

Correction to Appendix 3B dated 19 January 2017

Bulletproof Group Limited ACN 148 162 092 (ASX Code: BPF) refers to an Appendix 3B announced to the ASX on 19 January 2017 and advises a correction to the total number of Issued Securities and the entity's placement capacity under ASX listing rule 7.1 from that notice.

The entity's remaining issue capacity under listing rule 7.1 was stated at section 6i as 19,931,532. The correct number should be 23,970,119. This number was previously reduced by the potential issue of up to 4,062,337 shares in the Company to the vendors of Cloud House, which was acquired on 15 February 2016. The shares could be issued to the vendors of Cloud House subject to profitable revenue performance targets for that business. However, at the Company's AGM on 3 November 2016, members voted in favour of Resolution 4 - Issue of Capital to Cloud House Limited, allowing the company to issue these shares without using the Company's 15% annual placement capacity.

The number of all securities stated at section 8 of the Appendix 3B issued on 19 January 2017 was 159,959,126. The correct number should be 159,800,794. The previous number excluded the decrease in shares on issue due to forfeiture of 158,332 Shares Issued in accordance with the Employee Share Ownership Plan (ESOP), as approved in resolution 5 by shareholders at the AGM on 3 November 2016.

Please refer attached to this announcement a new Appendix 3B that reflects the above corrections.

For further details contact:

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Appendix 3B - Corrected

NEW ISSUE ANNOUNCEMENT

Application for quotation of additional securities and agreement

Rule 2.7, 3.10.3, 3.10.4, 3.10.5



Name of entity

Bulletproof Group Limited

ABN

84 148 162 092

We (the entity) give ASX the following information.

Part 1 - All issues

Entities that have ticked box 34(b)

1	+Class of +securities issued or to be issued	Fully paid ordinary shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	868,297
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)	Fully paid ordinary shares
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 dothe extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment <p>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</p>	Yes
5	Issue price or consideration	20 cents per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Exercise of Options, 20 cents, expiring 23 January 2017

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	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	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	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	<div>7.1 23,970,119</div> <div>7.1A no capacity</div>
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 January 2017

8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		159,800,794	Fully paid ordinary shares
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		250,000	35 cent options to acquire one Share in the Company exercisable on or after 7 May 2018 and before 7 November 2021
		250,000	39 cent options to acquire one Share in the Company exercisable on or after 7 May 2018 and before 7 November 2021
		N/A	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)		

Part 2 - Pro rata issue

Not applicable

Part 3 - Quotation of securities

34 Type of securities in Part 1

- (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

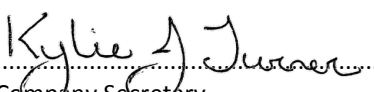
Entities that have ticked box 34(b)

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


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Company Secretary

Date: 12 May 2017

Print name:

Kylie Turner