

# 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

BidEnergy Limited

ABN

94 131 445 335

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) Director Options

- Unlisted Class M Options (\$1.93, 29 Jan 2023) (**Class M Options**)
- Unlisted Class N Options (\$0.85, 14 Oct 2023) (**Class N Options**)

#### 2) Share Purchase Plan - Director Participation

- Fully Paid Ordinary Shares (**Shares**)
- Unlisted Class L Options (\$0.75, 8 Nov 2020) (**Class L Options**)

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

#### 1) Director Options

- 1,000,000 Class M Options
- 971,638 Class N Options

#### 2) Share Purchase Plan - Director Participation

- 120,692 Shares
- 120,692 Class L Options

+ See chapter 19 for defined terms.

- 3 Principal terms of the <sup>+</sup>securities (e.g. if options, exercise price and expiry date; if partly paid <sup>+</sup>securities, the amount outstanding and due dates for payment; if <sup>+</sup>convertible securities, the conversion price and dates for conversion)

#### 1) Director Options

- Class M Options are a new class of unlisted options, each with an exercise price of \$1.93 and an expiry date 29 January 2023. These Options are subject to vesting conditions and the holder remaining engaged by the Company at the date of vesting.
- Class N Options are a new class of unlisted options, each with an exercise price of \$0.85 and an expiry date 14 October 2023. 277,611 Class N Options are subject to vesting conditions as set out in the ASX release dated 21 November 2019. The remaining Class N Options are not subject to vesting conditions.

Full terms and conditions are set out in the Notice of Meeting dated 16 October 2019.

#### 2) Share Purchase Plan - Director Participation

- Shares issued on the same terms and conditions as existing fully paid ordinary shares on issue.
- Class L Options issued on the same terms and conditions as existing unlisted Class L Options, each with an exercise price of \$0.75 and an expiry date of 8 November 2020.

Full terms and conditions are set out in the Prospectus dated 21 October 2019.

- 4 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?

If the additional <sup>+</sup>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

#### 1) Director Options

No - Class M and N Options are new classes of unlisted securities.

#### 2) Share Purchase Plan - Director Participation

- Shares - Yes.
- Class L Options – No. Class L Options are unlisted securities, however they rank equally with other existing unlisted Class L Options on issue.

Shares issued upon the exercise of Class L, M and Options, however, will rank equally with existing quoted fully paid ordinary shares.

<p>5 Issue price or consideration</p>	<p><b>1) Director Options</b></p> <p>Nil.</p> <p><b>2) Share Purchase Plan - Director Participation</b></p> <ul style="list-style-type: none"> <li>- Shares were issued at \$0.58 each under the recent Share Purchase Plan Offer (<b>SPP</b>).</li> <li>- Class L Options were issued for nil consideration on the basis of one free attaching Class L Option for every Share subscribed for under the SPP.</li> </ul>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p><b>1) Director Options</b></p> <p>All Director Options were issued as an equity-based incentive component to the remuneration package of the directors, as approved by shareholders at the 2019 Annual General Meeting.</p> <p><b>2) Share Purchase Plan - Director Participation</b></p> <p>Issued to Directors who participated in the SPP, with funds raised under the SPP to be used:</p> <ul style="list-style-type: none"> <li>• To accelerate the Company's expansion into the UK;</li> <li>• To accelerate further development of the Company's robotic process automation (<b>RPA</b>) platform for the UK and USA markets;</li> <li>• To increase investment in sales and marketing in Australia and USA;</li> <li>• For general working capital requirements; and</li> <li>• For the expenses of the Offers.</li> </ul> <p>Participation of Directors under the SPP was approved by shareholders on 28 November 2019.</p>
<p>6a 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 <i>in relation to the</i> <sup>+</sup><i>securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>28 November 2019</p>

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

6c	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	N/A
6d	Number of <sup>+</sup> securities issued with security holder approval under rule 7.1A	N/A
6e	Number of <sup>+</sup> 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 <sup>+</sup> securities issued under an exception in rule 7.2	<b>1) Director Options</b> <ul style="list-style-type: none"> <li>- 1,000,000 Class M Options</li> <li>- 971,638 Class N Options</li> </ul> <b>2) Share Purchase Plan - Directors Participation</b> <ul style="list-style-type: none"> <li>- 120,692 Shares</li> <li>- 120,692 Class L Options</li> </ul>
6g	If <sup>+</sup> 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 <sup>+</sup> issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If <sup>+</sup> 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	LR7.1 – 18,872,993  LR7.1A – 12,753,564
7	<sup>+</sup> 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.	3 December 2019

