

# 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

Ardent Resources Ltd (to be renamed IoT Group Limited)

ABN

66 140 475 921

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"><li>(a) Fully paid ordinary shares</li><li>(b) Fully paid ordinary shares</li><li>(c) Fully paid ordinary shares</li><li>(d) Fully paid ordinary shares</li><li>(e) Fully paid ordinary shares</li><li>(f) Unlisted options</li></ul>  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ul style="list-style-type: none"><li>(a) <b>Share Placement</b> (to sophisticated and professional investors)<ul style="list-style-type: none"><li>• 156,250,000 fully paid ordinary shares</li></ul></li><li>(b) <b>Public Offer</b> (pursuant to the Replacement Prospectus dated 11 January 2016)<ul style="list-style-type: none"><li>• 15,298,638 fully paid ordinary shares</li></ul></li><li>(c) <b>IOT Vendor Placement</b> (to certain OK IOT Group Pty Ltd (IOT) vendors)<ul style="list-style-type: none"><li>• 21,071,429 fully paid ordinary shares</li></ul></li><li>(d) <b>Lead Manager Shares</b> (to PAC Partners Pty Ltd)<ul style="list-style-type: none"><li>• 937,500 fully paid ordinary shares</li></ul></li><li>(e) <b>Consideration Shares</b> (to IOT vendors)<ul style="list-style-type: none"><li>• 257,900,964 fully paid ordinary shares (restricted securities)</li></ul></li><li>(f) <b>Options</b> (to IOT option holders)<ul style="list-style-type: none"><li>• 7,526,293 unlisted options</li><li>• 52,684,049 unlisted options (restricted securities)</li></ul></li></ul> |

+ 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><b>Share Placement, Public Offer, IOT Vendor Placement, Lead Manager Shares and Consideration Shares:</b> fully paid ordinary shares</p> <p><b>Options:</b> Unlisted options exercisable at \$0.07 (7.0 cents) per option expiring on 30 June 2019</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"> <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>Fully paid ordinary shares: Yes</p> <p>Unlisted options: Yes, upon exercise</p>
<p>5 Issue price or consideration</p>	<p>(a) <b>Share Placement</b> \$0.032 (3.2 cents) per share</p> <p>(b) <b>Public Offer</b> \$0.032 (3.2 cents) per share</p> <p>(c) <b>IOT Vendor Placement</b> \$0.028 (2.8 cents) per share</p> <p>(d) <b>Lead Manager Shares</b> Issued in consideration for the provision of equity capital markets services including acting as Lead Manager for the capital raisings. Deemed issue price of \$0.032 (3.2 cents) per share.</p> <p>(e) <b>Consideration Shares</b> Issued as consideration for 100% of the shares on issue in IOT. Deemed issue price of \$0.028 (2.8 cents) per share.</p> <p>(f) <b>Options</b> Issued as consideration for cancellation of 100% of the options on issue in IOT.</p>

+ 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><b>Share Placement, Public Offer and IOT Vendor Placement (Capital Raisings)</b></p> <p>The funds raised under the Capital Raisings will be used as outlined on page 30 of the Replacement Prospectus dated 11 January 2016.</p> <p><b>Lead Manager Shares</b></p> <p>The Lead Manager Shares were issued to PAC Partners Pty Ltd in consideration for the provision of equity capital markets services including acting as Lead Manager for the capital raisings.</p> <p><b>Consideration Shares</b></p> <p>The Consideration Shares were issued to IOT's shareholders as consideration for 100% of the shares on issue in IOT.</p> <p><b>Options</b></p> <p>The Options were issued to IOT's option holders as consideration for cancellation of 100% of the options on issue in IOT.</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	29 May 2015
6c	Number of +securities issued without security holder approval under rule 7.1	IOT Vendor Placement: 21,071,429 Lead Manager Shares: 937,500
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)	<p>488,405,569</p> <p><i>Comprising:</i></p> <ul style="list-style-type: none"> <li>• Share Placement: 156,250,000 shares</li> <li>• Public Offer: 15,298,638 shares</li> <li>• Consideration Shares: 256,646,589 shares</li> <li>• Options: 60,210,342 unlisted options</li> </ul> <p>Shareholder approval was obtained at the General Meeting held on 15 January 2016.</p>

+ See chapter 19 for defined terms.

