

PROSPECTUS LODGED

Enverro Ltd. (ASX:ERR) is pleased to announce that it has lodged a prospectus with The Australian Securities and Investment Commission today. A copy of the prospectus has been lodged with ASX as a separate announcement.

The Offer, as per the announcement on 25 August 2015, is for a minimum of 5 million ordinary shares to raise \$2million and a maximum of 7.5 million shares to raise \$3 million at an issue price of \$0.40 per share.

The issue is not underwritten and is subject to shareholder approval which is being sought at a meeting of the Company on 12 October 2015.

Funds raised from the issue will be used to fund the development and marketing of the Datetix Limited ("DateTix") business which the Company proposes to acquire as announced to ASX on 17 June 2015. DateTix is a mobile and location-based social platform to meet new people for in person and on-demand dates. The meeting of the Company on 12 October will also consider approving the acquisition of DateTix.

The indicative key dates for the Offer are as follows:

Prospectus date	9 October 2015
Offer opens	9:00am ,12 October 2015
Offer closes	5.00pm, 30 October 2015
Anticipated date of allotment	2 November 2015
Shareholding statements expected to be dispatched	2 November 2015
Completion of Acquisition	2 November 2015
Anticipated commencement of ASX trading	5 November 2015

All times are AEDT. The Company reserves the right to vary these dates and times without prior notice, including the right to close the Offer early, to withdraw the Offer, or to accept late Applications.

Applications may only be made on the Application Form attached to or accompanying the Prospectus. A copy of the prospectus may be downloaded from www.enverro.com. Electronic applications may be made using Bpay® in accordance with the directions on the Application Form.

An Appendix 3B in respect of the securities to be issued under the Offer and in respect of the acquisition of DateTix Limited is attached.

About Enverro Ltd (ASX:ERR) is the developer of a cloud-based workforce management platform designed specifically for the energy, construction and resources sectors. Founded by twenty year software and resources industry veterans, the Enverro platform fosters powerful collaboration between contractors, EPC/MS and asset owners alike while speeding up the process of moving workers from home to site. The end-to-end platform delivers Mobilisation, Travel & Accommodation and Crew & Roster management tools for a modernised approach to workforce management. Learn more at www.enverro.com

About DateTix Limited

DateTix, is a mobile and location-based online marketplace for meeting new people for on-demand dates at verified local merchants. DateTix enables its members to easily meet new people in minutes by hosting or applying to dates at specific times and nearby establishments, across a diverse range of intentions (e.g. casual dating, serious relationships, marriage, friendship, business networking, activity partners) and occasions (e.g. lunch, dinner, drinks, movies, concerts, dancing, cultural and sporting events, trips and vacations). DateTix has developed a proprietary matchmaking engine that algorithmically scores, ranks and matches people based on multiple dimensions of compatibility, including physical attributes, personality traits and date preferences, delivering highly personalised and relevant matches to each and every DateTix member. With an initial focus on major Asian cities, DateTix plans to build, grow and cultivate leading online local marketplaces for in person and on-demand dates in major cities around the world. For more information, please visit <http://www.datetix.com>.

For further information, please contact: Leigh Kelson

Chief Executive Officer

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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, 04/03/13

Name of entity

ENVERRO LTD (ASX:ERR)

ABN

82 009 027 178

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 | <ul style="list-style-type: none">(a) Fully paid ordinary shares (ASX:ERR)(b) Class A Performance Rights(c) Class B Performance Rights(d) Class C Performance Rights |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ul style="list-style-type: none">(a) (i) Capital raising 7,500,000
(ii) Acquisition transaction 12,500,000.
Total maximum 20,000,000(b) Acquisition transaction 4,000,000(c) Acquisition transaction 4,000,000(d) Acquisition transaction 4,000,000 |
| 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) | <ul style="list-style-type: none">(a) Fully paid ordinary shares (ASX:ERR)(b) New Class A Performance Rights, with conversion hurdles as per Exhibit A(c) New Class B Performance Rights with conversion hurdles as per Exhibit A(d) New Class C Performance Rights with conversion hurdles as per Exhibit A |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<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>(a) Yes</p> <p>(b), (c) and (d) No – New classes of securities to be created subject to shareholder approval.</p>
<p>5 Issue price or consideration</p>	<p>(a) (i) Up to 7,500,000 at \$0.40 (ii) 12,500,000 No cash, as part consideration for the acquisition of all the issued shares in Datetix Limited (nominal issue price of \$0.40 per share)</p> <p>(b), (c) and (d) No cash, as part consideration for the acquisition of all the issued shares in Datetix Limited</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) (i) To raise capital to fund the development and marketing of the Datetix Limited business which the Company proposes to acquire. (ii) As part consideration for the acquisition of all the issued shares in Datetix Limited</p> <p>(b), (c) and (d) As part consideration for the acquisition of all the issued shares in Datetix Limited</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>No</p>

+ See chapter 19 for defined terms.

