

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

**Nvoi Limited**

ABN

**29 107 371 497**

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 (NVO)</li><li>2. Unlisted options</li><li>3. Unlisted options</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. 184,630,865</li><li>2. 100,000,000</li><li>3. 45,000,000</li></ol>

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+ See chapter 19 for defined terms.

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<p>3 Principal terms of the <sup>+</sup>securities (e.g. if options, exercise price and expiry date; if partly paid <sup>+</sup>securities, the amount outstanding and due dates for payment; if <sup>+</sup>convertible securities, the conversion price and dates for conversion)</p>	<ol style="list-style-type: none"> <li>1. Fully paid ordinary shares at an issue price of 1 cent per share</li> <li>2. Unlisted and unvested options (<b>Performance Options</b>), each with an exercise price of 1 cent per option, vesting in three tranches upon attainment of performance milestones as set out in the AGM Notice of Meeting dated 30 October 2019 <ul style="list-style-type: none"> <li>• 33,333,333 on 31 December 2020</li> <li>• 33,333,333 on 31 December 2021</li> <li>• 33,333,334 on 31 December 2022</li> </ul> Each tranche of options shall expire 12 months from date of vesting. </li> <li>3. Unlisted options (<b>Remuneration Options</b>), each with an exercise price of 2.06 cents per option, which expire on 30 November 2024</li> </ol>
<p>4 Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional <sup>+</sup>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</li> <li>2. No – upon conversion of the Performance Options into ordinary shares in the Company the ordinary shares will rank equally with existing ordinary shares on issue.</li> <li>3. No – upon conversion of the Remuneration Options into ordinary shares in the Company the ordinary shares will rank equally with existing ordinary shares on issue.</li> </ol>
<p>5 Issue price or consideration</p>	<ol style="list-style-type: none"> <li>1. 184,630,865 shares at 1 cent per share</li> <li>2. Nil consideration</li> <li>3. Nil consideration</li> </ol>

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

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>1. As announced by the Company on 18 October 2019, completion of tranche 2 of the placement (excluding director participation), following receipt of shareholder approval at the 2019 AGM. Shares in relation to the director participation will be completed separately in due course.</p> <p>The funds raised will be used for further technical development of the Nvoi platform, the buildout of Nvoi's own internal development and sales teams, promotional, advertising and marketing activities and for general working capital.</p> <p>2. As announced by the Company on 18 October 2019, as part of the Company's strategic partnership with CareerOne, following receipt of shareholder approval at the 2019 AGM, the Company has issued Performance Options to CareerOne (which are subject to vesting conditions linked to milestones for revenue generated for the Company by CareerOne).</p> <p>3. Following receipt of shareholder approval at the 2019 AGM, issue of Remuneration Options to the directors as part of reach of their remuneration.</p>
6a	Is the entity an <sup>+</sup> eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h <i>in relation to the <sup>+</sup>securities the subject of this Appendix 3B</i> , and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	29 November 2019
6c	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	N/A

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

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6d	Number of +securities issued with security holder approval under rule 7.1A	N/A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	1. 184,630,865 2. 100,000,000 3. 45,000,000  Approved by shareholders at 2019 AGM held on 29 November 2019	
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.	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	See Annexure 1	
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.	29 November 2019	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number 1,295,595,679 <u>+184,630,865</u> <b>1,480,226,544</b>	+Class Fully Paid Ordinary Shares (NVO)

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+ 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)	2,000,000	Unlisted Employee Options – exercisable at \$0.10 on or before 23 November 2021 with vesting subject to share prices of \$0.30 (20%), \$0.50 (40%), \$0.70 (40%).
	1,500,000	Unlisted Employee Options – exercisable at \$0.03 on or before 29 September 2022 with vesting subject to continuous employment over 12 months (50%), 24 months (25%), and 36 months (25%).
	103,737,653	Unlisted Options – exercisable at \$0.0034 on or before 30 November 2024
	10,000,000	Unlisted Options – exercisable at \$0.003 on or before 30 November 2022
	100,000,000	Unlisted Performance Options – exercisable at \$0.01 <ul style="list-style-type: none"> <li>• 33,333,333 vesting on 31 December 2020</li> <li>• 33,333,333 vesting on 31 December 2021</li> <li>• 33,333,334 vesting on 31 December 2022</li> </ul> Each tranche of options shall expire 12 months from date of vesting.
	45,000,000	Unlisted Remuneration Options, exercisable at \$0.0206 on or before 30 November 2024
10      Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable	

+ See chapter 19 for defined terms.

## **Part 2 - Pro rata issue**

11	Is security holder approval required?	-
12	Is the issue renounceable or non-renounceable?	-
13	Ratio in which the <sup>+</sup> securities will be offered	-
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	-
15	<sup>+</sup> Record date to determine entitlements	-
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	-
17	Policy for deciding entitlements in relation to fractions	-
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>	-
19	Closing date for receipt of acceptances or renunciations	-
20	Names of any underwriters	-
21	Amount of any underwriting fee or commission	-
22	Names of any brokers to the issue	-
23	Fee or commission payable to the broker to the issue	-
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	-
25	If the issue is contingent on security holders' approval, the date of the meeting	-
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	-

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+ See chapter 19 for defined terms.

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	-
28	Date rights trading will begin (if applicable)	-
29	Date rights trading will end (if applicable)	-
30	How do security holders sell their entitlements <i>in full</i> through a broker?	-
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	-
32	How do security holders dispose of their entitlements (except by sale through a broker)?	-
33	<sup>+</sup> Issue date	-

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

## **Part 3 - Quotation of securities**

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

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

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.



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

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>	<div style="border: 1px solid black; height: 200px; width: 100%;"></div>				
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	<div style="border: 1px solid black; height: 100px; width: 100%;"></div>				
42	<p>Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: left; padding: 5px;">Number</th> <th style="width: 50%; text-align: left; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 100px; vertical-align: top; padding: 5px;">-</td> <td style="height: 100px; vertical-align: top; padding: 5px;">-</td> </tr> </tbody> </table>	Number	+Class	-	-
Number	+Class					
-	-					

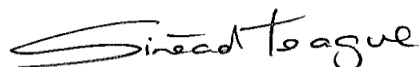
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+ See chapter 19 for defined terms.

**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: .....

Print name: SINEAD TEAGUE

Date: 2 December 2019

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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	414,950,619
<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> <b>Note:</b> <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>	<ul style="list-style-type: none"> <li>- 517,788,272 Ordinary shares issued under an exception in LR 7.2 (15/04/2019)</li> <li>- 103,737,653 Ordinary Shares issued under LR 7.1/7.1A and ratified by shareholders under LR 7.4 at EGM held on 18 June 2019</li> <li>- 184,630,865 Ordinary Shares issued with shareholder approval at AGM held on 29 November 2019</li> <li>- 259,119,135 Ordinary Shares issued under LR7.1/7.1A and ratified by shareholders under LR7.4 at AGM held on 29 November 2019</li> </ul>
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	1,480,226,544

+ See chapter 19 for defined terms.

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<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>	222,033,981
<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><b>Note:</b></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>	Nil
<b>“C”</b>	<b>0</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>	222,033,981
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	0
<b>Total [“A” x 0.15] – “C”</b>	<p>222,033,981</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>	1,480,226,544
<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>	148,022,654
<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>• 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>	Nil
<b>“E”</b>	0

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<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	148,022,654
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	0
<b>Total</b> [“A” x 0.10] – “E”	148,022,654 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.