

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

Search Party Group Ltd

ABN

41 139 977 772

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 to subscribe for ordinary shares
(Bonus Options) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | A maximum of 39,993,857 Bonus Options (Holders of shares at the record date of 1 December 2016 will be issued one Bonus Option for every 9.68 fully paid shares held) |
| 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) | Bonus Options are exercisable at \$0.10 on or before 28 February 2017. |

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 	<p>Bonus Options are not quoted. Shares issued upon exercise of the Bonus Options will be listed on the ASX and will rank equally with the existing class of quoted securities.</p>
5	Issue price or consideration	Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Fully underwritten pro rata issue of Bonus Options to eligible shareholders to provide funding to support continued platform development, marketing plans and to meet associated operational expenses.
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 in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	No
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	Nil.	
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	Nil	
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	7.1: 58,071,081 7.1A: N/A	
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.	13 December 2016	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	278,287,435	+Class Ordinary fully paid shares
		Number	+Class

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in section 2 if applicable)	103,281,548	Ordinary fully paid shares subject to escrow until 24 months after the date of reinstatement to quotation (SP1AH)
		5,373,462	Ordinary fully paid shares subject to escrow until 30 September 2016 (SP1AD)
		198,100	Ordinary fully paid shares subject to escrow until 22 October 2016 (SP1AE)
		30,000,000	Options @ \$0.15 expiring 2 August 2018 subject to escrow until 24 months after the date of reinstatement to quotation (SP1AJ)
		2,000,000	Options @ \$0.25 expiring 31 December 2016 subject to escrow until 24 months after the date of reinstatement to quotation (SP1AK)
		4,500,000	Options @ \$0.25 expiring 31 December 2016 subject to escrow until 12 months after the date of reinstatement to quotation (SP1AF)
		4,954,463	ESOP options – expiring 5 years after the Grant Date
		6,009,224	Performance Rights – expiring 5 years after the Grant Date, escrow until 24 months after the date of reinstatement to quotation (SP1AL)
		9,303,864	Performance Rights – expiring 5 years after the Grant Date (SP1AC)
		91,918	Private Treaty Options subject to escrow until 11 August 2017 (SP1AG)
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	1 for 9.68
14	+Class of +securities to which the offer relates	Ordinary shares
15	+Record date to determine entitlements	1 December 2016
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Proportionate entitlements rounded down
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	United States of America, United Kingdom, Hong Kong, Vanuatu, Philippines, France, Canada
19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	TFLB Pty Ltd ACN 119 290 765 (TFLB) or a nominee of TFLB, an entity associated with Trevor Loewensohn (Chairman)
21	Amount of any underwriting fee or commission	4% of the underwritten amount (being the total Bonus Options less those Bonus Options issued to the underwriter or its associates in its capacity as shareholder in the company) to be satisfied in cash or fully paid ordinary shares in the company issued at 10c/share, at the discretion of the company.

22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	Not applicable
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	13 December 2016
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	Late January 2017
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	⁺ Despatch date	13 December 2016

Part 3 - Quotation of securities

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

Not applicable.

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.



Sign here:

Date: 28 September 2016

Company Secretary

Print name: Simone Lander

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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

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 date of issue or agreement to issue	42,861,754
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 	<ul style="list-style-type: none"> • 1,200,000 ordinary shares (issued 9 November 2015 approved 4 November 2015) • 287,453,530 ordinary shares (issued on 12 August 2016 pursuant to the Takeover Offer under LR 7.2 Exception 5) • 37,049,969 ordinary shares (issued on 12 August 2016 pursuant to prospectus dated 10 June 2016 approval granted 17 June 2016) • 10,000,000 ordinary shares (facilitation services - approval granted 17 June 2016) • 2,075,292 ordinary shares (issued as final consideration for compulsory acquisition approved at general meeting on 17 June 2016) • 1,125,000 ordinary shares (issued 5 February 2016 for general working capital – approval granted 17 June 2016) • 3,375,000 ordinary shares (issued 3 February 2016 for general working capital – approval granted 17 June 2016) • 2,000,000 ordinary shares (issued 21 January 2016 for corporate advisory services – approval granted 17 June 2016)
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	-
“A”	387,140,545

3472-2667-7251v1

+ 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	58,071,081
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> 	0
“C”	0
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	58,071,081
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.15] – “C”	58,071,081

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>	N/A
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
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>	
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.10] – “E”	