

ASX Release

20 July 2016

u&u co-founder, Scott Horton, joins LiveHire to lead sales in Queensland and NT

Highlights:

- **LiveHire appoints Scott Horton** as Head of Commercial Operations – Queensland and Northern Territory;
- Scott is responsible for the **development and execution of new cornerstone clients** and commercial partnerships between LiveHire and enterprise clients to **accelerate both revenue and Talent Community Connections growth**;
- Scott joins LiveHire from u&u Recruitment Partners, where he was co-founder and Director of one of Australia's top 100 fastest growing businesses over the past five years;
- Remuneration package is entirely structured around successful delivery of paid Talent Community Connections.

MELBOURNE, Australia, 20 July, 2016 - LiveHire Limited (ASX: LVH), a technology company providing a cloud-based productivity platform for the human resources and recruitment industry, is pleased to announce it has appointed Scott Horton to its senior leadership team as Head of Commercial Operations – Queensland and Northern Territory.

Scott joins LiveHire from u&u Recruitment Partners, where he was co-founder and Director of one of Australia's top 100 fastest growing businesses over the past five years.

The appointment of Scott Horton to the leadership team to head up LiveHire's sales efforts in QLD and NT represents a very important appointment for the Company, as Scott brings first class experience in scaling commercial organisations in the recruitment industry in Australia. Scott will be responsible for the development and execution of commercial partnerships between LiveHire and enterprise clients to accelerate both revenue and talent community connections growth.

Antonluigi Gozzi, Co-Founder and Managing Director of LiveHire said:

"Scott is a very important appointment to our leadership team, as he has an intimate knowledge of the Queensland and Northern Territory recruitment and talent management markets having founded u&u Recruitment Partners in 2010 and having previously worked for Hudson in Queensland. Scott was a co-founder and Director at u&u and built a very successful and high performing business, which has been recognised for the past four years in succession by BRW as one of Australia's top 100 fastest growing organisations. Scott is a very experienced business growth leader and has a proven track record of delivering significant sales and profitability growth across a large range of industries over a 20-year period.

"Scott's ability to build and develop high performing and client focussed teams will be critical for LiveHire in these key markets, as we expand nationally and internationally. Scott is extremely passionate about solving business problems at an enterprise level and has a very successful career to date with global organisations that include, Vodafone, Dun & Bradstreet and Xerox Corporation. As a result of Scott's appointment,



LiveHire has an opportunity to achieve considerable growth in Queensland and Northern Territory, which will support the strategic plan of scaling the business in Australia and beyond."

Scott Horton's Commercial Experience

Prior to joining LiveHire, Scott was a founding Equity Director and Board Member of both u&u Recruitment Partners and Acquire Search responsible for u&u's strategic management. For five years he was responsible for leading the client facing team and during this period the business experienced significant revenue and profitability growth. In 2012, 2013, 2014 and 2015, u&u was recognised by BRW as one of Australia's top 100 fastest growing organisations.

As Director of Client Development, Scott was responsible for developing strategic relationships with both new and existing clients in Queensland and nationally. He was focused on working with boards, executive teams and senior management to determine how u&u could best add value through traditional and innovative people solutions. Scott has developed an extensive connection to senior leadership teams in ASX-listed businesses, not-for-profits, statutory authorities, government entities, SME's and private equity firms.

Prior to founding u&u, Scott was a Director at Hudson, a leading provider of specialist recruitment, talent management, people development and recruitment process outsourcing (RPO) services worldwide.

Scott brings strong connections in the corporate HR sector in QLD and NT and has already mapped the market, having identified multiple cornerstone clients that are highly likely to join as LiveHire clients.

Remuneration Package

Scott joins the leadership team being aligned to the Company long-term goals, and as a result he has subscribed to an incentive package weighed significantly towards delivery of LiveHire's key performance metric, Talent Community Connections.

Under Scott's remuneration package, he will be compensated with options with a strike of \$0.15/share (price of last close). Scott was issued an initial 500,000 options on 19 July 2016.

Scott will receive a maximum of 2,500,000 options (including the initial 500,000 options) over a two-year period, on the basis of delivering LiveHire more than 400,000 paid Talent Community Connections in QLD and/or NT. As a result, if successful, Scott will be responsible for critical mass in the regions of Queensland and NT and influential in shifting the industry standard for recruitment and enterprise HR teams to the one unified LiveHire profile.

The Options vest as follows:

- 500,000 on 19 July 2016;
- 250,000 on the date that the aggregate number of Qualifying Talent Community Connections (TCC's) exceeds 50,000;
- 250,000 on the date that the aggregate number of Qualifying TCC's exceeds 100,000;
- 500,000 on the date that the aggregate number of Qualifying TCC's exceeds 200,000;
- 500,000 on the date that the aggregate number of Qualifying TCC's exceeds 300,000; and
- 500,000 on the date that the aggregate number of Qualifying TCC's exceeds 400,000.



As Scott qualifies as a sophisticated investor, the Options will be issued without disclosure pursuant to Chapter 6D of the Corporations Act and under the Company's 15% placement capacity in accordance with ASX Listing Rule 7.1.

An Appendix 3B in relation to the Options is enclosed with this Notice.

www.LiveHire.me

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About LiveHire

Founded in 2011, LiveHire is an Australian company offering a cloud-based **Human Resources productivity platform** for recruitment teams, delivering talent-on-demand for all enterprises at scale.

