

## ApplyDirect completes Tranche 1 of \$3.5 million placement

**Melbourne, Australia, 21 December 2017:** ApplyDirect Limited (ASX: AD1) (**ApplyDirect** or the **Company**) is pleased to announce that the Company has completed Tranche 1 of the Placement to raise approximately \$2.56 million via the issue of 28,432,546 new ordinary shares and 14,216,273 new unlisted options to institutional and sophisticated investors as announced to the market on 18 December 2017. The placement securities were issued without shareholder approval within the Company's capacity under Listing Rule 7.1 and 7.1A as follows:

- 11,286,546 ordinary shares and 14,216,273 unlisted options were issued within the Company's capacity under Listing Rule 7.1; and
- 17,146,000 ordinary shares were issued within the Company's capacity under Listing Rule 7.1A.

### Information required under LR3.10.5A

The company issued 17,146,000 fully paid ordinary shares under its 10% capacity under Listing Rule 7.1A (Capacity Shares).

As required under Listing Rule 3.10.5A, the Company provides the following information:

- a) the dilutive effect on existing shareholders of the Capacity Shares is as follows:

No. of shares on issue prior to capital raising	171,463,135
Shares issued under LR7.1A (Capacity Shares)	17,146,000
Dilution as a result of issue under LR7.1A	10.00%

- b) the issue price of the shares issued under the placement was \$0.090, representing a 10.19% discount to the volume weighted average price for the 15 days on which trades of the Company's shares were recorded on ASX ending on 14 December 2017 (data obtained from Orient Capital data), being the date immediately before the date on which the price at which the shares were to issued was agreed.
- c) the placement was undertaken following identification of demand of shares by sophisticated and institutional investors. The placement was considered the most efficient and effective method of meeting this identified demand. The Company is also conducting a Share Purchase Plan as announced on 18 December 2017 to offer shares to current shareholders at the same issue price as those offered under this placement (without any attaching options).
- d) There was no underwriting agreement in relation to this placement.
- e) A fee of 5% was paid on the amount of capital raised by brokers assisting the Company with the Placement.

Further details regarding the issue of the Capacity Shares are contained within the accompanying Appendix 3B.

**Lorcan Barden**

CEO

ApplyDirect

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**Chris Knorr**

Market Eye

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### **About ApplyDirect**

ApplyDirect is a recruitment technology and digital marketing business that brings employers and candidates together without the need for intermediaries, such as external recruiters and job boards.

We aim to provide employers with fast, direct access to high quality talent at a lower cost, with less hassle and in a way which cuts out the middle man.

Jobseekers discover the job they've always wanted but could never find, or access. We connect them with companies actually looking for candidates – organisations for which they want to work. We give candidates the platform and tools to develop their careers and secure the job that is right for them.

We aim to end the inefficiencies that exist in the market today, providing candidates and employers with a better experience. Our search engine assesses, consolidates and catalogues job listings and makes them easily available to the right candidates. Our platform takes the stress out of looking for the right job, and brings strong talent straight to an employer's door.

In October 2016, ApplyDirect entered into a strategic alliance with Mercury Group of Companies Pty Ltd (Mercury), the largest supplier of workforce management software to the healthcare sector.

The alliance connects ApplyDirect's industry first platform, HealthBuzz, with Mercury's workforce management software, bringing together employers and candidates directly – without the need for recruitment agents and job boards.

# 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

APPLYDIRECT LIMITED (ASX:AD1)

ABN

29 123 129 162

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) Ordinary Shares (b) Unlisted Options
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	(a) 28,432,546 Ordinary Shares (b) 14,216,273 Unlisted Options
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	(a) Fully Paid Ordinary Shares (b) Unlisted Options with an exercise price of \$0.090 per Option expiring 20 December 2019

+ See chapter 19 for defined terms.

4	<p>Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional <sup>+</sup>securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>(a) Ordinary Shares: Yes</p> <p>(b) Unlisted Options: Shares issued upon exercise of Options will rank equally in all respects with existing Shares.</p>
5	Issue price or consideration	<p>(a) \$0.090 per share</p> <p>(b) Nil</p>
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) &amp; (b) Private placement to sophisticated and institutional investors as per ASX release on 18 December 2017</p>
6a	<p>Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the <sup>+</sup>securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
6b	The date the security holder resolution under rule 7.1A was passed	27 November 2017
6c	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	25,502,819
6d	Number of <sup>+</sup> securities issued with security holder approval under rule 7.1A	17,146,000

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	N/A	
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.	Yes – refer to accompanying announcement	
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	Refer to Annexure 1 below	
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	21 December 2017	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number  140,527,398	+Class  Ordinary Shares

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+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<div>59,368,283</div> <div>-</div> <div>62,160,433</div> <div>Ordinary Shares (Escrowed)</div> <div>Convertible Notes</div> <div>Options exercisable at various prices expiring various dates.</div>
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	See page 41 of Replacement Prospectus

## 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
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

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+ See chapter 19 for defined terms.

