



ABN 98 084 370 669

23 May 2016

ASX Market Announcements
ASX Limited
20 Bridge Street
Sydney NSW 2000

Appendix 3B and Section 708A(5) Notice

Further to the announcement on 16 May 2016, Yowie Group Limited ("**the Company**" or "**Yowie**") is pleased to advise that the placement of 35,555,556 ordinary fully paid shares ("**Shares**") at an issue price of 90 cents per Share ("**Placement**") has been completed.

The Shares have been issued under the Company's available placement capacity under ASX Listing Rules 7.1 (26,688,287 Shares) and 7.1A (8,867,269 Shares).

In accordance with the requirements of ASX Listing Rule 7.1A.4, the Company advises the following particulars in respect to the issue of 8,867,269 Shares pursuant to ASX Listing Rule 7.1A:

(a) Details of dilution:

The dilutive effect of the Placement on existing shareholders of the Company is as follows:

	Shares	Dilution
Shares on issue pre Placement	170,816,819	
Shares issued under LR 7.1 capacity	26,688,287	12.9%
Shares issued under LR 7.1A capacity	8,867,269	4.3%
Total Shares on issue post Placement	206,372,375	
Total dilution effect		17.2%

(b) Reasons for issue of Shares as a placement under rule 7.1A:

The Company completed the placement under rule 7.1A so as to secure selected sophisticated and professional investors with a long term commitment to the Company, together with other potential value add.

(c) Details of any underwriting arrangements:

Not applicable

(d) Details of other fees:

A fee of 4% is payable on the amount raised.

Head Office

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Level 45, 108 St Georges Terrace,
Perth WA 6000

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Phone +61 8 9486 7066
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An Appendix 3B in relation to the issue of the securities is attached.

Section 708A(5) Notice

The Company gives this notice pursuant to Section 708A(5)(e) of the *Corporations Act 2001* (the "Act").

The Shares were issued without disclosure to investors under Part 6D.2, in reliance of Section 708A (5) of the Act.

The Company, as at the date of this notice, has complied with:

- (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
- (b) Section 674 of the Act.

As at the date of this notice, there is no "excluded information" (as defined in Section 708A(7) and (8) of the Act), required to be disclosed by the Company other than that the Company is actively recruiting for additional management personnel which may result, in due course, in material appointments being announced by the Company.

Yours faithfully

N J Bassett
Company Secretary

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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

Yowie Group Limited

ABN

98 084 370 669

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 | 35,555,556 |
| 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) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	<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"> • 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 	<p>Yes – The shares will rank equally in all respects with fully paid shares currently on issue.</p>
5	Issue price or consideration	\$0.90 per share
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The funds under the Placement will be used for working capital and, in particular, for the continued rollout of the Yowie product in the US.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
6b	The date the security holder resolution under rule 7.1A was passed	23 November 2015
6c	Number of +securities issued without security holder approval under rule 7.1	26,688,287

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	8,867,269	
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: - Issue date: 23 May 2016 - Issue price: \$0.90 - 15 day VWAP: \$0.923 - VWAP source: IRESS	
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	Rule 7.1: Nil Rule 7.1A: 8,924,922	
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.	20 May 2016	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		206,372,375	Fully paid ordinary shares

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Refer to Annexure A
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company may pay dividends to ordinary shareholders as the Directors resolve.

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

+ See chapter 19 for defined terms.

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	N/A

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

	balance?	<input type="text"/>
32	How do security holders dispose of their entitlements (except by sale through a broker)?	<input type="text" value="N/A"/>
33	⁺ Issue date	<input type="text" value="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

⁺ See chapter 19 for defined terms.

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

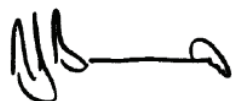
+ See chapter 19 for defined terms.

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:



Company Secretary

Date: 23 May 2016.

