

VESTING OF PERFORMANCE SHARES FOLLOWING MILESTONE ACHIEVEMENTS

ASX RELEASE

29 September 2017

BidEnergy Limited (ASX: BID) (“Bid” or “**the Company**”), advises that it has issued 70,000,000 fully paid ordinary shares upon the vesting of 70,000,000 performance shares, following the successful achievement of prescribed performance milestones.

The Performance Shares were held by the vendors of BidEnergy Operations Pty Ltd (formerly ‘BidEnergy Pty Ltd’) under the terms of the reverse acquisition transaction completed by the Company (formerly ‘Cove Resources Limited’) on 1 July 2016 (“**Reverse Acquisition**”). The Performance Shares were issued in two tranches on the following terms and conditions:

- 35,000,000 Class A Performance Shares, each vesting into one fully paid ordinary share upon the Company achieving revenue of at least \$900,000 in any period of six consecutive months within four years following the date of issue (being 1 July 2016), as verified by the Company’s audited full or half-year accounts; and
- 35,000,000 Class B Performance Shares, each vesting into one fully paid ordinary share upon the Company achieving revenue of at least \$1,500,000 in any period of six consecutive months within four years following the date of issue (being 1 July 2016), as verified by the Company’s audited full or half-year accounts.

Having now lodged the Company’s audited 2017 Annual Report, the Company is pleased to confirm that it exceeded each of the requisite performance milestones, delivering revenue of \$2.6 million for the financial year ending 30 June 2017, and has completed the conversion of the vested Performance Shares into fully paid ordinary shares per the attached Appendix 3B.

BidEnergy’s Managing Director, Phil Adams commented: *“To exceed both of these performance milestones within the first 12 months of the Reverse Acquisition demonstrates the commitment of the management team and the potential of the business model. We have laid a strong foundation in our first year as a listed company and look forward to continuing to build on these accomplishments in the year ahead.”*

-ENDS-

Further Information:

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About BidEnergy Ltd

BidEnergy Limited (ASX: BID) is an Australian-based technology company with offices overseas in the USA and UK. BidEnergy's cloud-based platform simplifies the complex energy spend management process by using robotic process automation, enabling organisations to have complete control over their energy spend. Unlike manual consulting and business services, the platform automates the management of every component of the process for multi-site organisations. By automatically capturing and validating invoices and meter data, customers can streamline their accounting and payments processes, go to market at short notice to optimise their supply contracts and reduce on-bill charges using sophisticated analytics and reporting.

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 | Fully Paid Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 33,916,804 Fully Paid Ordinary Shares
36,083,196 Fully Paid Ordinary Shares (Escrowed to 20 July 2018) |
| 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) | Fully Paid Ordinary Shares |

+ See chapter 19 for defined terms.

4	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	Yes
5	Issue price or consideration	Nil.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	33,916,804 Shares issued upon vesting of Class A and Class B Performance Shares 36,083,196 Shares issued upon vesting of Class A and Class B Performance Shares that are subject to escrow restrictions to 20 July 2018.
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	N/A
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	70,000,000																				
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	LR7.1 – 76,910,676 LR7.1A – 66,898,960																				
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.	29 September 2017																				
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>603,279,099</td><td>Fully Paid Ordinary Shares*</td></tr><tr><td>28,430,006</td><td>BIDO Options (\$0.10, 30 June 2019)</td></tr><tr><td></td><td>*Includes 8,682,331 shares subject to voluntary escrow restrictions.</td></tr></table>	Number	+Class	603,279,099	Fully Paid Ordinary Shares*	28,430,006	BIDO Options (\$0.10, 30 June 2019)		*Includes 8,682,331 shares subject to voluntary escrow restrictions.												
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	*Includes 8,682,331 shares subject to voluntary escrow restrictions.																					
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>23,514,921</td><td>Class C Options (\$0.15, 1 July 2019)</td></tr><tr><td>2,241,604</td><td>Class A Performance Rights</td></tr><tr><td>6,333,333</td><td>Class B Performance Rights</td></tr><tr><td>6,333,333</td><td>Class C Performance Rights</td></tr><tr><td>6,333,334</td><td>Class D Performance Rights</td></tr><tr><td>500,000</td><td>Class F Options (\$0.10, 28 July 2020)</td></tr><tr><td>6,000,000</td><td>Class G Options (\$0.03, 31 Dec 2020)</td></tr><tr><td>6,000,000</td><td>Class H Options (\$0.045, 31 Dec 2020)</td></tr><tr><td>8,500,000</td><td>Class I Options (\$0.06, 31 Dec 2020)</td></tr></table>	Number	+Class	23,514,921	Class C Options (\$0.15, 1 July 2019)	2,241,604	Class A Performance Rights	6,333,333	Class B Performance Rights	6,333,333	Class C Performance Rights	6,333,334	Class D Performance Rights	500,000	Class F Options (\$0.10, 28 July 2020)	6,000,000	Class G Options (\$0.03, 31 Dec 2020)	6,000,000	Class H Options (\$0.045, 31 Dec 2020)	8,500,000	Class I Options (\$0.06, 31 Dec 2020)
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+ See chapter 19 for defined terms.

137,398,265	Escrowed to 20 July 2018
182,709	Fully Paid Ordinary Shares
10,798,670	Class A Performance Rights
	Class A Options
	(\$0.10, 30 Sep 2017)
9,243,759	Class B Options
	(\$0.125, 31 December 2018)
25,000,000	Class D Options
	(\$0.15, 30 June 2019)
	Escrowed to 24 Nov 2017
3,858,814	Class E Options
	(\$0.07, 24 November 2021)

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged
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Part 2 - Pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the ⁺ securities will be offered	
14	⁺ Class of ⁺ securities to which the offer relates	
15	⁺ Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
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.	
19	Closing date for receipt of acceptances or renunciations	

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> 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	

+ See chapter 19 for defined terms.

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 **33,916,804 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

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)	<table border="1"> <thead> <tr> <th data-bbox="790 1097 1085 1142">Number</th> <th data-bbox="1093 1097 1388 1142">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="790 1142 1085 1270"></td> <td data-bbox="1093 1142 1388 1270"></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:


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(Company Secretary)

Date: 29 September 2017

Print name: Erlyn Dale

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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		321,156,351
Add the following: - 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 Note: - 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		
	24/11/2016	6,752,924
	13/01/2017	1,929,407
	8/8/2017	324,150,918
	29/09/2017	70,000,000
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period		-
“A”		723,989,600

+ 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	108,598,440	
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: - Under an exception in rule 7.2 - Under rule 7.1A - With security holder approval under rule 7.1 or rule 7.4 Note: <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>	8/08/2017 11,187,764 8/08/2017 20,500,000	
“C”	31,687,764	
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>	108,598,440	
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	31,687,764	
Total [“A” x 0.15] – “C”	76,910,676 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>	

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>	723,989,600
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	72,398,960
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> • 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	6/07/2017 5,500,000
“E”	5,500,000

+ 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>	72,398,960
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	5,500,000
Total [“A” x 0.10] – “E”	66,898,960 <i>Note: this is the remaining placement capacity under rule 7.1A</i>