

14 July 2017

Crowd Mobile Limited (ASX: CM8)

ASX Release

Issue of Performance Rights and Options

Crowd Mobile Limited (the Company) attaches an Appendix 3B in relation to the issue of performance rights to employees, and options to the Company's financier JGB (Cayman) Newton Ltd (**JGB**), as detailed below.

Issue of Performance Rights

The Company has issued 6,000,000 performance rights under its Performance Rights Plan (**Plan**) which was approved by shareholders at the Company's General Meeting on 17 December 2014. The 6 million performance rights have been issued to key selected employees (excluding the CEO and Directors) of the Company, as part of their long term incentive remuneration. The Company intends to seek shareholder approval at its forthcoming 2017 Annual General Meeting for an issue of performance rights to CEO Domenic Carosa.

Each performance right entitles its holder to receive one fully paid ordinary share in the Company upon satisfaction of prescribed performance conditions which will be measured over a 3 year period. The performance conditions relate to earnings-per-share targets and share price growth targets, which are designed to align executive remuneration with shareholder value creation, and motivate employees to grow the Company's share price. The Plan forms a key component of Crowd Mobile's remuneration structures with key employees.

Issue of Options to JGB

As announced to the ASX on 22 June 2017, the Company drew down \$3 million under its existing JGB loan facility, in order to finance repayment of the Track Vendor Debt. As part of this draw down, the Company has agreed to issue JGB with 1,000,000 options, each exercisable at \$0.25 on or before 9 June 2020.

Further details of the performance rights and options are provided in the **attached** Appendix 3B.

- Ends

For further information, please contact:

Domenic Carosa

Chief Executive Officer

M: +61 411196979 & +31 611227235

E: dom@crowdmobile.com

Sophie Karzis

Company Secretary

T: +61 3 9286 7500

E: sk@ccounsel.com.au

About Crowd Mobile

Crowd Mobile is a mobile-first company with a world-leading platform that provides personalised expert advice that go beyond Google. Operating across 50 countries and 30 languages, the Company has partnered with over 160 mobile carriers to enable users to pay for its products and services through their mobile phone or with Google or Apple Pay. Crowd Mobile, which has also developed a diverse range of products in the m-payment, entertainment and infotainment space, is listed on the Australian and Frankfurt stock exchanges.

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

CROWD MOBILE LIMITED

ABN

13 083 160 909

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).

- | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1 +Class of +securities issued or to be issued</p> | <ul style="list-style-type: none"> ▪ Performance Rights ▪ Options to acquire fully paid ordinary shares (Options) |
| <p>2 Number of +securities issued or to be issued (if known) or maximum number which may be issued</p> | <ul style="list-style-type: none"> ▪ 6,000,000 Performance Rights ▪ 1,000,000 Options |
| <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> | <ul style="list-style-type: none"> • The 6,000,000 Performance Rights are issued to employees under the Company's Performance Rights Plan. (Plan). The Performance Rights are subject to a number of vesting conditions (EPS targets and share price growth targets) (Performance Conditions). <p>Subject to the satisfaction of the Performance Conditions, the performance rights holders will receive one fully paid ordinary share in the Company for each vested Performance Right.</p> <p>No cash consideration is payable for the issue of the Performance Rights, or on the issue of the underlying shares upon the vesting of the Performance Rights.</p> |

	<p>The Performance Rights issued will not be listed on ASX and will not be transferable, except as permitted under the Plan.</p> <ul style="list-style-type: none"> The 1,000,000 Options are each exercisable at \$0.25 on or before 9 June 2020.
<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>The Performance Rights and Options will not be quoted or rank equally with any class of quoted securities. However, fully paid ordinary shares issued upon vesting of the Performance Rights or exercise of the Options will be quoted, and will rank equally with all other ordinary shares then on issue in the Company.</p>
<p>5 Issue price or consideration</p>	<p>The Performance Rights and Options are issued for nil consideration.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ul style="list-style-type: none"> The Performance Rights are issued under the Company's Performance Rights Plan which was approved at the Company's 17 December 2014 General Meeting. The Performance Rights are designed to provide incentives to the performance rights holders who are integral to the operations and on-going success of the Company. The Options are issued to JGB (Cayman) Newton Ltd (JGB) under the terms of an amendment agreement to a convertible note deed between the Company and JGB. The amendment agreement was entered into in connection with the Company's \$3 million draw down under the JGB loan facility as announced to the ASX on 22 June 2017.

