4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?	<p>(a) Yes.</p> <p>(b) No.</p> <p>A grant of a Performance Right will not give the holder a legal or beneficial interest in ordinary fully paid Mitula Group shares until that Performance Right vests.</p> <p>Prior to vesting, Performance Rights do not carry a right to vote, receive dividends or generally participate in other corporate actions.</p> <p>When Performance Rights have vested, ordinary fully paid Mitula Group shares will be allocated (issued or acquired on-market). These shares will rank equally with existing Mitula Group shares.</p>
5	Issue price or consideration	<p>(a) An implied issue price of \$0.8474 per Share.</p> <p>(b) Nil.</p>
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>(a) The Shares were issued in satisfaction of part of the Managing Director's accrued STI cash bonus entitlement for the 6-month period ending 31 December 2016.</p> <p>(b) The Performance Rights comprise the LTI component of the remuneration for the Managing Director.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	No
6b	The date the security holder resolution under rule 7.1A was passed	n/a

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6c	Number of +securities issued without security holder approval under rule 7.1	Nil
6d	Number of +securities issued with security holder approval under rule 7.1A	n/a
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	n/a
6f	Number of +securities issued under an exception in rule 7.2	<p>(a) 64,728 Shares the subject of this Appendix 3B (LR 7.2 – exception 14 – approved by shareholders on 25 May 2017).</p> <p>(b) 387,220 Performance Rights the subject of this Appendix 3B (LR 7.2 – exception 14 – approved by shareholders on 25 May 2017).</p>
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	See Annexure 1

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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>	23 June 2017						
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>214,233,142</td><td>Fully paid ordinary Shares</td></tr></table>	Number	⁺ Class	214,233,142	Fully paid ordinary Shares		
Number	⁺ Class							
214,233,142	Fully paid ordinary Shares							
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>(a) 2,800,000</td><td>(a) \$0.40 options over Ordinary Shares with an expiry date of 30 June 2018.</td></tr><tr><td>(b) 387,220</td><td>(b) Performance Rights held by the Managing Director.</td></tr></table>	Number	⁺ Class	(a) 2,800,000	(a) \$0.40 options over Ordinary Shares with an expiry date of 30 June 2018.	(b) 387,220	(b) Performance Rights held by the Managing Director.
Number	⁺ Class							
(a) 2,800,000	(a) \$0.40 options over Ordinary Shares with an expiry date of 30 June 2018.							
(b) 387,220	(b) Performance Rights held by the Managing Director.							
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	n/a						

Part 2 - Pro rata issue

11	Is security holder approval required?	n/a
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	

+ See chapter 19 for defined terms.

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 <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
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	

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|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 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 <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 | |

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

+ See chapter 19 for defined terms.

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
 - 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

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.

⁺ See chapter 19 for defined terms.

- 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:



Date: 23/06/2017

Company Secretary

Print name: Lee Mitchell

+ 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	208,819,201
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 <p><i>Note:</i></p> <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 	64,728 Shares the subject of this Appendix 3B (LR 7.2 – exception 14 – approved by shareholders on 25 May 2017)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	208,883,479

+ 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	31,332,522
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><i>Note:</i></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> 	<p>4,349,213 ordinary shares issued on 9 September 2016</p> <p>1,000,000 ordinary shares issued on 3 March 2017</p>
“C”	5,349,213
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	31,332,522
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	5,349,213
Total [“A” x 0.15] – “C”	<p>25,983,309</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ 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>	n/a
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 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”	

⁺ 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>	
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.