

ASX: LVH MARKET RELEASE

Completion of Cashless Buy-Back and Cancellation of Employee Loan Back Shares, and Issue of EIP Securities

9 August 2019 | Melbourne, Victoria

Cashless Buy-back and Cancellation of Loan Back Shares

Further to the announcement released on 23 July 2019, LiveHire Limited (ASX: LVH) ("**LiveHire**" or the "**Company**") advises that, in accordance with the Company's employee incentive plan ("**EIP**"), on 8 August 2019 it completed the cashless buy-back of 6,966,390 ordinary shares which were subject to loan-back arrangements under the EIP ("**Buy Back Shares**"). Further details are set out in the enclosed Appendices 3E and 3F.

The consideration offered for the Buy Back Shares was the forgiveness of the outstanding loans to the Company in respect of the relevant issue price of the Buy Back Shares. Accordingly, no cash was paid by the Company for the Buy Back Shares and there is no impact on the Company's cash position as a result of the buy back.

Issue of securities under EIP

The Company also advises that today it has issued ordinary shares subject to a loan arrangement ("**Loan Back Shares**") and unquoted performance rights ("**Performance Rights**") under the EIP to two senior employees of the Company. Details are as follows:

- 300,000 Loan Back Shares at an issue price of \$0.31, that is the 5-day VWAP of the Company's shares on the ASX on the following material terms:
 - the Loan Back Shares were issued under the EIP; and
 - subject to the employee remaining employed with the Company, the Loan Back Shares will vest in two equal tranches on the first and second anniversary of the issue date; and
- 18,600 Performance Rights on the following material terms:
 - the Performance Rights were issued under the EIP;
 - the Performance Rights will vest in two equal tranches on the achievement of performance hurdles by 30 June 2020; and
 - the Performance Rights will expire 4 years from the date of issue.

An Appendix 3B is attached.

For more information:

John Hurst - Investor Relations

john.hurst@teneo.com +61 418 708 663

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www.livehire.com/investor

About LiveHire

LiveHire is a Human Capital performance platform that delivers a proactive sourcing and talent mobility solution called Live Talent Communities. The platform makes managing the flow of talent into and through businesses seamless, delivering value through detailed visibility of talent, shifting recruitment from reactive to proactive, improving fit, reducing time and cost to hire, with an unrivalled candidate experience.

Founded in 2011, LiveHire is an Australian company headquartered in Melbourne, with offices also in Sydney and Perth.

www.livehire.com

Appendix 3E

Daily share buy-back notice (except minimum holding buy-back and selective buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: rule 3.6, Appendix 7C. Amended 30/9/2001, 11/01/10

Name of entity

ABN/ARSN

LiveHire Limited

153 266 605

We (the entity) give ASX the following information.

Information about buy-back

1 Type of buy-back

Employee Share Scheme Buy Back

2 Date Appendix 3C was given to
ASX

23 July 2019

Total of all shares/units bought back, or in relation to which acceptances have been received, before, and on, previous day

Before previous
day

Previous day

3 Number of shares/units bought
back or if buy-back is an equal
access scheme, in relation to
which acceptances have been
received

NIL

6,966,390 ordinary
shares

+ See chapter 19 for defined terms.

Appendix 3E
Daily share buy-back notice

4	Total consideration paid or payable for the shares/units	NIL	Nil – Consideration is the extinguishment of loans totalling \$6,726,132.64 originally advanced by the Company to the employees under the employee incentive plan (EIP) which are equivalent to the issue price of the shares bought back. No cash is payable by the Company for the buyback.
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Before previous day

Previous day

5	If buy-back is an on-market buy-back	<p>highest price paid: N/A date: N/A</p> <p>lowest price paid: N/A date: N/A</p>	<p>highest price paid: N/A</p> <p>lowest price paid: N/A</p> <p>highest price allowed under rule 7.33: N/A</p>
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Participation by directors

6 Deleted 30/9/2001.

How many shares/units may still be bought back?