The platform enables clients to leverage their brand, talent database, networks and digital assets to invite, and curate talent into a single destination – a private live '**Talent Community**'. The platform allows recruiters and hiring managers to turn recruitment from **reactive to proactive** by connecting directly with large reserves (talent pools) of engaged candidates with live and up-to-date profiles on-demand. LiveHire delivers proven and significant value to its clients through reduced time to hire (cost), improved quality of hire, and an exceptional candidate experience.

Talent Communities are a private networks of talent created by companies on the LiveHire platform by employers inviting applicants, both online and offline, from all their existing sources of current, past and future candidates, and mapping their employer brand and talent networks. LiveHire's Talent Community connections were more than 130,000 as at end of the May 2016. LiveHire will provide up-to-date reporting of Talent Community Connection numbers at least quarterly.

A **Talent Community connection** is the linking of the brand and a potential candidate on the LiveHire platform who has engaged with the company, to allow direct and private communication between the company's hiring team and candidates ongoing, in order to create talent pools of candidates to deliver talent 'on demand' across the whole of organisation. Building Talent Communities allows a company to develop access to sustainable talent pools to allow proactive hiring across all of their business, delivering time to hire and quality of hire efficiencies.

Companies pay LiveHire a hosting fee based on the total number of Talent Community Connections, with talent able to create connections with multiple companies with the one single unified profile, generating recurrent monthly revenue across multiple Talent Communities (network effect).

Importantly for its customers, individuals who create a LiveHire profile and join a company's Talent Community are **qualified** through clean, structured data offered via their LiveHire profile, are **interested** with the company because they chose to 'opt in' and finally, through LiveHire's proprietary algorithms, candidate **availability** can be better understood through user engagement metrics. Qualified, interested, available.



All of this can be facilitated via communication through the LiveHire platform itself, direct to the candidate's and hiring manager/recruiter's personal email, mobile phone and web application.

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

LiveHire Limited

ABN

59 153 266 605

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 (Options) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 2,500,000 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) | <p>All Options are exercisable at \$0.15; expiring 19 July 2020.</p> <p>The Options are comprised of:</p> <p>500,000 Options which are not subject to vesting conditions; and</p> <p>2,000,000 Options which are subject to various employment and performance related vesting conditions.</p> |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

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>The Options are a new class of security and do not rank equally with an existing class of security.</p> <p>The ordinary shares issued on exercise of the Options will rank equally in all respects with existing quoted ordinary shares.</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)	The Options have been issued as a long term incentive component of a remuneration package for a senior executive to better align interests with those of shareholders and incentivise performance for the benefit of all shareholders.
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 <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	No
6b	The date the security holder resolution under rule 7.1A was passed	NA
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	2,500,000 Options
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	NA

⁺ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	NA	
6f	Number of +securities issued under an exception in rule 7.2	NA	
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.	NA	
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	NA	
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: 27,500,000 7.1A: NA	
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.	19 July 2016	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number 115,356,966	+Class Fully paid ordinary shares

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	*Class
9 Number and *class of all *securities not quoted on ASX (including the *securities in section 2 if applicable)	78,031,022	Fully paid ordinary shares (escrowed to 10 June 2018)
	6,612,012	Fully paid ordinary shares (escrowed to 29 December 2016)
	16,600,000	Unlisted Options (exercisable at \$0.25; expiring 1 June 2020; escrowed to 10 June 2018; subject to vesting conditions)
	2,500,000	Unlisted Options (exercisable at \$0.25; expiring 19 July 2020)
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	NA	

Part 2 - Pro rata issue

11 Is security holder approval required?	NA
12 Is the issue renounceable or non-renounceable?	NA
13 Ratio in which the *securities will be offered	NA
14 *Class of *securities to which the offer relates	NA
15 *Record date to determine entitlements	NA
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	NA

+ See chapter 19 for defined terms.

- | | | |
|----|---|----|
| 17 | Policy for deciding entitlements in relation to fractions | NA |
| 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> | NA |
| 19 | Closing date for receipt of acceptances or renunciations | NA |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

20	Names of any underwriters	NA
21	Amount of any underwriting fee or commission	NA
22	Names of any brokers to the issue	NA
23	Fee or commission payable to the broker to the issue	NA
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	NA
25	If the issue is contingent on security holders' approval, the date of the meeting	NA
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	NA
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	NA
28	Date rights trading will begin (if applicable)	NA
29	Date rights trading will end (if applicable)	NA
30	How do security holders sell their entitlements <i>in full</i> through a broker?	NA
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	NA

+ See chapter 19 for defined terms.

- 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

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					
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					

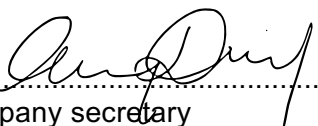
+ See chapter 19 for defined terms.

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:


.....
Company secretary

Date: 20 July 2016

Print name: Charly Duffy

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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	200,000,000
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 Note: <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</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> 	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	200,000,000

+ 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	30,000,000
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"> • This applies to equity securities, unless specifically excluded – not just ordinary securities • 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 	2,500,000 Options issued on 19 July 2016
“C”	2,500,000
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>	30,000,000
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	2,500,000
Total [“A” x 0.15] – “C”	<p>27,500,000</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

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>	NA
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	0
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 	NA
“E”	0

+ 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>	0
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	0 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.