

# Aerometrex Limited

ACN 153 103 925

(Company)

## Terms of options

The terms and conditions of the options to be granted to Morgans Corporate Limited (ACN 010 539 607) pursuant to the mandate executed by the Company on 2 April 2019 are as follows:

<b>Name of Option Holder</b>	Morgans Corporate Limited (ACN 010 539 607)
<b>Registered office</b>	Level 29, Riverside Centre, 123 Eagle Street, Brisbane QLD 4000
<b>Grant Date</b>	The date that shares in the Company are first quoted on the Australian Securities Exchange
<b>Total number of options</b>	944,000 options, each to acquire one fully paid ordinary share in the Company ( <b>Share</b> ): <ul style="list-style-type: none"><li>• during the exercise period;</li><li>• subject to the terms and conditions specified below; and</li><li>• provided any acquisition of shares does not breach the Corporations Act or the ASX Listing Rules.</li></ul>
<b>Issue price</b>	Nil
<b>Exercise Date</b>	The second anniversary of the Grant Date.
<b>Exercise Price</b>	\$1.25 per option.
<b>Exercise of option</b>	<p>To exercise options, the Option Holder must provide to the Company at its registered office written notice of the exercise of the options together with payment of the Exercise Price on or after the Exercise Date but prior to the Expiry Date. The Company will process all relevant documents received at the end of the calendar month.</p> <p>Upon the exercise of an option and receipt of all relevant documents and payment, the Option Holder will be allotted and issued a Share in the Company within 10 business days (in South Australia), and such Shares shall rank pari passu with the then issued Shares.</p> <p>If the Company is listed on the official list of the ASX and subject to any restrictions under the ASX listing rules, the Company will apply for official quotation by ASX of any Share issued upon exercise of the option on or before the third business day (in South Australia) on which ASX is open after the date of allotment of the Share.</p>

<b>Disposal restrictions</b>	The legal or a beneficial interest in an option may not be sold, transferred or otherwise disposed of without the prior written consent of the Board of the Company. The above restriction on selling, transferring or disposing of options and Shares is in addition to, and not in substitution for, any other restrictions on selling, transferring or disposing of options and Shares that the Option Holder may have agreed to or may agree to.
<b>Participating rights</b>	<p>There will be no participating rights or entitlements inherent in the options and the Option Holder will not be entitled to participate in new issues of capital which may be offered to shareholders during the currency of the options.</p> <p>However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least seven business days (in South Australia) after the issue is announced. This will give the Option Holder the opportunity (where available) to exercise the options prior to the date of determining entitlements to participate in any such issue.</p>
<b>Bonus issue rights</b>	<p>If there is a bonus issue (<b>Bonus Issue</b>) to shareholders, the number of Shares over which an option is exercisable will be increased by the number of Shares which the Option Holder would have received if the option had been exercised before the record date for the Bonus Issue (<b>Bonus Shares</b>).</p> <p>The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other ordinary Shares on issue as at the date of issue of the Bonus Shares.</p>
<b>Expiry Date</b>	The fourth anniversary of the Grant Date.
<b>Forfeiture</b>	Options that have not been exercised are forfeited on the Expiry Date and can never be exercised after that date.
<b>Listing Rules</b>	<p>If and to the extent any of the preceding terms are inconsistent with the rules or requirements of any stock exchange on which Shares are listed or are proposed to be listed from time to time, the rules of the relevant stock exchange will prevail in all respects to the extent of the inconsistency.</p> <p>Without limiting the above, if the Company is listed on the official list of the ASX, the terms of the options may be unilaterally changed by the Company to the extent necessary to comply with the ASX listing rules applying to reorganisation of capital at the time of the reorganisation.</p>