



Sky and Space Global Ltd  
ABN 73 117 770 475

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20 May 2019

**ASX Code: SAS**

## Issue of Priority Offer Securities and Tranche 1 Placement Options

Sky and Space Global Ltd (ASX: **SAS**, “**Sky and Space Global**” or the “**Company**”) confirms the issue of 58,571,566 Shares and 58,571,566 (free-attaching) Options, exercisable at \$0.05 each expiring 21 May 2022, to the participants of the Priority Offer totalling gross proceeds of \$1,757,151 at the price of \$0.03 per share. Shareholder approval was obtained on 8 April 2019 for the issue of the Shares and Options to the Priority Offer participants.

The Company also confirms the issue of 260,503,568 Options exercisable at \$0.05 each expiring 21 May 2022 to Tranche 1 Placement participants, as approved by shareholders at the General Meeting held 8 April 2019. In addition, the Company is applying for quotation of the 9,999,999 Director options issued and announced on 8 May 2019 now the Priority Offer and Tranche 1 Placement Options are being issued. The Company confirms the participants under the Tranche 2 Placement withdrew their applications.

The Shares and Options are being issued under the Prospectus lodged with ASIC on 21 February 2019 (as amended by the Supplementary Prospectus dated 16 April 2019).

The Company is applying for quotation of the Options under the ASX Code SASOC. An Appendix 3B is attached to this announcement for the issue and quotation of the securities.

--ENDS--

### For more information contact:

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Market Eye  
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**Sky and Space Global Ltd**  
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### About Sky and Space Global Ltd

Sky and Space Global Ltd is an ASX listed (SAS) satellite company with European and Israeli centres of Aerospace, Satellite and Software Industry Experts.

The Company’s core business is to operate a communications infrastructure based on nanosatellite technology and develop highly sophisticated software systems that will deploy, maintain orbit control and handle the communication network in space to provide a global coverage. The Company successfully launched its first three nanosatellites, the ‘3 Diamonds’, into space in June 2017 and is preparing for the launch of a constellation of 200 more nanosatellites by 2020.

The Company’s vision is to provide affordable communication coverage and services to anyone, anywhere, anytime with relatively low maintenance costs. This will enable Sky and Space Global to deliver cost-effective communications infrastructure and services to those who need it most and to disrupt the telecommunications and international transport industries. Sky and Space Global Ltd owns 100% of Sky and Space Global (UK) Limited.

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# 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

**SKY AND SPACE GLOBAL LTD**

ABN

**73 117 770 475**

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  | <ol style="list-style-type: none"> <li>1. Fully paid ordinary shares</li> <li>2. Listed Options (ASX Code: SASOC)</li> <li>3. Listed Options (ASX Code: SASOC)</li> </ol>   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | <ol style="list-style-type: none"> <li>1. 58,571,566</li> <li>2. 319,075,134</li> <li>3. 9,999,999 (note: already included in Appendix 3B released 8 May 2019, the Company is now applying for quotation of these options as the listed options to Placement and Priority Offer participants under the Prospectus dated 21 February 2019, as amended by the Supplementary Prospectus dated 16 April 2019 are now being issued)</li> </ol> |
| 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) | <ol style="list-style-type: none"> <li>1. Fully paid ordinary shares</li> <li>2. Listed Options exercisable at \$0.05 each expiring 21 May 2022</li> <li>3. Listed Options exercisable at \$0.05 each expiring 21 May 2022</li> </ol>   |

+ 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"> <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>	<ol style="list-style-type: none"> <li>1. Yes – fully paid ordinary shares</li> <li>2. No – new class of listed options, upon conversion of the options to shares, the shares will rank equally with existing shares.</li> <li>3. No – new class of listed options, upon conversion of the options to shares, the shares will rank equally with existing shares.</li> </ol>
5	Issue price or consideration	<ol style="list-style-type: none"> <li>1. \$0.03 per share</li> <li>2. Free attaching options</li> <li>3. Free attaching options</li> </ol>
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>As per Section 5 in the Supplementary Prospectus dated 16/04/2019 the funds will be allocated towards GomSpace payment, other supplier payments (including GomSpace), general working capital and expenses of the placement.</p>
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>	<p>Yes</p>
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2018
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	<p>Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<ol style="list-style-type: none"> <li>1. 58,571,566 Ordinary Fully Paid Shares (LR 7.1)</li> <li>2. 319,075,134 Listed Options (LR 7.1)</li> <li>3. 9,999,999 Listed Options (LR 10.11)</li> </ol> <p>All approved by shareholders at the General Meeting held 8 April 2019.</p>
6f	Number of +securities issued under an exception in rule 7.2	Nil

