

14 May 2019

Issue of Options to Key Personnel

Spirit Telecom Limited ("Spirit" ASX:STI) advises that it has today granted a total of 18,000,000 incentive options, with 9,000,000 options to its Chief Operating Officer (COO), Mark Dioguardi and 9,000,000 options to its Chief Sales and Marketing Officer (**CSMO**), Sol Lukatsky, under its Employee Incentive Plan (**Plan**), to align the interests of these key personnel with that of the long-term interests of the Company and its Shareholders.

The board has decided that these roles are critical for Spirit's growth going forward and has been discussed with key stakeholders. Together Mr Lukatsky and Mr Dioguardi share key growth accountabilities for Spirit.

The options are to vest on 1st July 2022 and are staggered in price points, as per the following table:

Number of Unlisted Options	Exercise Price	Vesting Conditions	Expiry Date
6,000,000	\$0.15	Employee must remain employed by the Company up until the vesting date of 1 July 2022	1 Jul 2023
6,000,000	\$0.18	Employee must remain employed by the Company up until the vesting date of 1 July 2022	1 Jul 2023
6,000,000	\$0.215	Employee must remain employed by the Company up until the vesting date of 1 July 2022	1 Jul 2023

Mr Sol Lukatsky commenced with Spirit as CMO in April 2018, before adding the responsibility of sales to his auspice in October 2018. Prior to Spirit Sol has held senior leadership positions covering marketing, sales management, digital, Edtech, customer experience, big data, innovation and operations within blue chip organisations including: Dun & Bradstreet, Challenger Financial Services and National Australia Bank (Ubank - NAB's online/ digital Bank)

Mr Mark Dioguardi joined Spirit in November 2018 as COO. Previous roles include CTO of iiNet, GM Network Architecture at Telstra and COO of Maxis (Malaysia). Mark currently sits on the board of Malaysian listed Telco' Time dotcom.

Incentive options are designed under the Company's Plan to assist in the attraction, motivation and retention of employees.

James Joughin, Chairman of Spirit, commented:

"Spirit are very fortunate to have such high calibre personnel in Mark and Sol, who bring a wealth of experience through their continued management, skills and knowledge."

Attached is an Appendix 3B in relation to the issue of options.

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

SPIRIT TELECOM LIMITED

ABN

73 089 224 402

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 | Unlisted options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 18,000,000 |
| 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>Unlisted options, vesting on 1 July 2022, exercisable at various prices and expiring on 1 July 2023 as follows:</p> <p>Tranche 1: 6,000,000 options, vesting on 1 July 2022, exercisable at \$0.15 (15 cents) per option, expiring 1 July 2023.</p> <p>Tranche 2: 6,000,000 options, vesting on 1 July 2022, exercisable at \$0.18 (18 cents) per option, expiring 1 July 2023.</p> <p>Tranche 3: 6,000,000 options, vesting on 1 July 2022, exercisable at \$0.215 (21.5 cents) per option, expiring 1 July 2023.</p> |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	<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 	<p>No. However fully paid ordinary shares issued pursuant to the conversion of unlisted options will rank in all respects pari passu with existing shares at the date of issue.</p>
5	Issue price or consideration	Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issue of options to the Chief Operating Officer and Chief Sales and Marketing Officer of the Company as an incentive.
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	20 November 2018
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	Nil

+ See chapter 19 for defined terms.

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	18,000,000 Unlisted options								
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	Refer to Annexure 1								
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.	14 May 2019								
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>292,297,610</td><td>Ordinary fully paid shares</td></tr><tr><td>9,153,846</td><td>Ordinary fully paid shares – subject to voluntary escrow until 1 May 2020</td></tr><tr><td>28,732,256</td><td>Listed Options Expiring 31 July 2019 and exercisable at 19.688 cents</td></tr></table>	Number	+Class	292,297,610	Ordinary fully paid shares	9,153,846	Ordinary fully paid shares – subject to voluntary escrow until 1 May 2020	28,732,256	Listed Options Expiring 31 July 2019 and exercisable at 19.688 cents
Number	+Class									
292,297,610	Ordinary fully paid shares									
9,153,846	Ordinary fully paid shares – subject to voluntary escrow until 1 May 2020									
28,732,256	Listed Options Expiring 31 July 2019 and exercisable at 19.688 cents									

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	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	2,500,000 3,042,418 18,000,000
		Unlisted Options Expiring on 24 November 2019 and exercisable at 19 cents Unlisted Performance Rights Unlisted Options Expiring on 1 July 2023, exercisable at various prices
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?	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

+ See chapter 19 for defined terms.

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>	N/A

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

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)?

N/A

- 33 +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 +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

+ 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"> 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><small>Example: In the case of restricted securities, end of restriction period</small></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

+ 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: 14 May 2019
(Company secretary)

Print name: MELANIE LEYDIN
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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	
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	243,759,208
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 	327 - Fully paid ordinary shares - 21 May 2018 1,200,600 - Fully paid ordinary shares - 6 July 2018 81,020 - Fully paid ordinary shares - 17 December 2018
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
“A”	245,041,155

+ 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	36,756,173
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>7,995,885 - Fully paid ordinary shares - 10 April 2019</p> <p>13,076,923 – Fully paid ordinary shares – (of the total amount 9,153,846 shares are subject to voluntary escrow until 1 May 2020) - 1 May 2019</p> <p>8,333,378 – Fully paid ordinary shares – 9 May 2019</p> <p>2,500,000 – Fully paid ordinary shares – 9 May 2019</p>
“C”	31,906,186
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>	36,756,173
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	31,906,186
Total [“A” x 0.15] – “C”	<p>4,849,987</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>	245,041,155
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	24,504,115
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<i>Insert</i> 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"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items 	24,504,115 - Fully paid ordinary shares - 10 April 2019
“E”	24,504,115

+ 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>	24,504,115
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	24,504,115
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.