

# 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

LINIUS TECHNOLOGIES LIMITED

ABN

84 149 796 332

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	<p>Fully paid ordinary shares</p> <p>Listed options</p> <p>Unlisted options</p> <p>Unlisted ESOP options</p>
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	<p>81,250,000 fully paid ordinary shares</p> <p>1,000,000 fully paid ordinary shares</p> <p>40,625,016 listed options</p> <p>10,000,000 listed options</p> <p>10,000,000 unlisted options</p> <p>5,750,000 unlisted ESOP options</p>

+ See chapter 19 for defined terms.

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>81,250,000 fully paid ordinary shares issued at 12 cents per share.</p> <p>1,000,000 fully paid ordinary shares issued at 5 cents per share.</p> <p>40,625,016 listed options with exercise price of 16 cents and expiring 30 Sept 2019.</p> <p>10,000,000 listed options with exercise price of 16 cents and expiring 30 Sept 2019.</p> <p>10,000,000 unlisted options with exercise price of 22 cents and expiring 30 Sept 2019.</p> <p>3,750,000 unlisted options issued under the company ESOP with exercise price of 4.5 cents with time-based vesting dates and expiring 30 June 2021.</p> <p>2,000,000 unlisted options issued under the company ESOP with exercise price of 5 cents with time-based vesting dates and expiring 30 June 2021.</p>
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"> <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>Ordinary shares – Yes</p> <p>50,625,016 listed options – new class of quoted security</p>
5	Issue price or consideration	<p>12 cents per share - 81,250,000 fully paid ordinary shares</p> <p>5 cents per share - 1,000,000 fully paid ordinary shares</p> <p>Nil - 40,625,016 listed options</p> <p>Nil - 10,000,000 listed options</p> <p>Nil - 10,000,000 unlisted options</p> <p>Nil - 5,750,000 unlisted ESOP options</p>

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	81,250,000 fully paid ordinary shares issued under placement to sophisticated investors. 1,000,000 fully paid ordinary shares issued as consideration for consultant services. 40,625,016 listed options issued under placement to sophisticated investors. 10,000,000 listed options as consideration for consultant services 10,000,000 unlisted options as consideration for consultant services 5,750,000 unlisted ESOP options – employee and consultant remuneration arrangements.
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	28 November 2017
6c	Number of +securities issued without security holder approval under rule 7.1	50,625,016 listed options 10,000,000 unlisted options 1,000,000 shares at 5 cents per share
6d	Number of +securities issued with security holder approval under rule 7.1A	81,250,000 shares at 12 cents per share
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.	Yes. Effective issue date – 21 Feb 2018 Issue price - 12 cents 15 day VWAP – 12.3 cents Source – ASX trading data.

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+ See chapter 19 for defined terms.

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 – 29,304,616 7.1A – 1,703,088						
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.	28 February 2018 81,250,000 listed fully paid ordinary shares 40,625,016 listed options 10,000,000 listed options 10,000,000 unlisted options  1 March 2018 1,000,000 listed fully paid ordinary shares 5,750,000 unlisted ESOP options						
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>506,578,611</td><td>Fully paid ordinary shares.</td></tr><tr><td>50,625,016</td><td>Options exercisable at 16 cents, expiring on 30 September 2019.</td></tr></table>	Number	+Class	506,578,611	Fully paid ordinary shares.	50,625,016	Options exercisable at 16 cents, expiring on 30 September 2019.
Number	+Class							
506,578,611	Fully paid ordinary shares.							
50,625,016	Options exercisable at 16 cents, expiring on 30 September 2019.							

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<p>405,202,269 Fully paid ordinary shares.</p> <p>61,500,000 Options exercisable at \$0.05 each on or before 31 March 2019</p> <p>11,500,000 Options exercisable at \$0.045 each on or before 30 November 2019.</p> <p>64,660,000 Options exercisable at \$0.075 each on or before 30 May 2019.</p> <p>3,375,000 Options exercisable at \$0.07 each on or before 31 Dec 2019.</p> <p>3,375,000 Options exercisable at \$0.075 each on or before 31 Dec 2019.</p> <p>3,375,000 Options exercisable at \$0.08 each on or before 31 Dec 2019.</p> <p>3,375,000 Options exercisable at \$0.085 each on or before 31 Dec 2019.</p> <p>10,000,000 Options exercisable at \$0.22 each on or before 30 Sept 2019.</p> <p>3,750,000 Options via ESOP exercisable at \$0.045 each on or before 30/6/2021.</p> <p>2,000,000 Options via ESOP exercisable at \$0.05 each on or before 30/6/2021.</p>
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Directors do not anticipate declaring a dividend in the foreseeable future.

