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22nd April 2016

ASX Announcement

By e-lodgement

Appendix 3B - Application for Quotation

Following the release of the Company's Prospectus on ASX on 20 April 2016, in accordance with Section 711(5) of the *Corporations Act 2001* (Cth), the Company provides the attached Appendix 3B application for quotation of the securities being offered under the Prospectus.

Yours sincerely

ADRIAN HILL
COMPANY SECRETARY
SOUTHERN CROWN RESOURCES LIMITED

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

Southern Crown Resources Limited

ABN

52 143 416 531

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 (FPO)
(b) FPO
(c) FPO
(d) Performance Share Classes A, B, C and D
(e) Options exercisable at \$0.02 each on or before the date that is 5 years from the date of issue of the Options
(f) Options classes A, B, C and D |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) Up to 160,498,518
(b) Up to 1,000
(c) 150,000,000
(d) 50,000,000 Class A Performance Shares
50,000,000 Class B Performance Shares
50,000,000 Class C Performance Shares
50,000,000 Class D Performance Shares
(e) 100,000,000
(f) 5,000,000 Class A Options
5,000,000 Class B Options
5,000,000 Class C Options |

+ See chapter 19 for defined terms.

7,000,000 Class D Options

- 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)

(a), (b) and (c) are fully paid ordinary shares.

(d) Each **Class A Performance Share** converts into one fully paid ordinary share upon the earlier of:

(A) the Company achieving a consolidated revenue target of \$3 million from the business of Yojee; or

(B) both:

(I) the Commencement of Operations of Yojee within two of Australia and/or any other South East Asian Countries; and

(II) the 20 day volume weighted average price (**VWAP**) of the Shares trading at \$0.20 or higher,

within 36 months of completion of the acquisition of 100% of the issued capital of Yojee Pty Ltd (ACN 608 978 810) (**Completion**).

Each **Class B Performance Share** converts into one fully paid ordinary share upon the earlier of:

(A) the Company achieving a consolidated revenue target of \$5 million from the business of Yojee; or

(B) both:

(I) the Commencement of Operations of Yojee within three of Australia and/or any other South East Asian Countries; and

(II) the 20 day VWAP of the Shares trading at \$0.20 or higher,

within 48 months of Completion.

Each **Class C Performance Share** converts into one fully paid ordinary share upon the earlier of:

(A) the Company achieving a consolidated revenue target of \$7 million from the business of Yojee; or

(B) both:

(I) the Commencement of Operations of Yojee within four of Australia and/or any other South East Asian Countries; and

(II) the 20 day VWAP of the Shares trading at \$0.20 or higher,

within 54 months of Completion.

Each **Class D Performance Share** converts into one fully paid ordinary share upon the earlier of:

(A) the Company achieving a consolidated revenue target of \$10 million from the

business of Yojee; or

(B) both:

- (I) the Commencement of Operations of Yojee within five of Australia and/or any other South East Asian Countries; and;
and
- (II) the 20 day VWAP of the Shares trading at \$0.20 or higher,

within 60 months of Completion.

Commencement of Operations must include each of the following:

- (i) the availability for purchase of download of the Yojee platform mobile application or software within the jurisdiction in which it is intending to operate;
- (ii) the completion of at least 100 downloads of the Yojee mobile application or software within the jurisdiction in which it intends to operate; and
- (iii) the installation or implementation of the necessary services by the Company to support the operation of the Yojee business within the jurisdiction.

For the purpose of the Milestones, a **South East Asian Country** shall comprise any of: Indonesia, East Malaysia, Singapore, Philippines, East Timor, Brunei, Christmas Island, Cambodia, Laos, Myanmar (Burma), Thailand, Vietnam and West Malaysia.

(e) are options exercisable at \$0.02 each on or before the date that is 5 years from the date of issue of the Options.

(f) are options exercisable at \$0.07 each on or before the date that is 5 years from the date of issue of the Options, subject to the following vesting conditions:

- (i) Each **Class A Option** vests and becomes exercisable on and from the date that the 20 day VWAP of Shares is equal to or in excess of \$0.07 per Share;
- (ii) Each **Class B Option** vests and becomes exercisable on and from the date that the 20 day VWAP of Shares is equal to or in excess of \$0.10 per Share;
- (iii) Each **Class C Option** vests and becomes exercisable on and from the date that the 20 day VWAP of Shares is equal to or in excess of \$0.15 per Share; and

+ See chapter 19 for defined terms.

		(iv) Each Class D Option vests and becomes exercisable on and from the date that the 20 day VWAP of Shares is equal to or in excess of \$0.20 per Share.
4	<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 	<p>(a) Yes</p> <p>(b) Yes</p> <p>(c) Yes</p> <p>(d) No, but performance shares may convert into FPO</p> <p>(e) No, but options may convert into FPO</p> <p>(f) No, but options may convert into FPO</p>
5	Issue price or consideration	<p>(a) \$0.02 per FPO.</p> <p>(b) \$0.02 per FPO.</p> <p>(c) Fully paid ordinary shares in Yojee Pty Ltd.</p> <p>(d) Fully paid ordinary shares in Yojee Pty Ltd.</p> <p>(e) Fully paid ordinary shares in Yojee Pty Ltd.</p> <p>(f) Consideration for services provided by the certain executives of Yojee Pty Ltd.</p>
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) FPO issued as part of the capital raising pursuant to the entity's prospectus dated 19 April 2016.</p> <p>(b) FPO issued as part of a cleansing offer pursuant to the entity's prospectus dated 19 April 2016.</p> <p>(c), (d) and (e) are vendor consideration for 100% of the fully paid ordinary shares in Yojee Pty Ltd.</p> <p>(f) Options issued as consideration for services provided by the certain executives of Yojee Pty Ltd.</p>
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>	<p>Yes – however, shareholder approval will expire upon approval by shareholders of the acquisition of Yojee Pty Ltd under ASX Listing Rule 11.1.2 which is being sought at the upcoming general meeting to be held on 26 April 2016.</p>

