



COKAL

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ASX Announcement

24 February 2015

SECTION 708A NOTICE: OPTION ISSUE

Cokal Limited (the **Company**) hereby provides notice to the ASX for the purpose of section 708A(5)(e) of the Corporations Act that it has issued 10,000,000 Unlisted Options exercisable at \$0.126 each on or before 24-Feb-19, without disclosure to investors under Part 6D.2 of the Corporations Act.

The Company states that as at the date of this notice:

- it has complied with the relevant provisions of Chapter 2M of the Corporations Act as they apply to the Company and Section 674 of the Corporations Act; and
- it is not aware of any excluded information within the meaning of Sections 708A(7) and 708A(8) of the Corporations Act.

ENDS

Further enquiries:

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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

Name of entity

Cokal Limited

ABN

55 082 541 437

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	Unlisted Options
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	10,000,000 Unlisted Options
3	Principal terms of the +securities (eg, 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)	10,000,000 Unlisted Options, exercisable at \$0.126 each on or before 24-Feb-19, vesting as follows: <ul style="list-style-type: none">▪ 4,500,000 @ 24-Feb-16▪ 5,500,000 @ 24-Feb-17

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	<p>Do the +securities rank equally in all respects from the date of allotment 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"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A
5	Issue price or consideration	Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Incentive options issued to employees and senior management
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>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	17 November 2014
6c	Number of +securities issued without security holder approval under rule 7.1	10,000,000 Unlisted Options
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
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

+ See chapter 19 for defined terms.

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	Remaining issue capacity: <ul style="list-style-type: none">▪ Rule 7.1= 35,723,189▪ Rule 7.1A = 47,148,793											
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	24 February 2015											
8	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>471,487,926</td><td>Ordinary Shares</td></tr></table>	Number	+Class	471,487,926	Ordinary Shares							
Number	+Class												
471,487,926	Ordinary Shares												
9	Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>10,000,000</td><td>Options (\$0.126 @ 24-Feb-19) Vesting as follows: - 4,500,000 @ 24 February 2016 - 5,500,000 @ 24 February 2017</td></tr><tr><td>25,000,000</td><td>Options (\$0.13 @ 6-Feb-19, unless a prescribed event occurs, in which case 6-Feb-23)</td></tr><tr><td>15,000,000</td><td>Options (\$0.20 @ 27-Aug-18, unless a prescribed event occurs, in which case 27-Aug-22)</td></tr><tr><td>900,000</td><td>Options (\$0.75 @ 12-Apr-15)</td></tr></table>	Number	+Class	10,000,000	Options (\$0.126 @ 24-Feb-19) Vesting as follows: - 4,500,000 @ 24 February 2016 - 5,500,000 @ 24 February 2017	25,000,000	Options (\$0.13 @ 6-Feb-19, unless a prescribed event occurs, in which case 6-Feb-23)	15,000,000	Options (\$0.20 @ 27-Aug-18, unless a prescribed event occurs, in which case 27-Aug-22)	900,000	Options (\$0.75 @ 12-Apr-15)	
Number	+Class												
10,000,000	Options (\$0.126 @ 24-Feb-19) Vesting as follows: - 4,500,000 @ 24 February 2016 - 5,500,000 @ 24 February 2017												
25,000,000	Options (\$0.13 @ 6-Feb-19, unless a prescribed event occurs, in which case 6-Feb-23)												
15,000,000	Options (\$0.20 @ 27-Aug-18, unless a prescribed event occurs, in which case 27-Aug-22)												
900,000	Options (\$0.75 @ 12-Apr-15)												

+ See chapter 19 for defined terms.

Number	+Class
50,000	Options (\$1.00 @ 29-Jun-15)
5,000,000	Options @ 5-Sep-15 ▪ 3,000,000 @ \$1.10 ▪ 2,000,000 @ \$1.50
350,000	Options (\$0.75 @ 12-Oct-16)
1,600,000	Options (\$0.20 @ 12-Apr-15)
4,000,000	Options (\$0.214 @ 11-Jul-17), vesting: ▪ 2,000,000 @ 11-Jul-14 ▪ 2,000,000 @ 11-Jul-15
6,800,000	Options (\$0.25 @ 11-Jul-17) Vesting on 11-Jul-15

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?

- 12 Is the issue renounceable or non-renounceable?

- 13 Ratio in which the +securities will be offered

- 14 +Class of +securities to which the offer relates

- 15 +Record date to determine entitlements

- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

+ See chapter 19 for defined terms.

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 issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
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 prospectus or Product Disclosure Statement will be sent to persons entitled	
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)	

+ See chapter 19 for defined terms.

30 How do +security holders sell their entitlements in full through a broker?

31 How do +security holders sell part 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 +Despatch date

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

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

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39 Class of +securities for which quotation is sought

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40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now
Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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42 Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)

Number	+Class

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 not available now, 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.

On behalf of the Board
DP Cornish
24 February 2015

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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	
<i>Step 1: Calculate "A", the base figure from which the placement capacity is calculated</i>	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	471,103,926
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period <i>Note:</i> <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	384,000
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
"A"	471,487,926

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<i>Step 2: Calculate 15% of "A"</i>	
"B"	0.15
<i>Multiply "A" by 0.15</i>	70,723,189
<i>Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used</i>	
<i>Insert</i> number of ⁺ equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <i>Note:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	35,000,000
"C"	35,000,000
<i>Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1</i>	
"A" x 0.15	70,723,189
<i>Subtract "C"</i>	35,000,000
<i>Total</i> ["A" x 0.15] – "C"	35,723,189

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
"A" <i>Note: number must be same as shown in Step 1 of Part 1</i>	471,487,926
Step 2: Calculate 10% of "A"	
"D"	0.10
Multiply "A" by 0.10	47,148,793
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
<i>Insert</i> 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"> <i>This applies to equity securities – not just ordinary securities</i> <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> <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> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	-
"E"	-
Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	47,148,793
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	-
Total ["A" x 0.10] – "E"	47,148,793

+ See chapter 19 for defined terms.