



The Manager
Company Announcements Office
ASX Limited

SHARE PURCHASE PLAN OFFER BOOKLET

1 June 2017, Adelaide: LBT Innovations Ltd (ASX: LBT) wishes to advise that the attached Share Purchase Plan Offer Booklet and Application Form is being mailed to Eligible Shareholders today.

– ENDS –

About LBT Innovations

LBT Innovations (LBT) improves patient outcomes by making healthcare more efficient. Based in Adelaide, South Australia, the Company has two world class-leading products in microbiology automation: MicroStreak®, which provides automated culture plate streaking and Automated Plate Assessment System (APAS®). Based on LBT's intelligent imaging and interpretative software, US FDA-cleared APAS® automates imaging, analysis and interpretation of culture plates following incubation. LBT has entered into a joint venture Clever Culture Systems AG (CCS) with Hettich Holding Beteiligungs- und Verwaltungs-GmbH to commercialise APAS® products. LBT's third product WoundVue® is in early development; this is a proposed automated solution to assist in the management of chronic wounds.

CONTACTS

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LBT INNOVATIONS

ACN 107 670 673

LBT Innovations

Share Purchase Plan Offer

To Raise \$3,000,000

Closing Date: 5.00pm (ACST) on Friday, 30 June 2017

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Key Dates

Record Date The date that eligibility to participate in the SPP is determined.	Monday, 22 May 2017
Announcement Date The date the SPP is announced to the ASX.	Tuesday, 23 May 2017
Opening Date & Despatch of the Offer Documents The date that Offer documents are sent to Eligible Shareholders and the SPP opens.	Thursday, 1 June 2017
Closing Date (5.00pm ACST) The date the SPP closes. Applications and payments must be received by 5pm (ACST) on this date.	Friday, 30 June 2017
Issue Date The date shares are allotted.	Monday, 10 July 2017
Share Trading Date The date on which it is expected that shares will commence trading on the ASX.	Tuesday, 11 July 2017
Holding Statement Date The date on which holding statements are sent to shareholders.	Wednesday, 12 July 2017

This timetable is indicative only and LBT may, at its discretion, vary any of the above dates by sending a revised timetable to the ASX. All times are ACST.

This document is important and requires your immediate attention. Carefully read this Offer Booklet in full and consult your stockbroker, solicitor, accountant, licensed financial adviser or other professional adviser if you are in any doubt as to what to do.

This document is not a prospectus. It does not contain all information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the SPP Shares offered by this document. This Offer Booklet does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder.

If you do not lodge an Application Form for SPP Shares by 5.00pm (ACST) on Friday, 30 June 2017 you will not be issued SPP Shares in LBT Innovations Limited (ASX:LBT).

You should read this booklet in full.

The terms and conditions of the Share Purchase Plan are provided in this booklet (**Booklet**). This Booklet contains important information. You should read this Booklet in full and seek advice from your stockbroker, accountant or other professional adviser if you have any questions about your investment in LBT or about the impact of the transactions described in this Booklet. If you have any questions in relation to how to participate in the SPP after reading this Booklet, please contact LBT on +61 8 227 1555.

This Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs.

Participation in the SPP is only open to holders of fully paid ordinary shares in LBT at 7.00pm (ACST) on Monday 22 May 2017 and whose address on the share register is in Australia or New Zealand provided that such shareholder is not in the United States or acting for the account or benefit of a person in the United States. The SPP is also being extended to eligible shareholders of LBT who are custodians to participate in the SPP on behalf of certain eligible beneficiaries on the terms and conditions set out in this Booklet.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Letter from the CEO & Managing Director

30 May 2017

Dear Shareholder,

On behalf of the Directors of LBT Innovations Limited (**LBT**), I am pleased to offer you the opportunity to participate in the LBT Share Purchase Plan (**SPP**). The SPP allows Eligible Shareholders to subscribe for up to \$15,000 worth of new ordinary shares in LBT (**SPP Shares**), without incurring brokerage or other transaction costs.