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+ See chapter 19 for defined terms.

## Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable
12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the <sup>+</sup> securities will be offered	Not applicable
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Not applicable
15	<sup>+</sup> Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
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>	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable

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

23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
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	Not applicable
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	Not applicable
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
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	<sup>+</sup> Issue date	Not applicable

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

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

34 Type of <sup>+</sup>securities  
(tick one)

(a) ☒ <sup>+</sup>Securities described in Part 1

(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

## Entities that have ticked box 34(b)

38 Number of <sup>+</sup>securities for which <sup>+</sup>quotation is sought

39 <sup>+</sup>Class of <sup>+</sup>securities for which quotation is sought

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



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>	<p>Yes - Ordinary shares</p> <p>Listed options are a new security class</p>
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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>	<p>82,250,000 new ordinary shares issued</p> <p>50,625,016 new options issued. New class of listed security.</p>
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		<table><tr><th>Number</th><th>+Class</th></tr><tr><td>506,578,611</td><td>Ordinary fully paid shares</td></tr><tr><td>50,625,016</td><td>Options (exercisable at 16 cents, expiring 30 Sept 2019)</td></tr></table>	Number	+Class	506,578,611	Ordinary fully paid shares	50,625,016	Options (exercisable at 16 cents, expiring 30 Sept 2019)
Number	+Class							
506,578,611	Ordinary fully paid shares							
50,625,016	Options (exercisable at 16 cents, expiring 30 Sept 2019)							
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)							

### Quotation agreement

- +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 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.

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+ See chapter 19 for defined terms.

- 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.

Stephen Kerr  
Company Secretary  
1 March 2018

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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 +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	679,190,880
<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>	30,000,000 (18 July 2017 placement to Village Roadshow and Kirby family interests, ratified by shareholders at 28/11/17 Annual General Meeting (AGM)) 85,000,000 (19 October 2017 placement to sophisticated investors, ratified by shareholders at 28/11/17 AGM) 5,000,000 (placement shares approved by shareholders at 28/11/17 AGM) 20,000,000 (restricted loan funded shares approved by shareholders at 28/11/17 AGM) 10,340,000 (shares issued on exercise of October 2017 7.5 cent placement options, approved by shareholders at 28/11/17 AGM. Multiple share issues over period 21/12/17 to 9/2/18)
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	829,530,880

+ 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>	124,429,632
<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 +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>20,000,000 (21/12/2017 Issue of unlisted options – exercisable at \$0.075, expiring on 30 May 2019)</p> <p>13,500,000 (15/2/2018 Issue of unlisted options – 25% exercisable at \$0.07, 25% exercisable at \$0.075, 25% exercisable at \$0.08, 25% exercisable at \$0.085. All expiring on 31 Dec 2019)</p> <p>50,625,016 (28/2/2018 issue of listed options – exercisable at 16 cents, expiring 30 Sept 2019)</p> <p>10,000,000 (28/2/2018 issue of unlisted options – exercisable at 22 cents, expiring 30 Sept 2019)</p> <p>1,000,000 (1/3/2018 issue of ordinary shares)</p>
<b>“C”</b>	<b>95,125,016</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>	124,429,623
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	95,125,016
<b>Total [“A” x 0.15] – “C”</b>	<p>29,304,616</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>	829,530,880
<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>	82,953,088
<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 <sup>+</sup> 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>	81,250,000 (28/2/2018 issue of ordinary shares)
<b>“E”</b>	81,250,000

<sup>+</sup> 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>	
<b>“A” x 0.10</b>  <i>Note: number must be same as shown in Step 2</i>	82,953,088
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	81,250,000
<b>Total [“A” x 0.10] – “E”</b>	1,703,088  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.

