

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

ADALTA LIMITED

ABN

92 120 332 925

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	(1) Fully Paid Ordinary Shares (2) Listed Options (3) Listed Options (conversion from unlisted)
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	(1) 4,868,898 (2) 2,434,510 (3) 9,800,376
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)	(1) Fully Paid Ordinary Shares (2) Options, exercisable at \$0.25 expiring on 30 June 2021 (3) Options, exercisable at \$0.25 expiring on 30 June 2021
4	Do the +securities rank equally in all respects from the date of allotment 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 	(1) Yes (2) No - Upon exercise of options, securities will rank equally with existing fully paid ordinary shares (3) No - Upon exercise of options, securities will rank equally with existing fully paid ordinary shares

+ See chapter 19 for defined terms.

5	Issue price or consideration	(1) \$0.15 (2) Nil (3) Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	(1) Fully Paid Ordinary Shares issued pursuant to the Company's Prospectus dated 23 May 2019. (2) Options issued pursuant to the Company's Prospectus dated 23 May 2019. (3) Conversion of unlisted options to listed 1ADO options.
6a	Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the *securities the subject of this Appendix 3B</i> , and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	28 November 2018
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)	Nil
6f	Number of securities issued under an exception in rule 7.2	1) 4,868,898 fully paid ordinary shares 2) 2,434,510 options
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	7.1 730,336 7.1A 486,890

7	Dates of entering +securities into uncertificated holdings or despatch of certificates	17 June 2019	
8	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in section 2 if applicable)	Number	+Class
		141,485,763	Ordinary fully paid shares
	12,234,886	Options, exercisable at \$0.25 expiring on 30 June 2021	
	Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in section 2 if applicable)	Number	+Class
		588,411	Ordinary shares subject to a Holding Lock
		234,472	Unlisted options exercisable at 17 cents and expiring 1 November 2020* (1ADAD)
		600,000	Unlisted options exercisable at 17 cents and expiring 16 October 2020 (1ADAD)
		775,000	Unlisted options exercisable at 25 cents and expiring 14 November 2021 (1ADAD)
		650,000	Unlisted options exercisable at 50 cents and expiring 14 November 2021 (1ADAD)
		350,000	Unlisted options exercisable at 75 cents and expiring 14 November 2021 (1ADAD)
		350,000	Unlisted options exercisable at 1 dollar and expiring 14 November 2021 (1ADAD)
		200,000	Unlisted options exercisable at 31 cents and expiring 30 September 2022 (1ADAD)
		375,000	Unlisted options exercisable at 25 cents and expiring 1 November 2022 (1ADAD)
		200,000	Unlisted options exercisable at 31 cents and expiring 30 September 2021 (1ADAD)
620,535		Unlisted options exercisable at 24 cents and expiring 27 February 2022 (1ADAD)	

+ See chapter 19 for defined terms.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Bonus issue or 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?	No
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 issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with.</small> <small>Cross reference: rule 7.7.</small>	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 prospectus or Product Disclosure Statement 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	+Despatch date	N/A

+ See chapter 19 for defined terms.

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

39 Class of *securities for which quotation is sought

40	<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 					
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>					
42	<p>Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr style="height: 60px;"> <td></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

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.

+ See chapter 19 for defined terms.

- 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.



Print name:

Cameron Jones
(Company secretary)

Date: 17 June 2019

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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	101,845,845
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"> 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 	1,592,011 (15 August 2018) (SPP) 522,450 (28 November 2018) 13,644,217 – Private Placement (19 July 2018) Ratified by shareholders on 28 November 2018 4,868,898 – (17 June 2019 - Entitlement Offer)
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	0
“A”	1,22,473,421

+ 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	18,371,013
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 <i>not counting</i> those issued: <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 Note: <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> 	7,840,301 fully paid ordinary shares – 29 May 2019 9,800,376 options
"C"	17,640,677
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>	19,645,300
Subtract "C" <i>Note: number must be same as shown in Step 3</i>	18,371,013
Total ["A" x 0.15] – "C"	730,336 <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>	122,473,421
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	12,247,342
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 	11,760,452 fully paid ordinary shares – 29 May 2019
“E”	11,760,452

+ 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>	12,247,342
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	11,760,452
Total ["A" x 0.10] – "E"	486,890 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

Holdings Range Report

AdAlta Limited

Security Class(es): 1ADOPT - UNL OPTIONS @ \$0.25 EXP 30/06/2021

 As at Date: 17-Jun-2019

Holding Ranges	Holders	Total Units	% Issued Share Capital
1 - 1,000	78	39,487	0.32%
1,001 - 5,000	90	215,903	1.76%
5,001 - 10,000	28	189,859	1.55%
10,001 - 100,000	72	2,273,720	18.58%
100,001 - 9,999,999,999	17	9,515,917	77.78%
TOTALS	285	12,234,886	100.00%

 Report generated on 17-Jun-2019 at 11:17 AM

Sydney
 Level 5
 126 Phillip Street
 Sydney NSW 2000

Perth
 Level 2
 267 St Georges Terrace
 Perth WA 6000

Melbourne
 Level 12
 575 Bourke Street
 Melbourne VIC 3000

Top Holders Grouped Report

AdAlta Limited

Security Class(es): 1ADOPT - UNL OPTIONS @ \$0.25 EXP 30/06/2021

Display Top: 20

 As at Date: 17-Jun-2019

Position	Holder Name	Holding	% IC
1	WARBONT NOMINEES PTY LTD <UNPAID ENTREPOT A/C>	2,604,505	21.29%
2	UBS NOMINEES PTY LTD	1,558,156	12.74%
3	CS FOURTH NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 11 A/C>	1,421,640	11.62%
4	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	812,366	6.64%
5	JAGEN PTY LTD	761,593	6.22%
6	MEURS HOLDINGS PTY LTD <P&M MEURS SUPERANNUATION A/C>	507,729	4.15%
7	NATIONAL NOMINEES LIMITED	365,752	2.99%
8	CITYCASTLE PTY LTD	256,855	2.10%
9	MR STUART ROSS MORRIS	250,000	2.04%
10	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	183,500	1.50%
11	GACHIS ADVISORY LTD	126,932	1.04%
11	DARBY TO PTY LTD <FAMILY A/C>	126,932	1.04%
12	BOYLAN CONSULTANCY PTY LTD	121,854	1.00%

Position	Holder Name	Holding	% IC
13	MARCO AUSTRALIA PTY LIMITED <SUPERANNUATION FUND A/C>	110,041	0.90%
14	MR ROBIN ARTHUR BEAUMONT & MS HELEN ELAINE SHINGLER <LRF PENSION A/C>	104,464	0.85%
15	MCKELL PLACE NOMINEES PTY LTD	102,053	0.83%
16	MR DARREN CRAIKE	101,545	0.83%
17	BLAKE NOMINEES PTY LTD <M AND T SUPER FUND A/C>	94,318	0.77%
18	TOLTEC HOLDINGS PTY LTD	91,391	0.75%
19	MR BRENT FISHER	72,503	0.59%
20	MR MICHAEL FRANCIS MCMAHON & MRS SUSAN LESLEY MCMAHON <MCMAHON SUPER FUND A/C>	70,000	0.57%
TOTALS		9,844,129	80.46%
Total Issued Capital		12,234,886	100.00%

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