Getting our technology to the market is the motivation behind this SPP, which will allow the company to retain an appropriate level of cash. Additionally it is in part seeking to address Shareholder feedback following the most recent placements in December 2016 and January 2017 (Placement), by providing all LBT Shareholders with an opportunity to invest in the company ahead of what we expect to be a very successful six months of hitting important milestones.

The SPP aims to raise up to \$3 million and is not underwritten. LBT may determine to raise a higher amount, subject to a maximum of \$6 million (representing 23,076,923 shares). If valid applications for the SPP are received in excess of \$6 million, a pro rata scale-back will be undertaken and excess application monies will be refunded to each participant.

The SPP is not underwritten, however the Board reserves the right to undertake a placement of any shortfall to individual sophisticated investors or professional investors, utilising available capacity under ASX Listing Rules 7.1 and 7.1A.

All eligible Directors are committed to the SPP and will fully subscribe to the offer.

Use of Proceeds

Through our 50/50 owned Joint Venture Company Clever Culture Systems AG (CCS), the past six months have been focused on accelerating the engineering development of APAS[®] Independence and APAS[®] Incubot, which was communicated in December 2016 at the time the Placement was announced. The progress against the key milestones outlined at that time have been achieved as planned, noting specifically the delivery of a functioning APAS[®] Independence demonstration instrument at the European Congress of Clinical Microbiology and Infectious Diseases (ECCMID) in Vienna during 22-25 April, 2017.

Following my return from ECCMID, I am pleased to report that stakeholders remain enthusiastic and impressed with our software technology, instrument footprint and design. These instrument characteristics remain unique in the marketplace, with no competing product and therefore meet an unmet need within the market. With its high throughput, consistency and reproducibility, the APAS[®] Independence instrument creates a more efficient laboratory workflow.

At the time of writing, we are on the cusp of showcasing APAS[®] Independence at the American Society of Microbiology meeting which we expect to be as successful as ECCMID. As planned, we will have showcased a working instrument at the two largest Microbiology conferences of the year, covering both European and North American markets, which are the largest markets globally and ensure that a large number of stakeholders - both end customers and potential distributions partners are aware that the unique technology and instrument will be available at the end of 2017 calendar year.

These milestones are the most significant achievement for the company so far in 2017 and sets the company up to be successful in finalising the engineering activities to bring the instrument to market at the end of 2017 calendar year.

The proceeds of the SPP will be used specifically to support the infrastructure required for distribution agreements such as service support, training and ongoing field service and maintenance. There is also a requirement to conduct market acceptance trials in reference laboratories. The next six months are shaping up to be very exciting for CCS, and in turn for LBT. Our efforts are now focused on commercialisation activities that are required to support global distribution. The following important milestones are expected to be achieved over the coming months:

- June 2017: CCS showcasing APAS® Independence at booth #1200 at Microbe 2017 (New Orleans 1st – 5th);
- Q3 CY 2017: Announcement of distribution partner(s) in focused global launch markets;
- Q3 CY 2017: Commencement of market acceptance trials of APAS® Independence in reference laboratories;
- Q3 CY 2017: Commencement of WoundVue® trial with partner;
- Q4 CY 2017: Publications of cost utility studies from key opinion leader laboratories;
- Q4 CY 2017: Development of product and service marketing activities, including training programs delivered to support pre-sales.

Issue Price

The SPP provides you with an opportunity to increase your holding of LBT shares at an Issue Price of \$0.26 per share which represents a 13.3% discount to the closing price of \$0.30 on the day prior to the Announcement Date, and a 14.0% discount to the volume weighted average price of LBT shares traded on the ASX over the five days preceding the Announcement Date (Tuesday, 23 May 2017).

You may apply for a parcel of SPP Shares valued at up to \$15,000. As noted above, applications may be subject to a pro rata scale-back.

Participation

Participation in the SPP is optional and open to Eligible Shareholders, including Eligible Shareholders who are custodians on behalf of Eligible Beneficiaries on the terms and conditions set out in the Booklet.