Company: LINIUS TECHNOLOGIES LIMITED



ACN 149 796 332  
Top Listing - Not Grouped

Security: LNU96817 UO30092019/\$0.16  
As of 01 Mar 2018

Rank	Name	Units	% of Units
1	MR DAVID PETER VALENTINO	3,500,000	6.91
2	CELTIC CAPITAL PTY LTD <THE CELTIC CAPITAL A/C>	3,500,000	6.91
3	CPS CAPITAL INVESTMENTS PTY LTD	3,000,000	5.93
4	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	2,500,000	4.94
5	MORGAN STANLEY AUSTRALIA SECURITIES (NOMINEE) PTY LIMITED <NO 1 ACCOUNT>	1,666,666	3.29
6	SUNSHORE HOLDINGS PTY LTD	1,250,000	2.47
7	RIVERSDALE CAPITAL FUNDING PTY LTD <THE RCF A/C>	1,041,667	2.06
8	SUNSET CAPITAL MANAGEMENT PTY LTD <SUNSET SUPERFUND A/C>	1,000,000	1.98
9	BECK CORPORATION PTY LTD	833,333	1.65
10	NINKIRB NOMINEES PTY LTD <NINA KIRBY FAMILY A/C>	833,333	1.65
11	EMBR CAPITAL LLC	625,000	1.23
12	JURRAH INVESTMENTS PTY LTD <RM DAVIS FAM SETTLEMENT A/C>	625,000	1.23
13	1215 CAPITAL PTY LTD	625,000	1.23
14	ROBERT KIRBY INVESTMENTS PTY LTD <KIRBY FAMILY INVESTMENT A/C>	520,834	1.03
15	GW BURKE INVESTMENTS PTY LTD <BURKE INVESTMENT A/C>	520,834	1.03
16	PERSHING AUSTRALIA NOMINEES PT Y LTD <ACCUM A/C>	500,000	0.99
17	J & J BANDY NOMINEES PTY LTD <J & J BANDY S/F A/C>	500,000	0.99
18	CS THIRD NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 13	500,000	0.99
19	SEEFIN PTY LTD <THE BANTRY SUPER A/C>	500,000	0.99
20	GORDO'S PTY LTD <TRADING A/C>	500,000	0.99

Totals: Top 20 holders of LNU96817 UO30092019/\$0.16

24,541,667 48.48

Total Remaining Holders Balance

26,083,349 51.52

Total Holders Balance

50,625,016 100

# TOP SPREAD REPORT

**LINIUS TECHNOLOGIES LIMITED**

ACN 149 796 332

For Class: [96817]LNU96817 UO30092019/\$0.16

Date: 01/03/2018

Operator: Web Operator

Page: 1

SPREAD OF HOLDINGS	NUMBER OF HOLDERS	NUMBER OF UNITS	% OF TOTAL ISSUED CAPITAL
1 - 1,000	0	0	0.000 %
1,001 - 5,000	0	0	0.000 %
5,001 - 10,000	5	44,543	0.088 %
10,001 - 100,000	166	9,622,712	19.008 %
100,001 - 999,999,999,999	95	40,957,761	80.904 %
<b>TOTAL</b>	<b>266</b>	<b>50,625,016</b>	<b>100 %</b>

LOCALITY ANALYSIS	NUMBER OF HOLDERS	NUMBER OF UNITS	% OF TOTAL ISSUED CAPITAL
<b>WESTERN AUSTRALIA</b>	137	24,522,504	48.439 %
<b>VICTORIA</b>	52	12,779,547	25.244 %
<b>QUEENSLAND</b>	38	2,870,630	5.670 %
<b>NEW SOUTH WALES</b>	31	8,794,168	17.371 %
<b>SOUTH AUSTRALIA</b>	2	261,501	0.517 %
<b>AUSTRALIAN CAPITAL TERRITORY</b>	1	312,500	0.617 %
UNITED KINGDOM OF GREAT BRITAIN AND NTH IRELAND	2	167,500	0.331 %
UNITED STATES OF AMERICA	2	708,333	1.399 %
NEW ZEALAND	1	208,333	0.412 %
<b>Total Australian Holders</b>	<b>261</b>	<b>49,540,850</b>	<b>97.858 %</b>
<b>Total Overseas Holders</b>	<b>5</b>	<b>1,084,166</b>	<b>2.142 %</b>
<b>Grand Total</b>	<b>266</b>	<b>50,625,016</b>	<b>100.000 %</b>