7 If the company/trust has disclosed an intention to buy back a maximum number of shares/units – the remaining number of shares/units to be bought back

NIL

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

+ See chapter 19 for defined terms.

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: Date: 9 August 2019
Company secretary

Print name: **Charly Duffy**
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Appendix 3F

Final share buy-back notice (except minimum holding buy-back)

Introduced 1/9/99. Origin: Appendices 7D and 7E. Amended 30/9/2001, 11/01/10

Information and documents given to ASX become ASX's property and may be made public.

Name of entity	ABN/ARSN
LiveHire Limited	153 266 605

We (the entity) give ASX the following information.

Description of buy-back

1	Type of buy-back	Employee Share Scheme Buy Back
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Details of all shares/units bought back

2	Number of shares/units bought back	6,966,390 ordinary shares
3	Total consideration paid or payable for the shares/units	Nil – Consideration is the extinguishment of loans totalling \$6,726,132.64 originally advanced by the Company to the employees under the employee incentive plan (EIP) which are equivalent to the issue price of the shares bought back. No cash is payable by the Company for the buyback.
4	If buy-back is an on-market buy-back - highest and lowest price paid	highest price: N/A date: N/A lowest price: N/A date: N/A

+ See chapter 19 for defined terms.

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:
Company secretary

Date: 9 August 2019

Print name: **Charly Duffy**

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+ See chapter 19 for defined terms.

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

LiveHire Limited

ABN

59 153 266 605

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 | 1. Fully paid ordinary shares subject to a loan arrangement (Loan Back Shares)
2. Unlisted performance rights (Performance Rights) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 300,000 Loan Back Shares
2. 18,600 Performance Rights |
| 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) | 1. The Loan Back Shares are fully paid ordinary shares (Shares) which are subject to a loan arrangement under the Company's Employee Incentive Plan (EIP). The loans relating to the Loan Back Shares must be repaid in accordance with the terms of the EIP and, in any event, within 4 years of the date of issue.
2. Each Performance Right is issued under the EIP and will convert into one ordinary share for nil consideration upon satisfaction of certain performance-based vesting criteria. |

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 	<ol style="list-style-type: none"> 1. Yes, each Loan Back Share will rank equally with existing Shares issued in the capital of the Company, however, the Loan Back Shares will be subject to a loan arrangement under the EIP. 2. No. The shares issued on conversion of the Performance Rights will rank equally with existing Shares on issue.
5	Issue price or consideration	<ol style="list-style-type: none"> 1. \$0.31. As the issue price for the Loan Back Shares has been loaned to a senior employee under the EIP, no funds have been received by the Company in respect of the Loan Back Shares. 2. Nil.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<ol style="list-style-type: none"> 1. The Loan Back Shares have been issued as a long-term incentive component of the remuneration packages of a senior employee to better align their interests with those of shareholders. 2. The Performance Rights have been issued to a senior employee as an incentive to better align his interests with those of shareholders.
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	7 November 2018
6c	Number of +securities issued without security holder approval under rule 7.1	Nil.

+ See chapter 19 for defined terms.

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	300,000 Loan Back Shares and 18,600 Performance Rights issued under the EIP				
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	7.1: 14,174,989 7.1A: 26,505,530				
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.	9 August 2019				
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>290,055,303</td><td>Fully paid ordinary shares</td></tr></table>	Number	+Class	290,055,303	Fully paid ordinary shares
Number	+Class					
290,055,303	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>11,600,000</td><td>Unlisted Options (exercisable at \$0.25; expiring 1 June 2020)</td></tr></table>	Number	+Class	11,600,000	Unlisted Options (exercisable at \$0.25; expiring 1 June 2020)
Number	+Class					
11,600,000	Unlisted Options (exercisable at \$0.25; expiring 1 June 2020)					

1,000,000	Unlisted Options (exercisable at \$0.18446; expiring 14 October 2020; subject to vesting conditions)
4,904,779	Performance Rights (subject to vesting conditions)
1,000,000	Unlisted Options (exercisable at \$0.3814; expiring 12 January 2021; subject to vesting conditions)
1,000,000	Unlisted Options (exercisable at \$0.6927; expiring 10 August 2021; subject to various vesting conditions)

- 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

+ See chapter 19 for defined terms.