Your right to participate in the SPP is not transferable.

All SPP Shares will rank equally with existing shares in LBT.

The terms and conditions of the SPP are provided in the Booklet. I urge you to read these materials in their entirety, and seek your own financial and taxation advice in relation to the SPP before you decide whether to participate.

How to apply

The SPP opens on Thursday, 1 June 2017 and is expected to close at 5.00pm (ACST) on Friday, 30 June 2017. SPP Shares are expected to be issued and commence trading on the ASX on Tuesday, 11 July 2017.

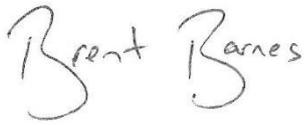
To apply for SPP Shares you must either:

- > Complete and return the personalised Application Form, together with payment via cheque; or
- > Make a payment directly via BPAY (you do not need to return an Application Form under this option).

If you have any questions in relation to how to participate in the SPP, please contact LBT on +61 8 227 1555 or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in LBT through the SPP is appropriate for you, please contact your stockbroker, accountant, or other professional adviser.

On behalf of the Board, I thank you for your continued support, and invite you to consider participating in the SPP.

Yours sincerely,

A handwritten signature in black ink that reads "Brent Barnes". The signature is written in a cursive style with a large, prominent initial "B".

Brent Barnes

Chief Executive Officer & Managing Director

Important Notice and Disclaimer

This Booklet does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

The offer of SPP Shares under the SPP is made in accordance with ASIC Class Order 09/425 which grants relief from the requirement for LBT to provide prospectus disclosure in relation to the SPP. This Booklet is not a prospectus under Chapter 6D of the Corporations Act. Accordingly, the level of disclosure in this Offer Booklet is significantly less than that required in a prospectus or other disclosure document. Eligible Shareholders should therefore rely upon their own knowledge of LBT, refer to disclosures made by it to the ASX, and refer to their professional advisers before deciding whether to participate in the SPP.

The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas LBT Shareholders. Shareholders who are not resident in Australia or New Zealand will not be able to participate in the SPP. This Offer Booklet does not constitute an offer in any place which, or to any person whom, it would not be lawful to make such an offer. Excluded Shareholders (being Shareholders with their registered addresses outside Australia and New Zealand as at the Record Date) will not be provided with this Offer Booklet and will not be able to participate in the SPP.

No person is authorised to give any information or make any representations in connection with the SPP other than as contained in this Offer Booklet. Any information or representation in connection with the SPP not contained in this Offer Booklet is not, and may not be relied on as having been, authorised by LBT (or any of its officers).

New Zealand

The SPP Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of LBT at the Record Date with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on The Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority. This Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States

This Booklet may not be released or distributed in the United States. The SPP Shares have not been and will not be registered under the US Securities Act of 1933 (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States. The SPP Shares may not be offered, sold or otherwise transferred in the United States except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction in the United States.

Key SPP Information

You should read this section in conjunction with the attached Terms and Conditions of the SPP set out on pages 12 to 16.

1. What is the share purchase plan or SPP?

The SPP is a way in which Eligible Shareholders of LBT may subscribe for SPP Shares without brokerage or other transaction costs. Eligible Shareholders may apply the following parcels of SPP Shares, up to a maximum of \$15,000.

\$1,500 of Shares

(5,769 Shares at \$0.26)

\$3,000 of Shares

(11,538 Shares at \$0.26)

\$5,000 of Shares

(19,230 Shares at \$0.26)

\$7,500 of Shares

(28,846 Shares at \$0.26)

\$10,000 of Shares

(38,461 Shares at \$0.26)

\$15,000 of Shares

(57,692 Shares at \$0.26)

2. What will happen if the SPP is oversubscribed?

LBT has set a maximum aggregate amount for applications of \$6 million, representing 23,076,923 Shares (**Offer Limit**). If the aggregate number of Shares validly applied for by Eligible Shareholders exceeds the Offer Limit, then the number of Shares you will be issued will be scaled-back substantially on a pro-rata basis, subject to such adjustments as the Board determines appropriate. The pro-rata calculation is as follows:

$$P \times L / S$$

Where:

P is the relevant parcel applied for by you;

L is the Offer Limit; and

S is the actual aggregate number of Shares validly applied for by Eligible Shareholders.

