

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

Analytica Ltd

ABN

12 006 464 866

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 | (a) fully paid ordinary shares
(b) Short Dated Options; and
(c) Long Dated Options,
as defined in a Prospectus lodged with ASIC on 14 July 2015. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | A maximum of:
(a) 469,610,220 Shares;
(b) 156,536,740 Short Dated Options;
(c) 156,536,740 Long Dated Options;
as described in a Prospectus lodged with ASIC on 14 July 2015. |

+ See chapter 19 for defined terms.

<p>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)</p>	<p>Entitlement Shares The principal terms of the Entitlement Shares are set out in the Prospectus.</p> <p>Short Dated Options Short Dated Options are exercisable at \$0.011 cents per option expiring on 29 February 2016.</p> <p>Long Dated Options Long Dated Options are exercisable at \$0.014 cents per option expiring on 28 February 2018.</p>
<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"> • 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 	<p>Entitlement Shares The Entitlement Shares will be issued on a fully paid basis and will rank equally with existing shares on issue from the date of issue.</p> <p>Options Shares issued on the exercise of the Short Dated Options and the Long Dated Options and will rank equally with other fully paid ordinary shares.</p>
<p>5 Issue price or consideration</p>	<p>\$0.08 for each share and attaching 1 Long Dated Option and 1 Short Dated Option.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The capital raised will be used to fund marketing costs in connection with the launch of the PeriCoach™ System primarily in the US but also Europe and general working capital requirements.</p>

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	27 November 2014
6c	Number of +securities issued without security holder approval under rule 7.1	<ul style="list-style-type: none"> • 469,610,220 Entitlement Shares • 156,536,740 Short Dated Options; and • 156,536,740 Long Dated 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	<ul style="list-style-type: none"> • 469,610,220 Entitlement Shares • 156,536,740 Short Dated Options; and • 156,536,740 Long Dated Options.
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

+ See chapter 19 for defined terms.

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	199,842,617 – LR 7.1 139,884,633 – LR 7.1A	
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.	11 August 2015	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		Up to 1,408,830,659	Ordinary Shares
		Up to 156,536,740	Short Dated Options
		Up to 156,536,740	Long Dated Options
		*(subject to the effects of rounding and the number of acceptances under the Entitlement Offer issue)	
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	44,500,000	Unlisted options – exercise price 3.27 cents per option expiring 29 October 2018
		5,000,000	Unlisted options – exercise price 4.44 cents per option expiring 12 February 2019
		6,350,000	Unlisted options – exercise price 7.38 cents per option expiring 22 May 2019
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change to dividend policy	

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Entitlement are renounceable and will be tradeable on ASX on 16 July 2015
13	Ratio in which the +securities will be offered	1 New Share for every 2 shares held and for every 3 New Shares subscribed for: <ul style="list-style-type: none"> • 1 Short Dated Option • 1 Long Dated Option
14	+Class of +securities to which the offer relates	Ordinary shares, Long Dated Option and Short Dated Options
15	+Record date to determine entitlements	Monday 20 July 2015 (by 7pm Sydney time)
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of Entitlements, they will be rounded down to the next whole number of Shares.
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>	All countries except for Australia and New Zealand
19	Closing date for receipt of acceptances or renunciations	4 August 2015 (by 5pm Sydney time)
20	Names of any underwriters	Patersons Securities Limited

+ See chapter 19 for defined terms.

21	Amount of any underwriting fee or commission	<ol style="list-style-type: none"> 1. an issue management fee of 1% of the total gross amount raised under the Entitlement Offer; 2. an underwriting fee of 5% of the underwritten amount of \$2.8 million; and 3. a placement fee of 5% on the amount placed out of the non-underwritten shortfall. <p>If there are valid applications (disregarding any underwriting) for less than 78,125,000 New Shares, the Company will issue to the Underwriter or its nominees 1 Share for every 5 Shortfall Shares that the Underwriter takes up under the underwriting (disregarding the 37.5 million shares sub underwritten by the Chairman). The maximum number of shares that may be issued is 46,875,000 shares. The precise number of Underwriter Shares, if any, will not be known until the completion of the Offer.</p>
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	The Prospectus will be sent to Eligible Shareholders on or about 23 July 2015.
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	14 July 2015

28	Date rights trading will begin (if applicable)	16 July 2015
29	Date rights trading will end (if applicable)	27 July 2015
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Eligible shareholders who wish to sell their entitlements in full on the ASX must instruct their broker and provide details as requested from the Entitlement and Acceptance Form.
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<p>Eligible shareholders who wish to sell part of their entitlements on the ASX and accept the balance must:</p> <ul style="list-style-type: none"> • in respect of their entitlement to be sold on the ASX , instruct their stockbroker and provide details as requested as set out on the Entitlement and Acceptance Form. • in respect of their entitlement being taken up, complete and return the Entitlement and Acceptance Form with the requisite application monies or pay the requisite application monies via BPAY following the instructions set out on the Entitlement and Acceptance Form.
32	How do security holders dispose of their entitlements (except by sale through a broker)?	<p>Eligible shareholders who wish to transfer all or part of their entitlement other than on the ASX must send a completed Renunciation and Transfer Form together with the Entitlement and Acceptance Form and the transferee's application monies to the Company's share registry in relation to those entitlements that they wish to transfer.</p> <p>The transferee's address must be in Australia or New Zealand and the transferee must not be in the United States or acting for the account or benefit of a person in the United States.</p>

+ 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 ⁺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

Entities that have ticked box 34(b)

38 Number of ⁺securities for which ⁺quotation is sought

39 ⁺Class of ⁺securities for which quotation is sought

<p>40 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"> • 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 	
--	--

<p>41 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>	
---	--

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.

+ See chapter 19 for defined terms.

- 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: Original Signed..... Date: 14 July 2015.
(Company secretary)
Print name: Bryan Dulhunty

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	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	815,361,809
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 <p><i>Note:</i></p> <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 	583,484,518
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	1,398,846,327

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	209,826,949
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert 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"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <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> 	9,984,332
“C”	9,984,332
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	209,826,949
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	9,984,332
Total [“A” x 0.15] – “C”	<p>199,842,617</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

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>	1,398,846,327
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	139,884,633
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert 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"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items 	Nil
“E”	Nil

+ See chapter 19 for defined terms.

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>	139,884,633
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	139,884,633 <i>Note: this is the remaining placement capacity under rule 7.1A</i>