



9 October 2014

Share Purchase Plan Offer Terms

Dear Shareholder,

On behalf of the Directors of DataDot Technology Limited (**DataDot**) I am pleased to offer Eligible Members (defined below) the opportunity to participate in a Share Purchase Plan (**Plan**) by subscribing for up to A\$15,000 of DataDot's ordinary shares without any brokerage costs or other transaction costs. The terms and conditions of the Plan (**Terms**) are set out below.

Under the Plan, DataDot will offer to Eligible Members, irrespective of the size of their shareholding (**Offer**), the opportunity to subscribe for up to \$15,000 worth of fully paid ordinary shares in DataDot (**Plan Shares**) at \$0.027 per Plan Share (**Offer Price**), which is the same price at which 70 million ordinary shares are to be issued to institutional shareholders to raise \$1.89 million, as announced on 3 October 2014.

A maximum of 37,037,037 ordinary shares will be issued under the Plan.

No brokerage, commission, stamp duty or other transaction costs will be payable by Eligible Members in respect of their application for, and issue of, Plan Shares.

The Plan is not underwritten.

DataDot may in its absolute discretion scale back applications as provided for in this letter.

An Application Form is enclosed. Your Application Form (and cheque) or BPAY payment must be received on or before 5.00 p.m. (Eastern Daylight Time) on the closing date of Friday 24 October 2014, unless you are advised the closing date is extended.

Eligible Members

Those members of DataDot who are eligible to apply for Plan Shares under the Offer (each an **Eligible Member**) are those who:

- are recorded in DataDot's register of members at 5.00 p.m. on the record date of 2 October 2014 (**Record Date**); and

- have an address (as recorded in DataDot's register of members) in Australia or New Zealand.

To the extent that you hold shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that any acceptance complies with all applicable foreign laws.

Custodians

If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] and hold DataDot shares on behalf of one or more persons (each a "**Participating Beneficiary**"), you may apply for up to a maximum of \$15,000.00 worth of Plan Shares for each Participating Beneficiary, subject to providing a notice in writing to DataDot certifying the following:

- (i) that you hold DataDot shares on behalf of Participating Beneficiaries who have instructed you to apply for Plan Shares;
- (ii) the name and address of each Participating Beneficiary;
- (iii) the number of DataDot shares that you hold on behalf of each Participating Beneficiary;
- (iv) the number or dollar amount of Plan Shares which each Participating Beneficiary has instructed you to apply for on their behalf;
- (v) that a copy of this offer was given to each Participating Beneficiary;
- (vi) there are no Participating Beneficiaries in respect of whom the total application price exceeds \$15,000.00 worth of Plan Shares and any other DataDot shares issued to you as custodian in the 12 months before your application under a similar arrangement to the Plan.

Non-Renounceable

Offers made under the Plan are non-renounceable. This means that Eligible Members cannot transfer to another person their right to purchase Plan Shares under this Offer.

Plan Offer Key Dates

Table 1

Record Date	2 October 2014
Announcement Date	3 October 2014
Offer Opens	9 October 2014
Offer Closes	24 October 2014
Scale Back Date (if applicable)	27 October 2014
Allotment Date	31 October 2014
Despatch of Statements and Refunds (if applicable)	31 October 2014
Application for ASX Listing	3 November 2014

Note: 1 All dates are subject to change at the discretion of DataDot.

2 The Scale Back Date only applies if applications exceed \$1 million.

Offer Price

Eligible Members will be required when submitting their Application Forms to subscribe for up to \$15,000 of Plan Shares at the Offer Price per Plan Share. Applications will be received only for the following application amounts and Plan Shares:

Table 2

Plan Application Amount	Number Plan Shares to be Issued
\$1,000	37,038
\$2,500	92,593
\$5,000	185,186
\$10,000	370,371
\$15,000	555,556

All Eligible Members should note that the market price of DataDot's shares may change between the date of the Offer and the date when the new Plan Shares are issued and allotted. This means that the price that an Eligible Member pays for a Plan Share under the Offer may exceed the market price of the Plan Shares at the date of the Offer or at the time the Plan Shares are issued and allotted. Eligible Members should seek financial advice in relation to the Offer and their proposed participation under the Plan.

The Plan Offer is intended to be made in accordance with:

- ASX Listing Rule 7.2, Exception 15, under which DataDot is not required to obtain shareholder approval for the proposed issue of Plan Shares;
- ASX Listing Rule 10.12, Exception 8, under which DataDot is not required to obtain member approval in order for DataDot's Directors to accept the Offer and participate in the Plan ; and

- Policy Statement 125 issued by the Australian Securities & Investments Commission (**ASIC**) and ASIC Class Order 09/425, under which DataDot is not obliged to issue a prospectus or any analogous disclosure statement in relation to the Offer or the Plan.

How Much Can Be Invested?

