ASX Announcement
(ASX: UPD)
3 May 2016

SHAREHOLDER UPDATE
AND APPENDIX 3B

Annual Meeting

All Shareholders are invited to attend the 2016 Annual Meeting of Shareholders (the "Annual Meeting") at The Auditorium, DEXUS Place, Level 14, 385 Bourke Street Melbourne, Victoria, Australia on Friday, 27 May 2016 at 9.00am Australian Eastern Standard Time.

Shareholders who can not attend the Annual Meeting in person and wish to hear the CEO's update on business activities and responses to Shareholder questions may dial-in to the conference line below on Friday, 27 May 2016 at 9.30am Australian Eastern Standard Time (Thursday, May 26th, 2016 at 7.30pm US Eastern Standard Time).

Australia: 1800 420 390
US: 877.366.0711

Passcode: 45979757

Please review the Notice of Annual Meeting for all details regarding the Annual Meeting. The Notice of Annual Meeting and the 2015 Annual Report are available at www.updater.com.

Securities on Issue

Following approval of the Board of Directors, the Company has granted an aggregate of 1,006,000 options over common stock to multiple new employees and consultants of the Company, including the new Senior Vice President of Sales. Compensating employees and senior management with meaningful stock options is a key strategy of the Board for both ensuring alignment with investors and rewarding excellent performance. All new stock options have a strike price at or near the current ASX market price (in US Dollars), and therefore the future exercise of such options could, in the aggregate, result in a significant increase in the Company's cash position.

In addition, the Company has issued 20,625 Shares of common stock upon the exercise and purchase of vested stock options.

The table below sets forth the securities of the Company on issue as at 3 May 2016.

Category	Common Stock	CDIs*
Shares	**17,100,112**	427,502,800
Options** (not listed on ASX)	**3,747,500**	93,687,500
Warrants (not listed on ASX)	**234,750**	5,868,750

25 CDIs is equivalent to 1 Share of common stock.

*Assumes all securities are held in the form of CDIs.

**The number of outstanding options is increased by the number of new options, and decreased by the number exercised options and expired options.

**Stock options for Antony Catalano, a Director of the Company, are not included in the table and will be issued if and when approved by the Shareholders at the Annual Meeting.

For more information, please contact:

David Greenberg
Founder and CEO
david.greenberg@updater.com

Simon Hinsley
Investor & Media Relations
simon@updater.com
+61 401 809 653

About Updater:

Updater makes moving easier for the 17 million households that relocate every year in the US. With Updater, users seamlessly transfer utilities, update accounts and records, forward mail, and much more. Hundreds of the most prominent real estate companies in the US (from real estate brokerages to property management companies) rely on Updater's real estate products to save clients hours with a branded and personalised Updater moving experience. With significant market share of all US household moves, Updater can enable contextual and personalised communication between relocating consumers and the US businesses spending billions of dollars trying to reach them.

Updater is headquartered in New York City, and prior to listing on the ASX, Updater received significant investments from leading US venture capital firms including SoftBank Capital, IA Ventures, and Second Century Ventures

(the strategic investment division of the National Association of REALTORS®).

For more information, please visit www.updater.com.

All capitalised terms used in this Announcement and not otherwise defined shall have the meaning ascribed in the Annual Report, dated 31 March 2016.

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

Updater Inc.   (the "Company")

ARBN

609 188 329

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	(i) Shares of common stock (ii) Options over common stock
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	(i) 20,625 (ii) 1,006,000

+ See chapter 19 for defined terms.

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)	(i) 20,625 shares of common stock (equivalent to 515,625 CDIs) (ii) 1,006,000 options over common stock (equivalent to 25,150,000 CDIs) each with an exercise price of US$3.50 per share, with an expiry date of 28 April 2026, unless earlier expired (such as for lack of continuous relationship with the Company or failure to achieve applicable vesting milestones)

Note: The superscript "+" symbols above appear as daggers/crosses in the source (ASX +tick convention).

4	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	(i) Yes. Common stock ranks equally with the Company's CDIs (quoted securities). 1 share of common stock may be converted into 25 CDIs. (ii) No. Options over common stock will rank equally with the Company's CDIs (quoted securities) if and when the options are exercised (prior to the applicable expiry date) and converted into CDIs.

5	Issue price or consideration	(i) Consideration of US$9,694 (ii) Nil consideration

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	(i) Exercise of vested stock options (ii) Options granted in accordance with the terms and conditions of the Company's 2010 Stock Incentive Plan
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	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	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	Under rule 7.1: 2,565,017 shares of common stock (equivalent to 64,125,420 CDIs)

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.	(i) 28 April 2016 (ii) 28 April 2016

8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	Number	+Class
		200,376,625	CDIs

Number	+Class
9,085,047 (equivalent to 227,126,175 CDIs)	Shares of common stock
3,747,500 (equivalent to 93,687,500 CDIs)	Options over common stock
234,750 (equivalent to 5,868,750 CDIs)	Warrants to buy common stock

9   Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)

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?

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

+ See chapter 19 for defined terms.

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
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 *in full* through a broker?	N/A
31	How do security holders sell *part* 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

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: • 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 (*including* the +securities in clause 38)	Number	+Class
		N/A	

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: _Scott Mison (signature)_   Date: 3 May 2016

        Scott Mison
        Company Secretary

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	17,079,487 shares of common stock (equivalent to 426,987,175 CDIs)
Add the following: • 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:* • *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*	20,625 shares of common stock (equivalent to 515,625 CDIs)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
"A"	17,100,122 shares (427,502,800 in equivalent CDIs)

Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	2,565,017 shares of common stock (equivalent to 64,125,420 CDIs)

Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used

Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *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*	-
"C"	-

Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1

"A" x 0.15 *Note: number must be same as shown in Step 2*	2,565,017 shares of common stock (equivalent to 64,125,420 CDIs)
Subtract "C" *Note: number must be same as shown in Step 3*	-
Total ["A" x 0.15] – "C"	2,565,017 shares of common stock (equivalent to 64,125,420 CDIs) *[Note: this is the remaining placement capacity under rule 7.1]*

Part 2

<table>
<tr><td colspan="2" align="center">Rule 7.1A – Additional placement capacity for eligible entities</td></tr>
<tr><td colspan="2">Step 1: Calculate "A", the base figure from which the placement capacity is calculated</td></tr>
<tr><td>"A"

Note: number must be same as shown in Step 1 of Part 1</td><td>N/A</td></tr>
<tr><td colspan="2">Step 2: Calculate 10% of "A"</td></tr>
<tr><td>"D"</td><td>0.10

Note: this value cannot be changed</td></tr>
<tr><td>Multiply "A" by 0.10</td><td></td></tr>
<tr><td colspan="2">Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used</td></tr>
<tr><td>Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period under rule 7.1A

Notes:
• 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</td><td></td></tr>
<tr><td>"E"</td><td></td></tr>
</table>

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 *Note: number must be same as shown in Step 2*	
Subtract "E" *Note: number must be same as shown in Step 3*	
Total ["A" x 0.10] – "E"	*Note: this is the remaining placement capacity under rule 7.1A*