

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

NEWZULU LIMITED

ABN

27 078 661 444

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 | a. Fully paid ordinary shares (Director Shares)
b. Performance rights. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | a. 22,814,627 Director Shares
b. 40,000,000 Class D Performance Rights (Class D Performance Rights)
c. 40,000,000 Class E Performance Rights (Class E Performance Rights)
d. 40,000,000 Class F Performance Rights (Class F Performance Rights)
e. 40,000,000 Class G Performance Rights (Class G 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) | a. Fully paid ordinary shares.
b. Class D Performance Rights will vest upon the Parent Entity achieving a market price of its fully paid ordinary shares of \$0.003 for a period of ten (10) trading days in aggregate on or prior to the date that is five (5) years from 1 June 2017.
c. Class E Performance Rights will vest upon the Parent Entity achieving a market price of its |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

fully paid ordinary shares of \$0.005 for a period of ten (10) trading days in aggregate on or prior to the date that is five (5) years from 1 June 2017.

d. Class F Performance Rights will vest upon the Parent Entity achieving a market price of its fully paid ordinary shares of \$0.007 for a period of ten (10) trading days in aggregate on or prior to the date that is five (5) years from 1 June 2017

e. Class G Performance Rights will vest upon the Parent Entity achieving a market price of its fully paid ordinary shares of \$0.009 for a period of ten (10) trading days in aggregate on or prior to the date that is five (5) years from 1 June 2017.

Upon satisfaction of these milestones, the Class D to G Performance Rights may be converted into Shares. Payment of a nominal exercise price may be required upon exercise of the Class D to G Performance Rights, the amount of which will be agreed between the Company and the holder acting reasonably.

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

a. Yes.

b. No. Class D, E, F and G Performance Rights will convert into shares in accordance with their terms and conditions. Upon conversion of the performance rights to shares, the shares will rank equally with the existing shares.

5 Issue price or consideration

Nil.

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6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>a. Shares issued under the Director Fee Plan in lieu of director's fee owed to Mr Ed Wilson for the period from April to September 2017 (A\$25,913). Approval for the issue of Director Shares under the Director Fee Plan was received from shareholder at the AGM held on 16 November 2017.</p> <p>b. Class D, E, F and G Performance Rights have been issued to the Chief Executive Officer of the Company pursuant to his amended Executive Employment Agreement.</p>
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	No.
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable.
6c	Number of +securities issued without security holder approval under rule 7.1	Nil.
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	<p>a. 22,814,627 Director Shares.</p> <p>b. 40,000,000 Class D Performance Rights.</p> <p>c. 40,000,000 Class E Performance Rights.</p> <p>d. 40,000,000 Class F Performance Rights.</p> <p>e. 40,000,000 Class F Performance Rights.</p>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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.

Not applicable.

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.

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

Rule 7.1: 1,099,946,516
 Rule 7.1A: Not applicable.

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.

16 November 2017

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	7,332,976,772	Fully paid ordinary shares
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	5,500,000	Lender options exercisable at \$0.20 each on or before 9 February 2018
	5,000,000	Executive options exercisable at \$0.20 each on or before 9 February 2018
	12,000,000	Lead Manager options exercisable at \$0.02 each on or before 14 June 2019

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	72,000,000	Type A options exercisable at \$0.02 on or before 14 June 2019
	18,000,000	Type B options exercisable at \$0.03 each on or before 14 June 2019
	5,000,000	Director options exercisable at \$0.02 each on or before 15 June 2019
	12,000,000	Executive options exercisable at \$0.02 each on or before 15 June 2019
	2,000,000	Director options exercisable at \$0.02 each on or before 8 November 2019
	60,000,000	Class A, B and C Performance Rights
	160,000,000	Class D, E, F and G Performance Rights
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable

Part 2 - Pro rata issue

Questions 11 to 33 – Not Applicable

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

Note: Director 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

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Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Questions 35 to 37 – Not applicable.

Entities that have ticked box 34(b)

Questions 38 to 42 – Not applicable.

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: 16 November 2017
(Company Secretary)

Print name: Karen Logan

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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	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	1,451,059,639
<i>Add</i> 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 	4,981,917,133 <ul style="list-style-type: none"> • 14,119,971 shares issued on 9 May 2017, exception 9(b). • 7,859,033 shares issued on 9 May 2017, exception 14. • 800,000 shares issued on 9 May 2017, exception 4. • 4,936,323,502 shares issued on 1 June 2017, exception 1. • 22,814,627 shares issued on 16 November 2016, exception 14.
<ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval 	900,000,000 <ul style="list-style-type: none"> • 210,000,000 shares issued on 9 May 2017, subsequently approved by shareholders at the AGM held on 16 November 2017. • 690,000,000 shares issued on 2 June 2017, subsequently approved by shareholders at the AGM held on 16 November 2017.
<ul style="list-style-type: none"> • Number of partly paid +ordinary securities that became fully paid in that 12 month period 	Nil.

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<p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</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>Subtract the number of fully paid +ordinary securities cancelled during that 12 month period</p>	<p>Nil.</p>
<p>“A”</p>	<p>7,332,976,772</p>
<p>Step 2: Calculate 15% of “A”</p>	
<p>“B”</p>	<p>0.15</p> <p><i>[Note: this value cannot be changed]</i></p>
<p>Multiply “A” by 0.15</p>	<p>1,099,946,516</p>
<p>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</p>	
<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>Nil.</p>
<p>“C”</p>	<p>Nil.</p>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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>	7,332,976,772
Subtract "C" <i>Note: number must be same as shown in Step 3</i>	Nil.
Total ["A" x 0.15] – "C"	7,332,976,772 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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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>	Not applicable
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	Not applicable
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> 	Not applicable
“E”	Not applicable

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
<p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	Not applicable
<p>Subtract “E”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	Not applicable
<p>Total [“A” x 0.10] – “E”</p>	<p>Not applicable</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.