Under the Plan, Eligible Members may apply for up to a maximum of (\$15,000) worth of Plan Shares. This maximum applies even if an Eligible Member receives more than one Offer (for example that Eligible Member has more than one shareholding) or receives the Offer as a joint holder of Plan Shares.

Each Eligible Member may apply for Plan Shares in application amounts ranging from \$1,000 to \$15,000, by choosing the relevant offer on the Application Form.

Applications May Be Scaled Back

DataDot may, in its absolute discretion, allocate a smaller number of shares than individual Eligible Members have applied for (**Scale Back**)

If applications exceed \$1 million, in which case the Scale Back will be to an amount not exceeding \$1 million.

If there is a Scale Back then each Eligible Member will receive instead of the number of Plan Shares in their application a pro-rata allocation of Plan Shares based on the aggregate number of Plan Shares applied for by all Eligible Members (subject to rounding).

In the event of a Scale Back, the difference between:

- (a) the application monies received from an Eligible Member; and
- (b) the number of Plan Shares allocated to that Eligible Member multiplied by the Offer Price,

will be refunded to the Eligible Member, without interest payable, as soon as practicable after the allotment.

Purpose of the Offer

Funds raised through the Plan will be used to accelerate growth within the Group by providing capital to finance:

- (a) additional sales capability for industrial DataDotDNA and DataTraceDNA products in the US;
- (b) additional sales capability for DataDotDNA products in Australia, targeting the industrial and marine sectors; and

(c) further development of DataDot Live for deployment in the insurance sector.

Optional Participation

If you do not want to participate in this Plan, please ignore this document. You do not need to confirm to DataDot or anyone else your election not to participate in the Plan.

How to Participate in the Plan

If you wish to participate in the Plan, please read these Terms carefully and make a BPAY payment, or return your completed Application Form together with a cheque for the value of Plan Shares applied for. Your BPAY payment or Application Form (and cheque) must be received before 5.00 p.m. (Eastern Daylight Time) on the closing date of 24 October 2014 (**Closing Date**) unless you are advised the closing date has been extended.

The amount of your subscription must be for one of the application amounts set out in Table 2 on page 3.

If the exact nominated application amount is not tendered with the Application Form, DataDot reserves the right to disregard your application and not allot to you any or all of the Plan Shares applied for. Your BPAY payment or Application Form (and cheque) must be received before 5.00 p.m. (Eastern Daylight Time) on the closing date of 24 October 2014 (**Closing Date**) unless you are advised the closing date has been extended.

The amount of your subscription must be for one of the application amounts set out in Table 2 on page 3.

If the exact nominated application amount is not tendered with the Application Form, DataDot reserves the right to disregard your application and not allot to you any or all of the Plan Shares originally applied for. Any fractional entitlement to a Plan Share will be rounded up to the nearest whole Plan Share. No stamp duty or brokerage will apply to Plan Shares purchased under the Plan.

Before deciding whether to accept the Offer, and if applicable the amount that you wish to subscribe, we recommend that you consider the price at which DataDot shares have been trading on the ASX and read these Terms carefully. You should also seek independent financial and/or legal advice from your stockbroker, lawyer or financial adviser.

Terms of Issue of Plan Shares

- (a) The DataDot Board reserves the right to refuse an application if it considers that the applicant is not an Eligible Member or has not otherwise complied with these Terms. If an application is refused, any monies received with that application will be refunded to the applicant without interest as soon as practicable following the allotment.
- (b) The Closing Date of the Offer will be 24 October 2014, unless extended.

- (c) Plan Shares allotted under the Plan will rank equally in all respects with all other issued fully paid ordinary shares of DataDot on the date of issue of those Plan Shares.
- (d) Plan Shares to be issued under the Plan will be allotted and Holding Statements mailed on or about 31 October 2014.
- (e) DataDot will, on or about 3 November 2014, apply to ASX for the official quotation of all the Plan Shares issued under the Plan.

General

- (a) The Plan will be administered by the DataDot Board, which will have absolute discretion to:
 - (i) determine appropriate procedures for administration of the Plan consistent with these Terms;
 - (ii) resolve conclusively all questions of fact or interpretation arising in connection with the Plan or these Terms;
 - (iii) delegate to any one or more persons, for such period and on such conditions as they may determine, the exercise of their powers or discretions under the Plan or these Terms.
- (b) The Plan and these Terms may be suspended, terminated or amended at any time by the DataDot Board. In particular, the DataDot Board may waive compliance with any provision of these Terms, or vary these Terms if required to comply with the ASX Listing Rules.
- (c) DataDot reserves the right to issue fewer Plan Shares than an Eligible Member applied for under the Plan (or none at all) if it believes that the allotment of those Plan Shares would contravene any law, regulation, ASIC class order or ASX Listing Rule.

Yours Sincerely



Bruce Rathie
Chairman