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	N/A

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)

+ See chapter 19 for defined terms.

38	Number of *securities for which *quotation is sought	300,000 Loan Back Shares	
39	*Class of *securities for which quotation is sought	Fully paid ordinary shares	
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 dothe extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest paymentthe extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	<p>Yes, each Loan Back Share will rank equally with existing Shares issued in the capital of the Company, however, the Loan Back Shares will be subject to a loan arrangement under the EIP.</p>	
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>	<p>Issue of 300,000 Loan Back Shares under the Company's EIP</p>	
42	Number and *class of all *securities quoted on ASX (including the *securities in clause 38)	Number	*Class
		290,055,303	Fully paid ordinary shares

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: 9 August 2019

(Company secretary)

Print name: Charly Duffy

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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	263,240,748
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>Note:</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 	1,422,828 Loan Back Shares issued on 11 September 2018 under the EIP. 460,000 Loan Back Shares issued on 2 October 2018 under the EIP. 1,500,000 Loan Back Shares issued on 2 October 2018 under the EIP as approved at the meeting held on 26 September 2018. 1,000,000 Loan Back Shares issued on 17 December 2018 under the EIP. 20,000 Shares issued on conversion of that number of performance rights on 17 December 2018. 838,857 Shares issued on exercise of 1,500,000 options pursuant to the cashless exercise facility on 15 January 2019. 400,000 Shares issued on exercise of that number of options on 29 January 2019. 284,493 Loan Back Shares issued on 1 March 2019 under the EIP. 1,230,046 Shares issued on exercise of options on 1 March 2019. 124,721 Shares issued on conversion of that number of performance rights on 2 March 2019. 1,200,000 Shares issued on exercise of options on 26 March 2019. 300,000 Loan Back Shares issued on 9 August 2019 under the EIP.
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	6,966,390 Loan Back Shares previously issued under the Company’s EIP cancelled 8 August 2019
“A”	265,055,303

+ 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	39,758,295
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> 	123,299 Performance Rights issued on 2 October 2018. 338,352 Performance Rights issued on 17 December 2018 25,000,000 Shares issued on 26 March 2019. 121,655 Performance Rights issued on 26 March 2019
“C”	25,583,306
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>	39,758,295
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	25,583,306
Total [“A” x 0.15] – “C”	14,174,989 <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>	265,055,303
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	26,505,530
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"> • 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 	
“E”	Nil
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>	26,505,530
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil

+ See chapter 19 for defined terms.

Total ["A" x 0.10] – "E"	26,505,530 <i>Note: this is the remaining placement capacity under rule 7.1A</i>
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Change to company details

Company details

Company name

LIVEHIRE LTD

Australian Company Number (ACN)

153 266 605

Lodgement details

Who should ASIC contact if there is a query about this form?

Name

CHARLY ATHALIE STEPHENS

Signature

This form must be signed by a current officeholder of the company.

I certify that the information in this form is true and complete

Name

CHARLY ATHALIE STEPHENS

Capacity

Secretary

Signature

Date signed

08-08-2019

C1 Cancellation of shares

Reason for cancellation

Shares cancellation details

Reason for cancellation

ss.257H(3) Share buyback - Other buy-back type. A form 280 or 281 must be lodged at least 14 days, and no more than 1 year before the share buy-back can take place

The cancelled shares are listed below:

Share class code	Number of shares cancelled	Amount paid (cash or otherwise)	
ORD	6966390	6726132.64	

Earliest Date of
cancellation

08-08-2019

C3 Change to share structure

The updated details for this changed share class are shown in the table below.

Share class code	Full title if not standard	Total number of shares	Total amount paid on these shares	Total amount unpaid on these shares
ORD	ORDINARY SHARES	289755303	73616278.76	0.00

Earliest date of
change

08-08-2019