

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

IOT Group Limited (IOT)

ABN

66 140 475 921

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  | Options over ordinary class shares   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 7,750,000 options over ordinary class shares.  |
| 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) | 7,750,000 options over ordinary class shares comprising:<br><br>A. 7,500,000 options over ordinary shares<br>• Exercise price of 9 cents/option.<br>• Expiry date – 31 December 2022<br>• Vest immediately upon issue<br>• \$Nil consideration<br><br>B. 250,000 options over ordinary shares<br>• Exercise price of 9 cents/option.<br>• Expiry date – 31 December 2022<br>• Vest immediately upon issue<br>• \$Nil consideration |

+ 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>Options over ordinary class shares – NO</p> <p>The Options over ordinary class shares, if exercised, then entitle the beneficiary to ordinary class shares that rank equally to an existing class of quoted securities.</p>
<p>5 Issue price or consideration</p>	<p>Options (over ordinary class shares) - \$Nil consideration</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>7,750,000 options over ordinary class shares comprising:</p> <ul style="list-style-type: none"> <li>• 7,500,000 options over ordinary shares - services to be provided.</li> <li>• 250,000 options over ordinary shares – assistance provided in capital raisings.</li> </ul>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>7,750,000 options over ordinary class securities</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Nil</p>
<p>6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>Nil</p>

+ See chapter 19 for defined terms.

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.	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	LR 7.1: 16,675,324 LR 7.1A: N/A	
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.	7,750,000 options over ordinary class shares comprising: <ul style="list-style-type: none"> <li>• 7,500,000 options over ordinary shares Issued 17 August 2016</li> <li>• 250,000 options over ordinary shares Issued 17 August 2016</li> </ul>	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	463,828,419	+Class Ordinary class

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<p>9 Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (including the <sup>+</sup>securities in section 2 if applicable)</p>	<ul style="list-style-type: none"> <li>• 5,756,095</li> <li>• 77,072,254</li> <li>• 181,766,210</li> <li>• 4,515,776</li> <li>• 22,578,878</li> <li>• 30,105,171</li> <li>• 4,000,000</li> <li>• 30,000,000</li> </ul>	<ul style="list-style-type: none"> <li>• Unlisted Options at 3.6 cents expiring 31 December 2017.</li> <li>• Restricted securities – fully paid shares escrowed for 24 months from date of ASX reinstatement.</li> <li>• Restricted securities – fully paid shares escrowed for 12 months from date of issue.</li> <li>• Unlisted options exercisable at 7 cents/option expiring 30 June 2019.</li> <li>• Unlisted options exercisable at 7 cents/option expiring 30 June 2019, escrowed for 24 months from date of ASX reinstatement.</li> <li>• Restricted securities - Unlisted options exercisable at 7 cents/option expiring 30 June 2019, escrowed for 12 months from date of their issue.</li> <li>• Unlisted options exercisable upon achievement of sales targets in the period ending 30 June 2017. 7 cents exercise price.</li> <li>• Unlisted Director options.</li> </ul>
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+ See chapter 19 for defined terms.

	<p>Exercise price = number of Options X P</p> <p>P = 2 X ISP (volume weighted average price of a Company share sold on ASX during 5 trading days prior to the date of issue of Options).</p> <p>Options will vest immediately after their issue and can be exercised at any time prior to 31 December 2022, after which any vested but unexpired Options will lapse.</p> <p>If employment of Directors is terminated for any reason, they may retain all vested Options.</p> <ul style="list-style-type: none"> <li>• 15,500,000 <ul style="list-style-type: none"> <li>• Unlisted Senior Management options – details per unlisted Director options.</li> <li>• Unlisted Senior management options- per Unlisted Senior Management options above.</li> </ul> </li> </ul> <p>Vesting condition – the sale (and collection of proceeds) of 100,000 ROAM-e (of any style) by the company by the end of the Vesting Period (14 June 2016 to 30 June 2017).</p> <ul style="list-style-type: none"> <li>• Unlisted staff options</li> </ul>
<ul style="list-style-type: none"> <li>• 1,200,000</li> </ul>	<p>Exercise price = \$0.09119/Option. Price determined by taking weighted average price of an IOT share sold on the ASX during the 5 days immediately prior to the date of issue of the Option (14 June</p>

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<ul style="list-style-type: none"> <li>• 7,750,000</li> </ul>	<p>2016)</p> <p>Vesting condition – the sale (and collection of proceeds) of 100,000 ROAM-e (of any style) by the company by the end of the Vesting Period (14 June 2016 to 30 June 2017).</p> <p>Cessation of employment – Rule 9 ('good' leaver or 'bad' leaver rules of The IOT Group Option Plan) applies.</p> <p>Unlisted options exercisable at 9 cents/option expiring 31 December 2022</p>
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10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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**Part 2 - Pro rata issue – N/A**

11 Is security holder approval required?	
12 Is the issue renounceable or non-renounceable?	
13 Ratio in which the +securities will be offered	
14 +Class of +securities to which the offer relates	
15 +Record date to determine entitlements	
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17 Policy for deciding entitlements in relation to fractions	
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.	

+ See chapter 19 for defined terms.

19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	+ Issue date	

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### Part 3 - Quotation of securities - N/A

You need only complete this section if you are applying for quotation of securities

34 Type of <sup>+</sup>securities  
(tick one)

(a)  <sup>+</sup>Securities described in Part 1

(b)  All other <sup>+</sup>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 – N/A

Tick to indicate you are providing the information or documents

35 If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders - N/A

36 If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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  
  
N/A

37  A copy of any trust deed for the additional <sup>+</sup>securities – N/A

### Entities that have ticked box 34(b) – N/A

38 Number of <sup>+</sup>securities for which <sup>+</sup>quotation is sought

39 <sup>+</sup>Class of <sup>+</sup>securities for which quotation is sought

40 Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?  
If the additional <sup>+</sup>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

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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)		
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	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: \_\_\_\_\_  
Ron Hollands – Secretary

Date: 17 August 2016

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**Appendix 3B – Annexure 1**

**Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities – N/A**

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	105,265,375 (pre 11 January 2016 2:1 share consolidation basis)
<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>	23,500,000 – Issued 3 August 2015 32,499,063 – Issued 2 November 2015 489,659,944 – issued 17 & 18 March 2016 The issue of the following securities was approved by shareholder on 30 June 2016 at the Annual General Meeting (Resolution 5): 21,071,429 (18 March 2016) 937,500 (18 March 2016) 4,250,000 (19 April 2016) 4,000,000 (3 May 2016) 6,757,231 (12 May 2016) 2,000,000 (17 May 2016) <u>420,000</u> (18 May 2016 and 24 May 2016). 39,436,160 85,537,340 (14 July 2016) Sub total (all of above) – 670,632,507
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	80,632,188 (share consolidation on 2:1 basis)
<b>“A”</b>	695,265,694

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	104,289,854
<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>Note:</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>	<p>2,000,000 (20 June 2016)</p> <p>77,190 (11 July 2016)</p> <p>85,537,340 (14 July 2016)</p>
“C”	<b>87,614,530</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	104,289,854
<b>Subtract</b> “C” <i>Note: number must be same as shown in Step 3</i>	<b>87,614,530</b>
<b>Total</b> [“A” x 0.15] – “C”	16,675,324 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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**Part 2 – N/A**

<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>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>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<p><i>Insert</i> number of <sup>+</sup>equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p><i>Notes:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – 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>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</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>“E”</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>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	
<b>Total [“A” x 0.10] – “E”</b>	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.