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	Refer annexure 1						
7	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	21 May 2019						
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="786 1189 970 1227">Number</th> <th data-bbox="975 1189 1386 1227">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="786 1234 970 1317">2,175,014,261</td> <td data-bbox="975 1234 1386 1317">Fully paid ordinary shares</td> </tr> <tr> <td data-bbox="786 1323 970 1406">329,075,133</td> <td data-bbox="975 1323 1386 1684">Listed Options exercisable at \$0.05 each expiring 21/05/2022 (note: 9,999,999 already included in Appendix 3B released 8 May 2019, the Company is now applying for quotation of these options as the listed options to Placement and Priority Offer participants under the Prospectus dated 21 February 2019, as amended by the Supplementary Prospectus dated 16 April 2019 are now being issued)</td> </tr> </tbody> </table>	Number	+Class	2,175,014,261	Fully paid ordinary shares	329,075,133	Listed Options exercisable at \$0.05 each expiring 21/05/2022 (note: 9,999,999 already included in Appendix 3B released 8 May 2019, the Company is now applying for quotation of these options as the listed options to Placement and Priority Offer participants under the Prospectus dated 21 February 2019, as amended by the Supplementary Prospectus dated 16 April 2019 are now being issued)
Number	+Class							
2,175,014,261	Fully paid ordinary shares							
329,075,133	Listed Options exercisable at \$0.05 each expiring 21/05/2022 (note: 9,999,999 already included in Appendix 3B released 8 May 2019, the Company is now applying for quotation of these options as the listed options to Placement and Priority Offer participants under the Prospectus dated 21 February 2019, as amended by the Supplementary Prospectus dated 16 April 2019 are now being issued)							

+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	Nil	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A.	

## Part 2 - Pro rata issue

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

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+ See chapter 19 for defined terms.

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

#### 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

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+ See chapter 19 for defined terms.

## Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A					
39	+Class of +securities for which quotation is sought	N/A					
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>	N/A					
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>	N/A					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1"> <thead> <tr> <th data-bbox="805 1400 1101 1444">Number</th> <th data-bbox="1101 1400 1402 1444">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="805 1444 1101 1641">N/A</td> <td data-bbox="1101 1444 1402 1641"></td> </tr> </tbody> </table>	Number	+Class	N/A		
Number	+Class						
N/A							

+ 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: [lodged electronically without signature] \_\_\_\_\_ Date: 20 May 2019  
(Company secretary)

Print name: Rachel Kerr \_\_\_\_\_

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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

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<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	1,840,439,128 Ordinary Shares
<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>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</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>	20 July 2018 – 5,500,000 Ordinary Shares  22 February 2019 - 260,503,568 Ordinary Shares  8 May 2019 – 9,999,999 Ordinary Shares  21 May 2019 - 58,571,566 Ordinary Shares
<b>Subtract</b> the number of fully paid *ordinary securities cancelled during that 12 month period	0
<b>“A”</b>	2,175,014,261

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	326,252,139
<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>Note:</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>	0
“C”	0
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	326,252,139
<b>Subtract</b> “C” <i>Note: number must be same as shown in Step 3</i>	0
<b>Total</b> [“A” x 0.15] – “C”	<b>326,252,139</b> <i>Note: this is the remaining placement capacity under rule 7.1</i>

+ 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>	2,175,014,261
<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>	217,501,426
<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 +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"> <li>• <i>This applies to equity securities – 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>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></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	0
<b>“E”</b>	<b>0</b>
<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>	217,501,426
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	0
<b>Total [“A” x 0.10] – “E”</b>	<b>217,501,426</b> <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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## Listed Option Top 20 and Distribution Schedule

Rank	Name	Options	%
1	MORGAN STANLEY AUSTRALIA SECURITIES (NOMINEE) PTY LIMITED <NO 1 ACCOUNT>	34,611,359	10.52
2	BRISPOT NOMINEES PTY LTD <HOUSE HEAD NOMINEE A/C>	28,335,165	8.61
3	UBS NOMINEES PTY LTD	17,813,313	5.41
4	CAPRICORN INVESTMENT PARTNERS (NOMINEES) PTY LTD <MERCHANT LEADERS FUND>	17,305,679	5.26
5	CS FOURTH NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 11 A/C>	9,229,696	2.80
6	AVIEMORE CAPITAL PTY LTD	6,920,000	2.10
7	DR JOHN BARRY MYERS	5,066,666	1.54
8	MR BIN LIU	4,466,989	1.36
9	MAINVIEW HOLDINGS PTY LTD	4,153,363	1.26
10	SNOWBALL 3 PTY LTD <ANTONIO TORRESAN SUPER A/C>	4,153,363	1.26
11	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	3,583,598	1.09
12	PEARSE STREET PTY LTD	3,461,136	1.05
13	MR MICHAEL OWEN SHERRY	3,461,136	1.05
14	MULTIMODIS M M LTD (IL)	3,333,334	1.01
15	MEIR MOALEM	3,333,333	1.01
16	BEIRNE TRADING PTY LTD	3,288,079	1.00
17	UPSKY EQUITY PTY LTD <UPSKY INVESTMENT A/C>	3,221,165	0.98
18	CHIFLEY INVESTOR GROUP PTY LTD	3,115,022	0.95
19	NUTSVILLE PTY LTD	2,768,909	0.84
20	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	2,466,660	0.75
	<b>TOTAL</b>	<b>164,087,965</b>	<b>49.86</b>

Range	Total Holders	Options	%
1 - 1,000	0	0	0
1,001 - 5,000	0	0	0
5,001 - 10,000	0	0	0
10,001 - 100,000	120	8,317,197	2.53
100,001 - max	336	320,757,936	97.47
<b>TOTAL</b>	<b>456</b>	<b>329,075,133</b>	<b>100</b>