6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
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)	N/A
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	N/A
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>	<p>Within three months of shareholder approval which is being sought at a General Meeting on 12 October 2015</p>

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		15,011,851	Fully paid ordinary

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		12,500,000	Consideration shares expected to be escrowed for 24 months from date of issue.
		12,000,000	Performance rights expected to be escrowed for 24 months from date of issue.
		1,492,695	Escrowed shares to be released 5 Dec. 2016. \$0.84 Options, expiring 18 July 2019. \$1.00 employee options expiring 13 Oct 2019. \$1.00 employee options expiring 10 Nov. 2019
		1,200,004	
		136,500	
		59,000	

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

⁺ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

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 and not subject to restriction

(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	<input type="checkbox"/> 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	<input type="checkbox"/> 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	<input type="checkbox"/> 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					
39	+Class of +securities for which quotation is sought					
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">• 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					
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>					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	+Class		
Number	+Class					

+ 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: 9 October 2015
(~~Director~~/Company secretary)

Print name: Garry Edwards

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+ See chapter 19 for defined terms.

EXHIBIT A TO APPENDIX 3B
ENVERRO PERFORMANCE RIGHTS TERMS

- (a) Each Performance Right:
- is a contractual right in the capital of the Company;
 - does not entitle the holder to a dividend;
 - does not entitle the holder to vote at any meeting of Shareholders;
 - gives the holder the same right to receive any document or information as all other Shareholders; and
 - is not transferrable.
- (b) The following number of Performance Rights shall automatically convert into Shares on a one for one basis upon achievement of the corresponding milestones;

Class of Performance Rights	Milestone	Performance Rights to be converted	Expiry Date
Class A Performance Right	<p>Attainment of the 20-Day volume weighted average price of the Company's Shares as traded on ASX at any time equaling or exceeding \$0.60 and achieving either:</p> <p>a) \$100,000 or more in DateTix gross revenue over any six month period; or</p> <p>b) 250,000 cumulative downloads of all applications developed and owned by DateTix (now and in the future), across all mobile platforms (including but not limited to iOS/Android).</p>	4,000,000	24 months from the date of settlement of the Agreement.
Class B Performance Right	<p>Attainment of the 20-Day volume weighted average price of the Company's Shares as traded on ASX at any time equaling or exceeding \$0.80 and achieving either:</p> <p>a) \$250,000 or more in DateTix gross revenue over any six month period; or</p> <p>b) 500,000 cumulative downloads of all applications developed</p>	4,000,000	36 months from the date of settlement of the Agreement.

	and owned by DateTix (now and in the future), across all mobile platforms (including but not limited to iOS/Android).		
Class C Performance Right	<p>Attainment of the 20-Day volume weighted average price of the Company's Shares as traded on ASX at any time equaling or exceeding \$1.00 and achieving either:</p> <p>a) \$500,000 or more in DateTix gross revenue over any six month period; or</p> <p>b) 1,000,000 cumulative downloads of all applications developed and owned by DateTix (now and in the future), across all mobile platforms (including but not limited to iOS/Android).</p>	4,000,000	48 months from the date of settlement of the Agreement.

- (c) All Performance Rights on issue shall automatically lapse (as at the date of any of the following events) upon the happening of any of the following events:
- (i) the occurrence of the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of more than 50.1% of Shares and that the takeover bid has become unconditional; or
 - (ii) the announcement by the Company that Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Company securities are to be either:
 - A. cancelled; or
 - B. transferred to a third party; and
 - C. the Court, by order, approves the proposed scheme or arrangement.
- (d) If the Performance Milestones are not met by the expiry dates, the Performance Rights held by each holder will automatically lapse and consequently terminate.