

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# 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

Hazer Group Limited

ABN

40 144 044 600

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) Ordinary shares<br>(ii) Series H unlisted options<br>(iii) Series G unlisted options<br>(iv) Ordinary shares<br>(v) Listed options (HZRO)<br>(vi) Series D unlisted options   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | (i) 8,333,333<br>(ii) 4,166,667<br>(iii) 350,000<br>(iv) 6,250<br>(v) (6,250)<br>(vi) (400,000)   |
| 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) Ordinary shares<br>(ii) Series H unlisted options, exercise price \$0.70, expiry date 31 Dec 2019<br>(iii) Series G unlisted options, exercise price \$0.75, expiry date 30 June 2020<br>(iv) Ordinary shares<br>(v) Listed options, exercise price \$0.30, 31 Dec 2018<br>(vi) Series D unlisted options, exercise price \$0.40, expiry date 31 Dec 2019 |

+ See chapter 19 for defined terms.

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<p>4 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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>(i) Yes</p> <p>(ii) N/A, ordinary shares will rank equally on exercise unlisted options</p> <p>(iii) N/A, ordinary shares will rank equally on exercise unlisted options</p> <p>(iv) Yes</p> <p>(v) N/A, exercise of options</p> <p>(vi) N/A, cancellation of options due to vesting conditions not being met</p>
<p>5 Issue price or consideration</p>	<p>(i) \$5,000,000 (\$0.60 per share)</p> <p>(ii) Nil</p> <p>(iii) Nil</p> <p>(iv) \$1,875 (\$0.30 per share being the exercise price of listed options)</p> <p>(v) N/A, exercise of listed options</p> <p>(vi) N/A, cancellation of options due to vesting conditions not being met</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(i) To provide funds for research and development activities in relation to the commercialisation of the Hazer Process and working capital.</p> <p>(ii) As per above, options issued as part of capital raising terms</p> <p>(iii) Issue of options to eligible participants of the Hazer Group Employee Incentive Plan approved by shareholders at the 2016 Annual General Meeting.</p> <p>(iv) Exercise of listed options</p> <p>(v) Exercise of listed options</p> <p>(vi) Cancellation of options due to vesting conditions not being met</p>

+ See chapter 19 for defined terms.

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	Yes
6b	The date the security holder resolution under rule 7.1A was passed	15 November 2016
6c	Number of +securities issued without security holder approval under rule 7.1	9,690,714
6d	Number of +securities issued with security holder approval under rule 7.1A	2,809,286
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	0
6f	Number of +securities issued under an exception in rule 7.2	356,250
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.	Yes, 97.7%. Issue price \$0.60 VWAP \$0.614 (15 trading days before 17 <sup>th</sup> March 2017, the date on which it is was agreed to issue the securities) The VWAP was calculated using data provided by the Company's share registry
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	0 – 7.1  3,651,190 – 7.1A

+ See chapter 19 for defined terms.

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+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.

21 March 2017

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Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)

Number	+Class
62,718,262	Ordinary Shares (HZR)
15,277,550	Listed Options (HZRO) (exercise price \$0.30, expiry date 31 December 2018)

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

Number	+Class
	<b><u>Restricted Securities:</u></b> Restricted until 2 December 2017
10,219,837	<b>Ordinary shares</b>
	<b><u>Unlisted Options*:</u></b>
11,350,000	- Series A
4,850,000	- Series C
4,450,000	- Series D
10,000,000	- Series E
	<b><u>Unrestricted Securities:</u></b>
	<b><u>Unlisted Options*:</u></b>
150,000	- Series A
400,000	- Series C
400,000	- Series D
1,150,000	- Series F
2,200,000	- Series G
4,166,667	- Series H

\* Refer to Annexure 2 for a Summary of Unlisted Option Terms.

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Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

There is no immediate intention to declare or distribute dividends.

+ See chapter 19 for defined terms.

## 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
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  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A

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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 <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

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+ See chapter 19 for defined terms.

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|----|--|-----|
| 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

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+ See chapter 19 for defined terms.

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 +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"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	+Class		
Number	+Class					

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+ See chapter 19 for defined terms.



### 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: .....Date: 21 March 2017  
(Company secretary)  
Print name: Emma Waldon

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+ See chapter 19 for defined terms.

## 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	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	64,537,002
<b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	3,750 – issue of shares on exercise of listed options (HZRO), 30 June 2016 33,632 – issue of shares on exercise of listed options (HZRO), 29 July 2016 11,132 – issue of shares on exercise of listed options (HZRO), 1 September 2016 13,000 – issue of shares on exercise of listed options (HZRO), 9 November 2016 6,250 – issue of shares on exercise of listed options (HZRO), 21 March 2017
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	64,604,766

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	9,690,714
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of <sup>+</sup>equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• This applies to equity securities, unless specifically excluded – not just ordinary securities</li> <li>• Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	<p>4,166,667 – unlisted Series H options issued on 21 March 2017</p> <p>5,524,047 – ordinary shares issued on 21 March 2017</p>
<b>“C”</b>	
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p><b>“A” x 0.15</b></p> <p><i>Note: number must be same as shown in Step 2</i></p>	9,690,714
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	9,690,714
<b>Total [“A” x 0.15] – “C”</b>	0  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

<sup>+</sup> See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	64,604,766
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	6,460,476
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• 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</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	2,809,286 – ordinary shares issued on 21 March 2017
<b>“E”</b>	2,809,286

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<sup>+</sup> See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10  <i>Note: number must be same as shown in Step 2</i>	6,460,476
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	2,809,286
<b>Total</b> [“A” x 0.10] – “E”	3,651,190  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.

## Appendix 3B – Annexure 2

### Summary of Unlisted Option Terms

1. The **Series A Options** have an exercise price of 25 cents and an expiry date of 31 December 2017. The Series A Options are primary Options which upon exercise of each Series A Option result in the issue of one Share and one Series B Option (a secondary Option). A Series B Option has an exercise price of 40 cents and an expiry date of 31 December 2020.
2. The **Series C Options** have an exercise price of 25 cents and an expiry date of 31 December 2018.
3. The **Series D Options** have an exercise price of 40 cents and an expiry date of 31 December 2019. They vest 18 months after the Company is admitted to the Official List (2 June 2017) provided the holder has continued to be engaged as an employee, contractor, consultant or Board member prior to the vesting date.
4. The **Series E Options** have the same terms as the Listed Options (HZRO) with an exercise price of 30 cents and an expiry date of 31 December 2018.
5. The **Series F Options** have an exercise price of 55 cents and an expiry date of 30 June 2019. They vest 6 months (31 December 2016) after appointment provided the holder has continued to be engaged as an employee, contractor, consultant or Board member prior to the vesting date.
6. The **Series G Options** have an exercise price of 75 cents and an expiry date of 30 June 2020. The Series G options have a range of vesting dates. The options vest if the holder has continued to be engaged as an employee, contractor, consultant or Board member prior to the vesting date.
7. The **Series H Options** have an exercise price of 70 cents and an expiry date of 31 December 2019.

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+ See chapter 19 for defined terms.