6f	Number of +securities issued under an exception in rule 7.2	Consideration Shares: 1,254,375  Shareholder approval under Listing Rule 10.11 was obtained at the General Meeting held on 15 January 2016 (Resolution 6).								
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	<table><tr><td><b>Rule 7.1:</b></td><td>63,534,900</td></tr><tr><td><b>Rule 7.1A:</b></td><td>57,029,219</td></tr><tr><td></td><td>-----</td></tr><tr><td><b>Total:</b></td><td><b>120,564,119</b></td></tr></table>	<b>Rule 7.1:</b>	63,534,900	<b>Rule 7.1A:</b>	57,029,219		-----	<b>Total:</b>	<b>120,564,119</b>
<b>Rule 7.1:</b>	63,534,900									
<b>Rule 7.1A:</b>	57,029,219									
	-----									
<b>Total:</b>	<b>120,564,119</b>									
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.	17 & 18 March 2016								
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>273,252,317</td><td>Fully paid ordinary shares</td></tr></table>	Number	+Class	273,252,317	Fully paid ordinary shares				
Number	+Class									
273,252,317	Fully paid ordinary shares									

+ 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)	<div>77,072,254</div> <div>181,766,210</div> <div>7,526,293</div> <div>22,578,878</div> <div>30,105,171</div>
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

## Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	

+ See chapter 19 for defined terms.

- |    |   |  |
|----|---|--|
| 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<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/><br/>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   |  |

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

26	Date entitlement and acceptance form and offer documents 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)	
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	+Issue 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

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+ See chapter 19 for defined terms.

## 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
- 40 Do the +securities rank equally in all respects from the +issue date 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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+ See chapter 19 for defined terms.



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 <sup>+</sup>security, clearly identify that other <sup>+</sup>security)</p>					
42	<p>Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the <sup>+</sup>securities in clause 38)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;"><sup>+</sup>Class</th> </tr> <tr> <td style="height: 100px;"></td> <td></td> </tr> </table>	Number	<sup>+</sup> Class		
Number	<sup>+</sup> Class					

### Quotation agreement

- 1      <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.
  
- 2      We warrant the following to ASX.
  - The issue of the <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.
  
  - There is no reason why those <sup>+</sup>securities should not be granted <sup>+</sup>quotation.
  
  - An offer of the <sup>+</sup>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 <sup>+</sup>securities to be quoted and that no-one has any right to return any <sup>+</sup>securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.
  
  - If we are a trust, we warrant that no person has the right to return the <sup>+</sup>securities to be quoted under section 1019B of the Corporations Act at the time that we request that the <sup>+</sup>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.

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

- 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: Chairman

Date: 18 March 2016

Print name: Scott Brown

# 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	95,265,375 (before consolidation of existing shares on a 2:1 basis)
<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>	10,000,000 (Issued on 5 June 2015) 23,500,000 (Issued on 3 August 2015) 32,499,063 (Issued on 2 November 2015) 489,659,944 (Issued on 17 & 18 March 2016)
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	80,632,188 (share consolidation on 2:1 basis)
<b>“A”</b>	<b>570,292,194</b>

+ See chapter 19 for defined terms.

<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>	85,543,829
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<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: <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> <b>Note:</b> <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>	21,071,429 (18 March 2016) 937,500 (18 March 2016)
<b>“C”</b>	22,008,929
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b>  <i>Note: number must be same as shown in Step 2</i>	85,543,829
<b>Subtract “C”</b>  <i>Note: number must be same as shown in Step 3</i>	22,008,929
<b>Total [“A” x 0.15] – “C”</b>	63,534,900  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

<sup>+</sup> 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>	570,292,194
<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>	57,029,219
<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  <i>Notes:</i> <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>	nil
<b>“E”</b>	nil

+ See chapter 19 for defined terms.

<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>	57,029,219
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	nil
<b>Total</b> [“A” x 0.10] – “E”	57,029,219  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.