Print name: Neville John Bassett

+ 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	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	145,750,299
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	<u>Issues under an exception to rule 7.2</u> Refer to Annexure B 31,443,826 <u>Approved by Shareholders</u> Issue of shares 21/7/15 (ratified 6/8/15) 500,000 Issue of shares 10/8/15 (ratified 23/11/15) 227,794
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	177,921,919

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	26,688,287
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert 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"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Issue of Shares (23/05/2016): 26,688,287
“C”	26,688,287
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	26,688,287
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	26,688,287
Total [“A” x 0.15] – “C”	<p>Nil</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	177,921,919
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	17,792,191
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items 	Issue of Shares (23/05/16): 8,867,269
“E”	8,867,269

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	17,792,191
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	8,867,269
Total [“A” x 0.10] – “E”	8,924,922 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Annexure A

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

Number	Class
420,000,000	\$0.285 options expiring 30 June 2017
1,375,000	\$0.90 options expiring 31 December 2017
300,000	\$1.05 options expiring 31 December 2017 (vesting 30 April 2016)
325,000	\$1.05 options expiring 31 December 2017 (vesting 30 September 2016)
2,800,000	\$0.766 options expiring 31 December 2017
1,000,000	\$1.05 options expiring 31 December 2017 (vesting 1 February 2016)
825,000	\$0.766 options expiring 31 December 2017 (vesting 31 December 2015)
1,125,000	\$0.90 options expiring 31 December 2017 (vesting 31 December 2016)
1,275,000	\$1.05 options expiring 31 December 2017 (vesting 30 June 2017)
320,000	\$1.15 options expiring 31 December 2017 (vesting 30 September 2016)
640,000	\$1.25 options expiring 31 December 2017 (vesting 30 September 2016)
200,000	\$1.51 options expiring 24 August 2018 (vesting 24 August 2016)
400,000	\$1.63 options expiring 24 August 2018 (vesting 24 August 2017)
75,000	\$1.40 options expiring 8 September 2018 (vesting 8 September 2016)
125,000	\$1.51 options expiring 8 September 2018 (vesting 8 September 2017)
2,991,324	Achievement Award Performance Rights expiring 31 August 2017
320,499	LTI Award Performance Rights expiring 31 August 2017
320,499	LTI Award Performance Rights expiring 31 August 2018

+ See chapter 19 for defined terms.

Annexure B

Issues under an exception to rule 7.2

Issue of ordinary shares on exercise of options (10/6/15)	35,000
Issue of ordinary shares on exercise of options (26/6/15)	50,000
Issue of ordinary shares on exercise of options (2/7/15)	4,145,000
Issue of ordinary shares on exercise of options (7/7/15)	43,000
Issue of ordinary shares on exercise of options (16/7/15)	102,999
Issue of ordinary shares on exercise of options (21/7/15)	1,729,101
Issue of ordinary shares on exercise of options (24/7/15)	1,309,565
Issue of ordinary shares on exercise of options (29/7/15)	190,000
Issue of ordinary shares on exercise of options (3/8/15)	105,407
Issue of ordinary shares on exercise of options (5/8/15)	957,500
Issue of ordinary shares on exercise of options (6/8/15)	500,000
Issue of ordinary shares on exercise of options (12/8/15)	107,500
Issue of ordinary shares on exercise of options (24/8/15)	129,985
Issue of ordinary shares on exercise of options (10/9/15)	112,500
Issue of ordinary shares on exercise of options (14/9/15)	1,245,350
Issue of ordinary shares on exercise of options (21/9/15)	85,000
Issue of ordinary shares on exercise of options (29/9/15)	287,999
Issue of ordinary shares on exercise of options (6/10/15)	174,125
Issue of ordinary shares on exercise of options (12/10/15)	1,150,000
Issue of ordinary shares on exercise of options (21/10/15)	207,424
Issue of ordinary shares on exercise of options (27/10/15)	2,057,704
Issue of ordinary shares on exercise of options (4/11/15)	403,930
Issue of ordinary shares on exercise of options (17/11/15)	943,750
Issue of ordinary shares on exercise of options (19/11/15)	3,062,500
Issue of ordinary shares on exercise of options (23/11/15)	829,525
Issue of ordinary shares on exercise of options (30/11/15)	1,410,599
Issue of ordinary shares on exercise of options (7/12/15)	2,232,580
Issue of ordinary shares on exercise of options (9/12/15)	1,603,452
Issue of ordinary shares on exercise of options (11/12/15)	1,417,000
Issue of ordinary shares on exercise of options (14/12/15)	1,109,326
Issue of ordinary shares on exercise of options (16/12/15)	2,961,223
Issue of ordinary shares on exercise of options (18/12/15)	1,014,782
Total	31,443,826

+ See chapter 19 for defined terms.