8	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	Number	+Class
		127,793,003	Fully Paid Ordinary Shares*  *Includes 112,566 shares subject to voluntary escrow restrictions to 10 May 2020.
9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	Number	+Class
		328,401	Class A Performance Rights (\$0.85, 1 Jul 2020)
		110,000	Class F Performance Rights (Nil, 5 Nov 2020)
		567,474	Class E Options (\$0.476, 24 Nov 2021)
		73,530	Class F Options (\$0.68, 28 July 2020)
		882,353	Class G Options (\$0.204, 31 Dec 2020)
		882,353	Class H Options (\$0.306, 31 Dec 2020)
		1,250,000	Class I Options (\$0.408, 31 Dec 2020)
		2,205,883	Class J Options (\$0.136, 16 Jan 2022)
		588,236	Class K Options (\$1.190, 26 Nov 2022)
		11,514,666	Class L Options (\$0.75, 8 Nov 2020)
		1,000,000	Class M Options (\$1.93, 19 Jan 2023)
		971,638	Class N Options (\$0.85, 14 Oct 2023)
		1,073,000	Unlisted Restricted Share Units (Nil, 8 Mar 2020)
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged	

+ See chapter 19 for defined terms.

## Part 2 - Pro rata issue

- |    |  |                      |
|----|--|----------------------|
| 11 | Is security holder approval required?  | <input type="text"/> |
| 12 | Is the issue renounceable or non-renounceable?   | <input type="text"/> |
| 13 | Ratio in which the +securities will be offered   | <input type="text"/> |
| 14 | +Class of +securities to which the offer relates   | <input type="text"/> |
| 15 | +Record date to determine entitlements   | <input type="text"/> |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?   | <input type="text"/> |
| 17 | Policy for deciding entitlements in relation to fractions  | <input type="text"/> |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> | <input type="text"/> |
| 19 | Closing date for receipt of acceptances or renunciations   | <input type="text"/> |
| 20 | Names of any underwriters  | <input type="text"/> |
| 21 | Amount of any underwriting fee or commission   | <input type="text"/> |
| 22 | Names of any brokers to the issue  | <input type="text"/> |
| 23 | Fee or commission payable to the broker to the issue   | <input type="text"/> |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders   | <input type="text"/> |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting  | <input type="text"/> |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled  | <input type="text"/> |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be   | <input type="text"/> |

	sent to option holders	<input type="text"/>
28	Date rights trading will begin (if applicable)	<input type="text"/>
29	Date rights trading will end (if applicable)	<input type="text"/>
30	How do security holders sell their entitlements <i>in full</i> through a broker?	<input type="text"/>
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<input type="text"/>
32	How do security holders dispose of their entitlements (except by sale through a broker)?	<input type="text"/>
33	+Issue date	<input type="text"/>

## 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 - **Shares only**

(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

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+ See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

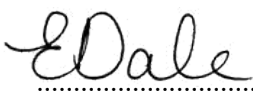
38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, 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>					
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>					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1"><tr><td></td><td></td></tr><tr><td></td><td></td></tr></table>				



## 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: 3 December 2019  
Company secretary

Print name: Erlyn Dale

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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 <sup>+</sup> ordinary securities on issue 12 months before the <sup>+</sup> issue date or date of agreement to issue	740,677,364 (Pre-consolidation)	
	108,923,832 (Post-consolidation)	
<b>Add</b> the following:	10/01/2019	357,353
<ul style="list-style-type: none"> <li>Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period under an exception in rule 7.2</li> </ul>	18/01/2019	420,749
	01/02/2019	16,500
	08/02/2019	38,499
	15/02/2019	328,310
<ul style="list-style-type: none"> <li>Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period with shareholder approval</li> </ul>	18/03/2019	29,000
	10/05/2019	112,566
	17/05/2019	98,989
	24/05/2019	160,232
<ul style="list-style-type: none"> <li>Number of partly paid <sup>+</sup>ordinary securities that became fully paid in that 12 month period</li> </ul>	31/05/2019	230,001
	07/06/2019	198,721
	14/06/2019	103,693
	21/06/2019	91,493
<b>Note:</b> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	28/06/2019	954,630
	03/07/2019	655,201
	09/07/2019	1,051,016
	26/07/2019	1,227,727
	05/08/2019	353,540
	13/08/2019	114,005
	11/09/2019	554,926
	11/10/2019	8,750,001
	08/11/2019	2,643,973
	03/12/2019	120,692

<b>Subtract</b> the number of fully paid <sup>+</sup> ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	<b>127,535,649</b>
<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	19,130,347
<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 <sup>+</sup> 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>	11/09/2019      257,354
<b>“C”</b>	257,354
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15  <i>Note: number must be same as shown in Step 2</i>	19,130,347
<b>Subtract</b> “C”  <i>Note: number must be same as shown in Step 3</i>	257,354
<b>Total</b> [“A” x 0.15] – “C”	<b>18,872,993</b>

<sup>+</sup> 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>	127,535,649
<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>	12,753,564
<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>• <i>This applies to equity securities – 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>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></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	-
<b>“E”</b>	-

<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>	12,753,564
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	-
<b>Total [“A” x 0.10] – “E”</b>	<b>12,753,564</b>  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.