

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

Cre8tek Limited

ABN

99 000 031 292

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
2. Quoted options
3. Quoted options
4. Fully paid ordinary shares
5. Quoted options
6. Fully paid ordinary shares
7. Unquoted options

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

1. 87,500,000
2. 43,750,000
3. 60,000,000
4. 50,285,337
5. 25,142,669
6. 940,540
7. 8,765,363

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

---

- |  |   |
|--|---|
| <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> | <p>1, 4 and 6 – fully paid ordinary shares</p> <p>2, 3 and 5 – Quoted options exercisable at \$0.06 each and expiring 12 months after date of issue (see section 6.2 of prospectus dated 3 April 2017 for further details (<b>Prospectus</b>))</p> <p>7 – Unquoted options issued to employees under employee incentive plan exercisable \$0.04 or \$0.08 with various expiry dates</p> |
|--|---|

---

+ See chapter 19 for defined terms.

<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"> <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>1, 4 and 6 – Yes 2, 3, 5 and 7 – No, but upon exercise and conversion into shares, yes.</p>
<p>5 Issue price or consideration</p>	<p>1 and 4– \$0.04 each 2 and 5 – Free attaching options to participants of the private placement and pro-rata entitlement offer 3 – In accordance with the Ironside Agreement (see section 3.2 of Prospectus) 6 – In accordance with the terms of the Clarion agreement as disclosed in the prospectus dated 13 September 2016 7 – Issued under Company’s employee incentive scheme</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>1 – Private placement to raise \$3.5m (before costs) 2 – Free attaching options to private placement shares issued 3 – Options to be issued pursuant to Ironside Agreement (see section 3.2 of Prospectus) 4 – Pro-rata entitlement offer to existing shareholders to raise approx. \$2,011,413 (before costs) at \$0.04 per share 5 – Free attaching options to entitlement offer shares issued 6 – Shares issued to Clarion in accordance with the terms of the Clarion agreement 7 – Issued under Company’s employee incentive scheme</p>

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2016
6c	Number of +securities issued without security holder approval under rule 7.1	72,646,535
6d	Number of +securities issued with security holder approval under rule 7.1A	59,544,005
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	50,285,337 Fully paid ordinary shares (Exc 1) 25,142,669 Quoted options (Exc 1) 8,765,363 Unquoted options (Exc 9)
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. Issue Date –3 April 2017 Issue Price –\$0.04  15 day VWAP to 31 March 2017 –\$0.04212 75% of 15 day VWAP to 31 March 2017 – \$0.0316 Source: Miraql
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	Not applicable

+ See chapter 19 for defined terms.

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

Capacity under LR 7.1 is 16,669,472  
Capacity under LR 7.1A is Nil

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 April 2017
- Expected 10 May 2017
- Expected 10 May 2017
- Expected 10 May 2017
- Expected 10 May 2017
- 3 April 2017
- Expected prior to 10 May 2017

8

Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the <sup>+</sup>securities in section 2 if applicable)

Number	<sup>+</sup> Class
546,703,379	Fully paid ordinary shares
128,892,669	Quoted options expiring 12 months from date of issue (expected 10 May 2017), exercise price \$0.06 each.

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	
	147,462,544	fully paid ordinary shares, escrowed until the date that is two years following the reinstatement to trading of the Company's securities after completion of the Flamingo acquisition <b>(Flamingo Escrow Date)</b>
	40,000,000	fully paid ordinary shares, escrowed until 5 February 2018
	25,000,000	options expiring 4/11/2019, exercise price \$0.02 each, escrowed until 5 February 2018
	50,000,000	options expiring 5/02/2019, exercise price \$0.03 each, escrowed until 5 February 2018
	221,056	options expiring 5/02/2018, exercise price \$3.00 each
	67,692	options expiring 5/02/2018, exercise price \$6.00 each
	6,077,375	options expiring 3/11/21, exercise price \$0.029 each
	9,999,999	Class A performance rights, escrowed until 5 February 2018
	9,999,999	Class B performance rights, escrowed

---

+ See chapter 19 for defined terms.

	until 5 February 2018
10,000,0002	Class C performance rights, escrowed until 5 February 2018
64,146,101	Class A performance shares, escrowed until the Flamingo Escrow Date
64,146,096	Class B performance shares, escrowed until the Flamingo Escrow Date
64,146,096	Class C performance shares, escrowed until the Flamingo Escrow Date
29,146,358	Class A performance shares, escrowed until 3 November 2017
29,146,311	Class B performance shares, escrowed until 3 November 2017
29,146,311	Class C performance shares, escrowed until 3 November 2017
	All performance rights and performance shares convert on a 1:1 basis. See prospectuses lodged 13 September 2016 and 8 December 2015 for full terms.
8,765,363	Employee and consultant options issued under

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

		incentive scheme with various expiry dates and exercise 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?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the <sup>+</sup> securities will be offered	10 New Shares for every 136 shares on issue, together with 1 new quoted option for every 2 shares subscribed
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Fully paid ordinary and new quoted options
15	<sup>+</sup> Record date to determine entitlements	Friday, 7 April 2017
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes
17	Policy for deciding entitlements in relation to fractions	Round up
18	Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	All countries other than Australia, New Zealand, Hong Kong and Singapore
19	Closing date for receipt of acceptances or renunciations	Not applicable – offer is non-renounceable

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

20	Names of any underwriters	None – but Ironside Capital conditionally committed to take up to \$2m in event of shortfall
21	Amount of any underwriting fee or commission	6% of funds committed plus 6m quoted options
22	Names of any brokers to the issue	Otsana Capital Ironside Capital
23	Fee or commission payable to the broker to the issue	6% of funds raised – see Prospectus for further details
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	None
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Tuesday, 11 April 2017
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	Wednesday 5 April 2017
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable

+ See chapter 19 for defined terms.

---

+ See chapter 19 for defined terms.

- |    |  |                      |
|----|--|----------------------|
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | Not applicable       |
| 33 | <sup>+</sup> Issue date  | Expected 10 May 2017 |

## 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 – as to Shares and Quoted Options 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

---

<sup>+</sup> 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"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	+Class		
Number	+Class					

---

+ 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: . Zane Lewis  
(Company secretary)

Date: 03 April 2017

Print name: Zane Lewis

---

+ 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	234,426,409
<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> <p><i>Note:</i></p> <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>	75,000,000 (Shareholder approval 14.09.16)  272,727,273 (Shareholder approval 14.09.16)  7,150,000 (Shareholder approval 14.09.16)  6,136,364 (Shareholder approval 30.11.16)
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	595,440,046

+ 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>	89,316,007
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><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:</p> <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> <p><i>Note:</i></p> <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>	<p>27,955,995 – 03.04.17 (placement shares)</p> <p>43,750,000 – expected 10.05.17 (attaching placement options)</p> <p>940,540 – 03.04.17 (Clarion shares)</p>
<b>“C”</b>	<b>72,646,535</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p><b>“A” x 0.15</b></p> <p><i>Note: number must be same as shown in Step 2</i></p>	89,316,007
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	72,646,535
<b>Total [“A” x 0.15] – “C”</b>	<p>16,669,472</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<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>	595,440,046
<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>	59,544,005
<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>	59,544,005 – 03.04.17 (placement shares)
<b>“E”</b>	<b>59,544,005</b>

---

+ 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>	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	59,544,005
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	59,544,005
<b>Total</b> [“A” x 0.10] – “E”	Nil

---

+ See chapter 19 for defined terms.