+ See chapter 19 for defined terms.

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 <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	23 November 2016
6c	Number of +securities issued without security holder approval under rule 7.1	1,000,000 Options
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	6,000,000 Performance Rights are issued pursuant to Exception 9 of Listing 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.	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

7	+Issue dates	14 July 2017
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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.

		Number	+Class
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	219,683,699	Fully paid ordinary shares
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	1,000,000	Options to acquire fully paid ordinary shares, exercisable at \$0.25 each on or before 4 March 2018
		2,500,000	Options to acquire fully paid ordinary shares, exercisable at \$0.29 each on or before 10 July 2018
		5,000,000	Options to acquire fully paid ordinary shares, exercisable at \$0.30 each on or before 3 August 2018
		8,962,658	Options to acquire fully paid ordinary shares, exercisable at \$0.27 each on or before 29 August 2018
		1,875,040	Options to acquire fully paid ordinary shares, exercisable at \$0.27 each on or before 24 October 2018
		5,000,000	Options to acquire fully paid ordinary shares, exercisable at \$0.25 each on or before 30 October 2018
		5,000,000	Options to acquire fully paid ordinary shares, exercisable at \$0.30 each on or before 30 October 2018

+ See chapter 19 for defined terms.

6,000,000	Options to acquire fully paid ordinary shares, exercisable at \$0.30 each on or before 10 December 2018
7,000,000	Options to acquire fully paid ordinary shares, exercisable at \$0.39 each on or before 10 December 2020
5,000,000	Options to acquire fully paid ordinary shares, exercisable at \$0.30 each between 1 November 2016 and 1 November 2021
1,000,000	Options to acquire fully paid ordinary shares, exercisable at \$0.25 each on or before 9 June 2020
11,820,828	Performance rights
1	Convertible note

- | | |
|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | The Performance Rights and Options do not entitle the holders to receive dividends. The dividend policy for underlying shares will rank equally with existing shares on issue. |
|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Part 2 - Pro rata issue

- | | |
|-------------------------------------------------------------------------------------------------------|-----|
| 11 Is security holder approval required? | N/A |
| 12 Is the issue renounceable or non-renounceable? | N/A |
| 13 Ratio in which the *securities will be offered | N/A |
| 14 *Class of *securities to which the offer relates | N/A |
| 15 *Record date to determine entitlements | N/A |
| 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | N/A |

17	Policy for deciding entitlements in relation to fractions	N/A
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.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
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	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A

+ See chapter 19 for defined terms.

- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* 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

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	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 (<i>including</i> the +securities in clause 38)	<table border="1"> <thead> <tr> <th data-bbox="726 1366 1029 1400">Number</th> <th data-bbox="1029 1366 1321 1400">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="726 1400 1029 1556">N/A</td> <td data-bbox="1029 1400 1321 1556">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.



SOPHIE KARZIS
Company Secretary
14 July 2017

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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	157,277,142
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"> • <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> 	318,906 shares on 5 August 2016 15,000,000 shares on 29 August 2016 250,000 shares on 13 October 2016 1,765,476 shares on 24 October 2016 422,024 shares on 27 October 2016 1,562,500 shares on 4 November 2016
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	176,596,048

+ 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	26,489,407
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> 	<p>2,318,421 shares on 23 December 2016</p> <p>23,109,626 shares on 28 April 2017</p> <p>1,000,000 options on 14 July 2017</p>
“C”	26,428,047
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p>Note: number must be same as shown in Step 2</p>	26,489,407
<p>Subtract “C”</p> <p>Note: number must be same as shown in Step 3</p>	26,428,047
Total [“A” x 0.15] – “C”	61,360 <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>	176,596,048
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	17,659,604
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> 	17,659,604 shares on 28 April 2017
“E”	17,659,604
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>	17,659,604
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	17,659,604
Total [“A” x 0.10] – “E”	Nil <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.