

Release of Shares from Voluntary Escrow

SYDNEY, NSW and COLUMBIA, MD USA – Department 13 International Limited (ASX:D13) advises that, as announced on 18 July 2018, the voluntary escrow period for 11,250,000 fully paid ordinary shares ended at the close of trading on Friday 3 August.

The 11,250,000 shares relate to shares issued to Directors and escrowed at the time of the IPO and of which 7,250,000 are owned by current D13 Board members and as such are bound by the D13 Trading Policy.

A notice of change of interests of substantial shareholder (form 604) in respect of the Company ceasing to have a deemed relevant interest in the shares at the end of the of the voluntary escrow period is attached. The change of relevant interest does not involve any change of ownership or disposal of shares.

- ends -

For more information, contact

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About Department 13

Based in Maryland, Department 13 (D13) was founded in 2010 by a team of former military operators, scientists and engineers who apply proprietary innovative advanced technology to emerging requirements. D13 is developing cutting-edge software and communication systems that have the potential to transform the networking and communication fields as well as current applications in drone defense, mobile phone IT security and secure enhanced Android phone systems. D13 is engaged with multiple counter UAS projects to provide strategic solutions for civil, military and commercial security requirements. D13 has a substantial intellectual property portfolio covering wireless protocol manipulation and communication networking software with applications in drone defense, local area and wide area cellular communications and networking, enhanced data bandwidth for all digital communications, cyber security for mobile devices and sophisticated RF technology applications (radiometrics). For more information about D13, please visit www.department13.com or follow us on Twitter (@D13ASX), LinkedIn and YouTube.

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme Department 13 International Limited

ACN/ARSN 155 396 893

1. Details of substantial holder (1)

Name Department 13 International Limited

ACN/ARSN (if applicable) 155 396 893

There was a change in the interests of the substantial holder on 03/08/2018

The previous notice was given to the company on 06/06/2018

The previous notice was dated 06/06/2018

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	211,250,000	39.93%	200,000,000	37.64%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	See Annexure A				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	See Annexure A				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Annexure A	

Signature

print name **Tharun Kuppanda** capacity **Company Secretary**

sign here  date **03/08/2018**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

“A”

This annexure A of 3 pages referred to in Form 604 – Notice of change of interests of substantial holder

Signature: 

Signed by: Tharun Kuppanda

Date: 03/08/ 2018

Position: Company Secretary

DEPARTMENT 13 INTERNATIONAL LIMITED

[ACN 155 396 893]

ITEM NUMBERS USED IN THIS ANNEXURE A CORRESPOND WITH ITEM NUMBERS USED IN THE FORM 604 – NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER TO WHICH THIS ANNEXURE A FORMS AN ANNEXURE.

3. CHANGES IN RELEVANT INTERESTS

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
03/08/2018	DEPARTMENT 13 INTERNATIONAL LIMITED	CEASED (END OF VOLUNTARY ESCROW OF SECURITIES	Not applicable	4,000,000 ORDINARY SHARES	0.753%
03/08/2018	DEPARTMENT 13 INTERNATIONAL LIMITED	CEASED (END OF VOLUNTARY ESCROW OF SECURITIES	Not applicable	3,000,000 ORDINARY SHARES	0.565%
03/08/2018	DEPARTMENT 13 INTERNATIONAL LIMITED	CEASED (END OF VOLUNTARY ESCROW OF SECURITIES	Not applicable	3,000,000 ORDINARY SHARES	0.565%
03/08/2018	DEPARTMENT 13 INTERNATIONAL LIMITED	CEASED (END OF VOLUNTARY ESCROW OF SECURITIES	Not applicable	1,250,000 ORDINARY SHARES	0.235%

4. PRESENT RELEVANT INTERESTS

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
DEPARTMENT 13 INTERNATIONAL LIMITED	JONATHAN ANDREW HUNTER	JONATHAN ANDREW HUNTER	DEEMED TO ARISE AS A RESULT OF VOLUNTARY ESCROW OF SECURITIES UNTIL 17 DECEMBER 2018	40,000,000 ORDINARY SHARES	7.528%
DEPARTMENT 13 INTERNATIONAL LIMITED	ROBI SEN	ROBI SEN	DEEMED TO ARISE AS A RESULT OF VOLUNTARY ESCROW OF SECURITIES UNTIL 17 DECEMBER 2018	40,000,000 ORDINARY SHARES	7.528%
DEPARTMENT 13 INTERNATIONAL LIMITED	BEN SMITH	BEN SMITH	DEEMED TO ARISE AS A RESULT OF VOLUNTARY ESCROW OF SECURITIES UNTIL 17 DECEMBER 2018	20,000,000 ORDINARY SHARES	3.764%
DEPARTMENT 13 INTERNATIONAL LIMITED	STEVEN J SHATTIL	STEVEN J SHATTIL	DEEMED TO ARISE AS A RESULT OF VOLUNTARY ESCROW OF SECURITIES UNTIL 17 DECEMBER 2018	20,000,000 ORDINARY SHARES	3.764%
DEPARTMENT 13 INTERNATIONAL LIMITED	BRYAN HALFPAP	BRYAN HALFPAP	DEEMED TO ARISE AS A RESULT OF VOLUNTARY ESCROW OF SECURITIES UNTIL 17 DECEMBER 2018	20,000,000 ORDINARY SHARES	3.764%
DEPARTMENT 13 INTERNATIONAL LIMITED	PAUL MCCARTHY	PAUL MCCARTHY	DEEMED TO ARISE AS A RESULT OF VOLUNTARY ESCROW OF SECURITIES UNTIL 17 DECEMBER 2018	30,000,000 ORDINARY SHARES	5.646%
DEPARTMENT 13 INTERNATIONAL LIMITED	ROGER CHARLES DAVIES	ROGER CHARLES DAVIES	DEEMED TO ARISE AS A RESULT OF VOLUNTARY ESCROW OF SECURITIES UNTIL 17 DECEMBER 2018	30,000,000 ORDINARY SHARES	5.646%

6. ADDRESSES

NAME	ADDRESS
DEPARTMENT 13 INTERNATIONAL LIMITED	C/- BOARDROOM PTY LTD, LEVEL 12, GROSVENOR PLACE, 225 GEORGE STREET, SYDNEY NSW 2000
GAVIN REZOS	PO BOX 512, COTTESLOE WA 6911
KATHLEEN KIERNAN	C/O KIERNAN GROUP HOLDINGS INC, 908 KING STREET, SUITE 200, ALEXANDRIA VA 22314 USA
AL TELLER	10599 WILSHIRE BOULEVARD, SUITE 601, LOS ANGELES CA 90024 USA
PHIL GEORGE	171A SAINT BRIGIDS TERRACE, SCARBOROUGH WA 6019
JONATHAN ANDREW HUNTER	UNIT 1, 11233 CHASE STREET, FULTON MARYLAND 20759 USA
ROBI SEN	408 ADAIR DRIVE, RICHLAND WASHINGTON 99352 USA
BEN SMITH	7792 GABRIEL GARTH CT, SEVERN MD UNITED STATES 21144 USA
STEVEN J SHATTIL	PO BOX 17355, BOULDER CO 80303 USA
BRYAN HALFPAP	APT 301, 8140 RANDOLPH WAY, ELLICOTT CITY MD 21043 USA
PAUL MCCARTHY	619, 15TH AVENUE, SAN FRANCISCO CA 94118 USA
ROGER CHARLES DAVIES	SHERBROOKE HOUSE, SHERBORNE, GLOUCESTERHIRE GL54 3DS, UNITED KINGDOM