6b	The date the security holder resolution under rule 7.1A was passed	30 November 2015
6c	Number of +securities issued without security holder approval under rule 7.1	Nil
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>Up to 160,498,518 FPO are to be issued to the public at the board's discretion pursuant to a public offer by way of a prospectus dated 19 April 2016 subject to Shareholder approval which is being sought at an upcoming general meeting to be held on 26 April 2016.</p> <p>150,000,000 FPO, 200,000,000 Performance Shares and 100,000,000 Options (exercisable at \$0.02 each on or before the date that is 5 years from the date of issue of the Options) are to be issued to the vendors of Yojee Pty Ltd subject to Shareholder approval which is being sought at an upcoming general meeting to be held on 26 April 2016.</p> <p>22,000,000 Options (exercisable at \$0.07 each on or before the date that is 5 years from the date of issue of the Options) are to be issued to certain executive of Yojee Pty Ltd subject to Shareholder approval which is being sought at an upcoming general meeting to be held on 26 April 2016.</p>
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

+ 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	7.1: 9,675,222 7.1A: 6,450,148																
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>(a), (c), (d), (e) and (f): Anticipated 12 May 2016</p> <p>(b): Anticipated 31 May 2016</p>																
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>Up to 375,001,000</td><td>Fully paid ordinary shares</td></tr></table>	Number	⁺ Class	Up to 375,001,000	Fully paid ordinary shares												
Number	⁺ Class																	
Up to 375,001,000	Fully paid 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>500,000</td><td>Options exercisable at exercisable at \$0.25 each on or before 2 June 2016</td></tr><tr><td>500,000</td><td>Options exercisable at \$0.35 each on or before 2 June 2016</td></tr><tr><td>2,000,000</td><td>Options exercisable at \$0.12 each on or before 31 March 2017</td></tr><tr><td>100,000,000</td><td>Options exercisable at \$0.02 each on or before the date that is 5 years from the date of issue of the Options</td></tr><tr><td>5,000,000</td><td>Class A Options exercisable at \$0.07 each on or before the date that is 5 years from the date of issue of the Options.</td></tr><tr><td>5,000,000</td><td>Class B Options exercisable at \$0.07 each on or before the date that is 5 years from the date of issue of the Options.</td></tr><tr><td>5,000,000</td><td>Class C Options exercisable at \$0.07 each on or before the date that is 5 years from the date of issue of the Options.</td></tr></table>	Number	⁺ Class	500,000	Options exercisable at exercisable at \$0.25 each on or before 2 June 2016	500,000	Options exercisable at \$0.35 each on or before 2 June 2016	2,000,000	Options exercisable at \$0.12 each on or before 31 March 2017	100,000,000	Options exercisable at \$0.02 each on or before the date that is 5 years from the date of issue of the Options	5,000,000	Class A Options exercisable at \$0.07 each on or before the date that is 5 years from the date of issue of the Options.	5,000,000	Class B Options exercisable at \$0.07 each on or before the date that is 5 years from the date of issue of the Options.	5,000,000	Class C Options exercisable at \$0.07 each on or before the date that is 5 years from the date of issue of the Options.
Number	⁺ Class																	
500,000	Options exercisable at exercisable at \$0.25 each on or before 2 June 2016																	
500,000	Options exercisable at \$0.35 each on or before 2 June 2016																	
2,000,000	Options exercisable at \$0.12 each on or before 31 March 2017																	
100,000,000	Options exercisable at \$0.02 each on or before the date that is 5 years from the date of issue of the Options																	
5,000,000	Class A Options exercisable at \$0.07 each on or before the date that is 5 years from the date of issue of the Options.																	
5,000,000	Class B Options exercisable at \$0.07 each on or before the date that is 5 years from the date of issue of the Options.																	
5,000,000	Class C Options exercisable at \$0.07 each on or before the date that is 5 years from the date of issue of the Options.																	

5,000,000	Class D Options exercisable at \$0.07 each on or before the date that is 5 years from the date of issue of the Options.
50,000,000	Class A Performance Shares
50,000,000	Class B Performance Shares
50,000,000	Class C Performance Shares
50,000,000	Class D Performance Shares

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Refer to section 4.12 of the entity's prospectus dated 19 April 2016.
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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
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

⁺ See chapter 19 for defined terms.

19	Closing date for receipt of acceptances or renunciations	N/A
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
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

(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	N/A	
39	+Class of +securities for which quotation is sought	N/A	
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: <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	
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)	N/A	
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	Number	+Class
		N/A	

Quotation agreement

- +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 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.



Mr Adrian Hill
(Company secretary)

Date: 20 April 2016

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+ See chapter 19 for defined terms.

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	43,001,482
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 	10,750,000 10,750,000 Nil
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	64,501,482

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	9,675,222

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> 	Nil
“C”	Nil

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>	9,675,222
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.15] – “C”	9,675,222 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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>	64,501,482
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	6,450,148
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
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>	6,450,148
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	6,450,148 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.