

## DISCLOSURE UNDER ASX LISTING RULES 7.1A.4(B) AND 3.10.5A

Collaborate Corporation Limited (ASX:CL8) (**Collaborate** or the **Company**) is pleased to confirm the issue of 100,000,000 fully paid ordinary shares (**Shares**) via placement to a strategic investor at an issue price of \$0.01 per share (**Placement Shares**) raising \$1 million before costs (**Placement**).

In accordance with ASX Listing Rules 7.1A.4(b) and 3.10.5A, the Company makes the following disclosures in respect of the Placement Shares:

(a) The dilutive effect of the Placement Shares on existing shareholders is as follows:

	Shares	Dilution
Shares on issue prior to the issue of Placement Shares	722,543,303	
Placement Shares issued under Listing Rule 7.1A	69,650,759	9.63%
Placement Shares issued under Listing Rule 7.1	30,349,241	4.20%
<b>Shares on issue following the issue of Placement Shares</b>	<b>822,543,303</b>	

Details of the approximate percentage of issued capital following the issue of Placement Shares held by existing shareholders and new shareholders are as follows. This information relates specifically to the 69,650,759 Placement Shares issued under Listing Rule 7.1A.

	%
Existing shareholders who did not subscribe for Placement Shares under Listing Rule 7.1A	87.87%
Existing shareholders who subscribed for Placement Shares under Listing Rule 7.1A	8.45%
New shareholders who subscribed for Placement Shares under Listing Rule 7.1A	3.68%
	100.00%

(b) The Company issued the Placement Shares to a strategic investor as this was considered to be the most expedient mechanism for raising funds in a timely manner and to ensure the working capital requirements of the group could be met.

The Company notes that it proposes to undertake a partially underwritten non-renounceable pro rata entitlement issue, offering eligible existing shareholders the opportunity to subscribe for shares in the Company at the same valuation as the investor in the Placement. The Company proposes to offer approximately 200 million new Shares at an issue price of \$0.01 per new Share under the entitlement issue to raise approximately \$2 million on the basis of 1 new Collaborate share for every 4 existing Collaborate shares held (**Entitlement Issue**). The Entitlement Issue will be

partially underwritten by Hishenk Pty Ltd (**Hishenk**), the Company's largest shareholder and a related party of Collaborate, up to \$1 million.

It is currently intended that the Company will lodge a prospectus for the Entitlement Issue with the ASIC and ASX on Monday, 8 July 2019.

- (c) No underwriting arrangements were in place in respect of the Placement.
- (d) Andover Partners, as corporate adviser, will be paid a fee of 7% of the gross funds raised under the Placement. Andover Partners has also been issued 2,000,000 Shares in consideration for securing the new investor under the Placement and for ongoing assistance.

An Appendix 3B applying for quotation of the Shares follows this announcement.

**Authorised by:**

**Chris Noone**  
**CEO and Director**  
**Collaborate Corporation Limited**

**About Collaborate Corporation Limited**

Collaborate Corporation Limited is listed on the Australian Securities Exchange (ASX:CL8). It is Australia's leading listed company focused on 'collaborative consumption', 'peer-to-peer' or 'sharing economy' business model with a strong focus on mobility solutions. Collaborate's core business is [www.DriveMyCar.com.au](http://www.DriveMyCar.com.au) Australia's leading peer-to-peer car rental business, complemented by [www.Carly.co](http://www.Carly.co), Australia's first flexible car subscription offering. Other businesses include [www.MyCaravan.com.au](http://www.MyCaravan.com.au) a leading peer-to-peer caravan rental business; and [www.Mobilise.com](http://www.Mobilise.com) a rental marketplace for under-utilised assets. Through our proprietary trust and reputation platform, [www.peerpass.com.au](http://www.peerpass.com.au) we create 'trust' between individuals and make it possible for people and companies to safely transact with each other in the sharing economy.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# 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

COLLABORATE CORPORATION LIMITED

ABN

60 066 153 982

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  | Shares.   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | (a) 30,349,241 Shares;<br>(b) 69,650,759 Shares;<br>(c) 2,000,000 Shares. |
| 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 ( <b>Shares</b> ).                             |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 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.</p>
<p>5 Issue price or consideration</p>	<p>(a) \$0.01 per Share  (b) \$0.01 per Share  (c) Nil.</p>
<p>6 Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) The funds from the placement will be principally used to fund working capital for the expansion and development of Carly.co vehicle subscription business and costs associated with the placement including fees to broking firms and lead manager. The funds will also be used to supplement the Company's general working capital.  (b) Per (a) above.  (c) Shares issued pursuant to corporate advisory mandate.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes.</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>19 November 2018.</p>

