

ASX Release

(ASX: LVH)

10 August 2017

LiveHire appoints Non-Executive director Christy Forest to the Board.

Highlights:

- LiveHire has appointed **Christy Forest** to its Board of Directors, as an independent Non-Executive Director, effective September 1, 2017.
- Christy's has significant global experience in scaling subscription based service models, a career spanning 20 years across the US, Australia and Asia. As the global head of Member Services and most recently Managing Director Asia Pacific for CEB, she helped grow the business to ~\$1bn annual revenue.
- LiveHire has also appointed **Warren Harding** as Senior Advisor to LiveHire, focused on building major client relationships and large enterprise sales.
- Warren has over 30 years of Government and corporate experience in talent attraction, technology implementation and strategic growth roles.

Melbourne, 10th August 2017, LiveHire Limited (ASX: LVH), the Talent Community platform providing an enterprise scale, human-cloud hiring ecosystem across entire industries, is pleased to announce it has appointed **Christy Forest** to its Board of Directors as an Independent Non-Executive Director, effective September 1, 2017.

Christy brings valuable and timely experience in scaling subscription based service models for consulting and technology solutions around the world, as the global head of Member Services and most recently Managing Director Asia Pacific for CEB. Her career with CEB spans 20 years across the US, Australia and Asia, helping to grow the business to ~\$1bn annual revenue, and ultimately being acquired by Gartner this year for US\$2.6bn (A\$3.25bn).

Christy's focus upon best practice in industries aligns with LiveHire's best practice in proactive recruitment and Talent Community technology through the LiveHire Talent Ecosystem, and its Customer Success consulting team, who equip customers with the ability to attract, engage, pool, and hire the best talent on-demand.

Christy has the perfect combination of skills, networks, and experience to guide LiveHire as it scales its operations, brand, clients and users both nationally and internationally.

Commenting on the appointment, LiveHire Chairman, Geoff Morgan said: *"I'm delighted to announce that after an extensive search, we are privileged to have attracted and secured Christy as a new Non-Executive Director to the LiveHire Board."*

"Christy has extensive senior level and Managing Director experience, and brings a very strong commercial aspect to the Board on both a national and international level, particularly in Asia and the US. Christy will have critical input into our global sales and marketing strategy."

"We welcome her and look forward to working with her as we rapidly scale LiveHire."

As LiveHire prepares for the next phase of accelerated growth, it has a deliberate approach of having the right people and advisors to grow across all verticals. Reflecting this, LiveHire is pleased to have appointed **Warren Harding** as Senior Advisor to LiveHire.

Warren has over 30 years of government and corporate experience in senior executive roles. He has been a Managing Partner in several global consulting firms, including Accenture and Price Waterhouse Coopers, leading transformations, complex systems implementations and is a leading commentator on human capital, diversity and the human factors of digitization and future of work. He holds an Adjunct Professorship in information systems.

Warren has been an adviser to some of the largest organisations, governments and companies in the Asia region, including one of the world's leading strategy consulting firms and has led major reforms, talent development and delivered turnarounds on complex OPEX/CAPEX budgets. He has a track record in culture/change management building talent and performance monitoring of outcomes including quality and safety.

He has a track record in innovation and progressed G20/B20 findings on Entrepreneurship, Innovation, Adaptability and Agile Learning into talent attraction and mobility solutions around these competencies and has developed thought leadership around re-imagining a public-sector talent program.

Subscribe to LiveHire investor updates: <http://eepurl.com/b2EMFL>

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About LiveHire

LiveHire is a productivity and collaboration platform for talent management that delivers a proactive sourcing and internal mobility solution called Live Talent Communities. The platform makes managing the flow of talent into and through businesses seamless, delivering value through perfect visibility of existing employees, and shifting recruitment of new talent from reactive to proactive, 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, Brisbane and Perth.

www.livehire.com

www.livehire.com/investor

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	Issue of unlisted options (Options)
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	1,000,000 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)	1,000,000 Options issued to a senior advisor of the Company exercisable at \$0.6927, expiring 10 August 2021 and subject to various performance related vesting conditions.

+ See chapter 19 for defined terms.

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>The Options are a new class of security and do not rank equally with the existing class of securities.</p> <p>The ordinary shares issued on exercise of the Options will rank equally in all respects with existing quoted ordinary shares.</p>
5	Issue price or consideration	N/A
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The Options have been issued as a long-term incentive component of remuneration to a senior advisor to better align interests with those of shareholders and incentivise performance for the benefit of all 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	23 November 2016
6c	Number of +securities issued without security holder approval under rule 7.1	1,000,000 Options
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A

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.	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: 4,841,993 7.1A: 11,031,025	
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.[I]	10 August 2017	
8	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	Number	+Class
		153,961,056	Fully paid ordinary shares

9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		78,031,021	Fully paid ordinary shares (escrowed to 10 June 2018)
		16,600,000	Unlisted Options (exercisable at \$0.25; expiring 1 June 2020; escrowed to 10 June 2018; subject to vesting conditions)
		3,000,000	Unlisted Options (exercisable at \$0.188446; expiring 14 October 2020; subject to vesting conditions)
		808,649	Performance Rights (subject to performance criteria)
		1,000,000	Unlisted Options (exercisable at \$0.3814; expiring 12 January 2021; subject to vesting conditions)
		4,500,000	Unlisted Options (Exercisable at \$0.6036 expiring 1 August 2021; subject to various vesting conditions)
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	1,000,000	Unlisted Options (Exercisable at \$0.6927, expiring 10 August 2021; subject to various vesting conditions)
		N/A	

Part 2 - Pro rata issue

+ See chapter 19 for defined terms.

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 <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	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

+ See chapter 19 for defined terms.

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
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

+ See chapter 19 for defined terms.

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)

- 38 Number of +securities for which +quotation is sought
- 39 +Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?
- If the additional +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
-

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

42 Number and +class of all +securities quoted on ASX (*including* the +securities in clause 38)

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: Date: 10 August 2017
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	200,000,000
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 	2,992,077 shares issued on 14 October 2016 under the Employee Incentive Plan. 500,000 shares issued upon the exercise of that number of unlisted options on 13 February 2017.
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	203,492,077

+ 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	30,523,811
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><i>Note:</i></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>1,000,000 Options issued 12 January 2017.</p> <p>19,181,818 Shares issued 3 April 2017.</p> <p>4,500,000 Options issued 1 August 2017.</p> <p>1,000,000 Options issued 10 August 2017.</p>
“C”	25,681,818
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>	30,523,811
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	25,681,818
Total [“A” x 0.15] – “C”	<p>4,841,993</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>	203,492,077
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	20,349,207
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"> • <i>This applies to equity securities – 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>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> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	9,318,182 Shares issued on 3 April 2017.
“E”	9,318,182

+ 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>	20,349,207
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	9,318,182
Total [“A” x 0.10] – “E”	11,031,025 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.