32 How do security holders dispose of their entitlements (except by sale through a broker)? N/A

33 <sup>+</sup>Issue date N/A

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a) ☒ <sup>+</sup>Securities described in Part 1 (Ordinary Shares Only)

(b) ☐ All other <sup>+</sup>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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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 <sup>+</sup>securities

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<sup>+</sup> See chapter 19 for defined terms.



## 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"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>	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 (including the +securities in clause 38)	Number	+Class
		N/A	N/A

<sup>+</sup> See chapter 19 for defined terms.

## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: ..... Date: 21 December 2017  
(Company secretary)

Print name: Phillip Hains

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+ 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	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	171,463,135
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	-
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	171,463,135

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	25,719,470
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<b>Insert</b> 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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	25,502,819
<b>“C”</b>	25,502,819
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b>  <i>Note: number must be same as shown in Step 2</i>	25,719,470
<b>Subtract “C”</b>  <i>Note: number must be same as shown in Step 3</i>	25,502,819
<b>Total [“A” x 0.15] – “C”</b>	216,651  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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+ See chapter 19 for defined terms.

## Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	171,463,135
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	17,146,314
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• 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</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	17,146,000
<b>“E”</b>	17,146,000

+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b>  <i>Note: number must be same as shown in Step 2</i>	17,146,314
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	17,146,000
<b>Total</b> [“A” x 0.10] – “E”	314  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.

21 December 2017

**ASX ANNOUNCEMENT**

ApplyDirect Limited ACN 123 129 162 (**Company**)

**Notice Under Section 708A(5) of the Corporations Act**

**[ASX Code: AD1]**

This notice is given under paragraph (5)(e) of section 708A of the Corporations Act.

<b>Type:</b>	Shares
<b>Class/Description:</b>	Ordinary
<b>ASX Code:</b>	AD1
<b>Date of Issue:</b>	21 December 2017
<b>Number Issued:</b>	28,432,546
<b>Issue Price per Security:</b>	\$0.090

Accordingly, the Company gives notice under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**) that:

1. the ordinary shares set out above were issued to sophisticated and professional investors without disclosure under Part 6D.2 of the *Corporations Act*;
2. as at the date of this notice the Company has complied with:
  - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
  - (ii) section 674 of the Corporations Act; and
3. the following is "excluded information" (as defined in subsection 708A(7) of the Corporations Act) as at the date of this notice:

**(a) Progress on new integrated solution in Health**

As noted in the Company's 2017 Annual General Meeting, and addressed in the CEO's presentation at the AGM, the Company has been focusing on implementing a direct candidate attraction solution to each of the key levels of government – namely, whole of government, government departments (eg. Health) and service (eg. Hospitals). The Company refers to this as its 'trickle down strategy'. Further to this strategy, the Company has recently secured a mandate with Ballarat Hospital to provide a new integrated solution and has submitted firm proposals for similar mandates with a number of other public hospitals, each of which are at various stages of progression but none of which have been secured at the date of this notice.

**(b) Endeavours to work more closely with Google**

In its 2017 Annual Report, the Company outlined the increasing importance of Google in the recruitment technology and digital marketing environments. Further, it also believes its value proposition is complementary to Google. Since the release of its Annual Report, the Company has been exploring with Google ways in which the respective businesses may work more closely together in a mutually beneficial manner. Whilst the Company is currently in discussions with Google regarding working together going forward, at the date of this notice there is no agreement, arrangement or understanding in place between the Company and Google.

**(c) Advanced negotiations with a major Australian State Government to replace its whole of government jobs portal**

The Company has recently responded to a request for tender from one of Australia's largest State Governments regarding the provision of a solution to replace its whole of government jobs portal. At the date of this notice, the Company is at an advanced stage of negotiations with the major State Government on a contract that will outline the terms on which the Company would be engaged to implement and provide the solution. No such contract has been signed at the date of this notice, nor has any other agreement, arrangement or understanding been reached.

**(d) Update on FY2018 progress to date**

At the Company's 2017 Annual General Meeting, and as noted in the CEO's presentation at the AGM, the Company estimated 2Q18 customer receipts of approximately \$400,000, which was expressed as being contingent upon securing two new contracts and the timing of payment on those contracts. As at the date of this notice, one of those new contracts is yet to be secured and as a consequence, the Company's customer receipts for 2Q18 are likely to be below the amount referred to at the AGM.

**(e) Discussions with disability employment services provider to provide online employment platform**

The Company is in discussions with one of Australia's largest providers of disability employment services, including to the Australian Government, regarding the provision of an online employment platform. Whilst discussions are currently ongoing, at the date of this notice there is no agreement, arrangement or understanding in place between the Company and the disability employment services provider.

For and on behalf of the Company,



Phillip Hains

Company Secretary