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6c	Number of +securities issued without security holder approval under rule 7.1	32,349,241 Shares.	
6d	Number of +securities issued with security holder approval under rule 7.1A	69,650,759 Shares.	
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	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.	Yes. Issue date: 28 June 2019 15-day VWAP: \$0.0097 75% of 15-day VWAP: \$0.0073 Source: Orient Capital	
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: 46,091,183.  Rule 7.1A: Nil.	
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 June 2019.	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		822,543,303	Fully paid ordinary shares

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	883,333	Executive A options exercisable at \$0.0198 each on or before 28 November 2019
	883,333	Executive A options exercisable at \$0.0198 each on or before 28 November 2020
	883,333	Executive B options exercisable at \$0.0298 each on or before 28 November 2019
	883,333	Executive B options exercisable at \$0.0298 each on or before 28 November 2020
	4,500,000	Facility options exercisable at \$0.0298 each on or before 31 May 2019
	1,634,797	Employee options exercisable at \$0.0223 each on or before 1 September 2019
	316,622	Employee options exercisable at \$0.0248 each on or before 1 March 2020
	8,333,333	New A options exercisable at \$0.031 each on or before 24 April 2020
	3,333,333	New B options exercisable at \$0.050 each on or before 24 April 2020

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+ See chapter 19 for defined terms.

**Appendix 3B**  
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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	1,000,000	Management options exercisable at \$0.0358 at the earlier of 1 May 2020 and cessation of employment
	2,408,294~	Employee options exercisable at \$0.0386 each on or before 1 September 2020
	7,000,000	Officer A options exercisable at \$0.0494 on or before 23 November 2020
	10,500,000	Officer B options exercisable at \$0.0792 on or before 23 November 2020
	2,264,656^	Employee options exercisable at \$0.0211 each on or before 3 September 2021
	318,272	Employee options exercisable at \$0.0188 each on or before 1 October 2021
	260,031	Employee options exercisable at \$0.0163 each on or before 1 February 2022
	1,000,000	Employee options exercisable at \$0.0125 each on or before 7 May 2022
	1,000,000	Employee options exercisable at \$0.0150 each on or before 7 May 2022

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

	Number	+Class
	140,074	Employee options exercisable at \$0.0100 each on or before 1 June 2022
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable.	

Notes:

\*159,272 Employee options exercisable at \$0.0398 on or before 1 May 2020 all lapsed due to cessation of employment.

~656,643 Employee options exercisable at \$0.0386 on or before 1 September 2020 lapsed due to cessation of employment.

^454,558 Employee options exercisable at \$0.0211 on or before 3 September 2021 lapsed due to cessation of employment.

## 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\*

(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

Questions 35 to 36 – Not Applicable.

### Entities that have ticked box 34(b)

Questions 38 to 42 – Not Applicable.

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+ 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: ..... Date: 2 July 2019  
Company Secretary

Print name: Karen Logan

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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	619,117,857
<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>	77,389,732 <ul style="list-style-type: none"> <li>68,634,699 Shares issued on 29 October 2018, exception 1.</li> <li>800,000 Shares issued on 21 November 2018, exception 3.</li> <li>7,955,033 Shares issued on 22 January 2019, exception 3.</li> </ul> Nil.  Nil.
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Not applicable.

+ See chapter 19 for defined terms.

<b>"A"</b>	696,507,589
<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>	104,476,138
<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 <sup>+</sup>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>58,384,955</p> <ul style="list-style-type: none"> <li>22,500,000 fully paid ordinary shares issued on 10 January 2019.</li> <li>3,535,714 fully paid ordinary shares issued on 31 January 2019.</li> <li>32,349,241 fully paid ordinary shares issued on 28 June 2019.</li> </ul>
<b>"C"</b>	58,384,955
<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>	104,476,138
<p><b>Subtract "C"</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	58,384,955
<b>Total ["A" x 0.15] – "C"</b>	<p>46,091,183</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>	696,507,589
<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>	69,650,759
<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  <b>Notes:</b> <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>	69,650,759 fully paid ordinary shares issued on 28 June 2019.
<b>“E”</b>	69,650,759

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<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>	69,650,759
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	69,650,759
<b>Total</b> [“A” x 0.10] – “E”	Nil.  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.