

# 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

**ENTELLECT LIMITED**

ABN

**41 009 221 783**

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  | Fully paid ordinary shares   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 30,000,000   |
| 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) | The fully paid ordinary shares are of the same class and rank with all other shares on issue |
| 4 | Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?<br><br>If the additional +securities do   | The fully paid ordinary shares are of the same class and rank with all other shares on issue |

+ See chapter 19 for defined terms.

not rank equally, please state:

- 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

--

5	Issue price or consideration	\$0.001 per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	To raise funds for the on-going working capital requirements of the Company.
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 2012
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	30,000,000 ordinary shares
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	Nil

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, the issue price of the securities issued is at least 75% of the 15 day VWAP. The issue date is 30 October 2013. The VWAP as calculated under rule 7.1A.3 is \$0.001 and the issue price is \$0.001, which represents 100% of the 15 day VWAP. The source of the VWAP calculation is Orient Capital Pty Ltd.				
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	See Annexure 1				
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.	30 October 2013				
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="774 1097 1069 1142">Number</th> <th data-bbox="1077 1097 1370 1142">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="774 1142 1069 1265">1,801,122,932</td> <td data-bbox="1077 1142 1370 1265">Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	1,801,122,932	Fully paid ordinary shares
Number	+Class					
1,801,122,932	Fully paid ordinary shares					
9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="774 1310 1069 1355">Number</th> <th data-bbox="1077 1310 1370 1355">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="774 1355 1069 1478">25</td> <td data-bbox="1077 1355 1370 1478">Convertible notes</td> </tr> </tbody> </table>	Number	+Class	25	Convertible notes
Number	+Class					
25	Convertible notes					
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Rank equally				

## Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A

+ See chapter 19 for defined terms.

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  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	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 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
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

---

+ See chapter 19 for defined terms.

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 

N/A
-----

39 +Class of +securities for which quotation is sought 

N/A
-----

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:  
 • 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

N/A
-----

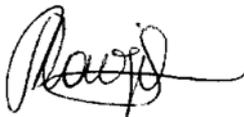
41 Reason for request for quotation now  
  
 Example: In the case of restricted securities, end of restriction period  
  
 (if issued upon conversion of another +security, clearly identify that other +security)

N/A
-----

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	N/A	N/A

## 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.



**SOPHIE KARZIS**  
Company Secretary  
30 October 2013

---

+ 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

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<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	<b>985,337,932</b> fully paid ordinary shares
<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> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<ul style="list-style-type: none"> <li>▪ 84,785,000 issued under a SPP on 27 December 2012</li> <li>▪ 100,000,000 issued on 30 April 2013</li> <li>▪ 100,518,420 issued on 11 March 2013</li> <li>▪ 70,481,580 issued on 11 March 2013</li> <li>▪ 60,000,000 issued on 27 December 2012</li> <li>▪ 200,000,000 issued on 29 July 2013</li> </ul> <p>N/A</p>
<b>Subtract</b> the number of fully paid *ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	<b>1,601,122,932</b>
<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	<b>240,168,440</b>
<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 +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>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<ul style="list-style-type: none"> <li>▪ 20 convertible notes, with a value of \$25,000 each, (and an aggregate value of \$500,000) which if collectively converted at the lowest possible conversion price of \$0.005, will be converted to <b>100,000,000</b> underlying conversion shares*.</li> </ul> <p><i>*these conversion shares have NOT been issued by the Company.</i></p> <ul style="list-style-type: none"> <li>▪ 5 convertible notes, with a value of 100,000 each, (and an aggregate value of \$500,000) <b>which</b> if collectively converted at the lowest possible conversion price of \$0.005, will be converted to <b>100,000,000</b> underlying conversion shares*.</li> </ul> <p><i>*these conversion shares have NOT been issued by the Company</i></p> <ul style="list-style-type: none"> <li>▪ <b>10,168,440</b> ordinary shares issued on 7 June 2013</li> <li>▪ <b>30,000,000</b> ordinary shares issued on 5 August 2013</li> </ul>
<p><b>“C”</b></p>	<p><b>240,168,440</b></p>
<p><b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b></p>	
<p>“A” x 0.15 <i>Note: number must be same as shown in Step 2</i></p>	<p><b>240,168,440</b></p>
<p><b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i></p>	<p><b>240,168,440</b></p>
<p><b>Total</b> [“A” x 0.15] – “C”</p>	<p><b>0</b> <i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ 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>	<b>1,601,122,932</b>
<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>	<b>160,112,293</b>
<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 +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"> <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>	<ul style="list-style-type: none"> <li>▪ <b>14,831,560</b> ordinary shares issued on 7 June 2013</li> <li>▪ <b>35,000,000</b> ordinary shares issued on 5 August 2013</li> <li>▪ <b>80,000,000</b> ordinary shares issued on 24 October 2013</li> <li>▪ <b>30,000,000</b> ordinary shares issued on 30 October 2013</li> </ul>
<b>“E”</b>	<b>159,831,560</b>
<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	<b>160,112,293</b>
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	<b>159,831,560</b>
<b>Total</b> [“A” x 0.10] – “E”	<b>280,733</b> <i>Note: this is the remaining placement capacity under rule 7.1A</i>

## **ADDITIONAL INFORMATION REQUIRED UNDER ASX LISTING RULE 3.10.5A**

Entellect Limited provides the following information as required under ASX Listing Rule 3.10.5A as follows:

- (a) Dilution to existing shareholders as a result of the shares issued pursuant to the placement under Listing Rule 7.1A (30,000,000 shares) is 1.67%.
- (b) The Company issued shares to a sophisticated investor as it was considered to be a more efficient and expedient manner to raise the funds for general working capital purposes.
- (c) No underwriting arrangements were entered into in relation to the placement.
- (d) No fees or commissions were payable in relation to the placement.

---

+ See chapter 19 for defined terms.