Fractional entitlements will be rounded down.

If the number of Shares you applied for is scaled-back, the excess application monies will be refunded to you by cheque, as soon as practicable following the Allocation Date. The amount refunded will be calculated by multiplying the Issue Price by the difference between the number of Shares you are allocated and the number of Shares you applied for.

3. Do I have to participate in the SPP?

Participation in the SPP is entirely voluntary.

Before you decide whether to participate in the SPP, LBT recommends you seek independent financial advice from your stockbroker, accountant or other professional adviser.

4. What is the Issue Price of the SPP Shares?

The Issue Price of the SPP Shares is \$0.26 per Share.

The SPP is in part seeking to address Shareholder feedback following the most recent placements in December 2016 and January 2017, by providing an opportunity for LBT Shareholders to participate in a capital raise. The Directors consider the SPP issue price of \$0.26 to be comparable to the terms of those earlier placements. Refer ASX announcement on 2 December 2016.

The Issue Price of \$0.26 represents a discount of:

- > 13.3% to the closing price of \$0.30 on the day prior to the Announcement Date; and
- > 14.0% to the \$0.3024 volume weighted average price of LBT shares traded on the ASX over the five days preceding the Announcement Date.

There is a risk that the market price of Shares may rise or fall between the date of this Booklet and the time of issue of SPP Shares under the SPP. This means that the price that you pay per Share pursuant to the SPP may be either higher or lower than the market price of the Shares at the Opening Date or at the time the Shares are allotted, or otherwise allocated, to you under the SPP.

Your application is unconditional and may not be withdrawn even if the market price of Shares is less than the Issue Price.

5. Who is eligible to participate in the SPP?

Those Shareholders who are registered holders of Shares at 7.00pm (ACST) on Monday, 22 May 2017 with a registered address in either Australia or New Zealand are eligible to participate, provided that such Shareholder is not in the United States, or acting for the account or benefit of a person in the United States at the time the Offer is made or accepted (**Eligible Shareholder**).

The SPP is also being extended to Eligible Shareholders who are Custodians to participate in the SPP on behalf of Eligible Beneficiaries on the terms and conditions provided in this Booklet.

LBT has decided that it is unreasonable to make the Offer to Shareholders, other than the Eligible Shareholders (**Excluded Shareholders**), having regard to the number and value of SPP Shares the Excluded Shareholders would be offered, and the costs of complying with the relevant legal and regulatory requirements in those jurisdictions outside Australia and New Zealand.

6. Can my offer under the SPP be transferred to a third party?

The offer cannot be transferred.

7. How do I apply for SPP Shares?

If you wish to participate in the SPP, you need to do one of the following:

Option 1: Pay via BPAY®

To pay via BPAY® you will need to:

- > Use the personalised reference number which is required to identify your shareholding:
 - a) shown on your personalised Application Form which accompanies this Booklet; or
 - b) available online at www.investorcentre.com by logging in with your SRN/HIN;
- > be an account holder with an Australian financial institution; and
- > ensure that your payment for the appropriate amount that supports BPAY transactions is received by the Registry before 5.00pm (ACST) Friday, 30 June 2017. Financial institutions may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment.

If you are paying via BPAY there is no need to return the Application Form but in making payment via the BPAY facility you will be taken to have made an application and represented to LBT that at the time of your payment the total price does not exceed \$15,000 for:

- > Shares that are the subject of your payment; and
- > any other shares in the class received by you under the SPP or any similar arrangement in the 12 months before the payment (excluding shares applied for but not issued).

Option 2: Pay by cheque

Please complete the personalised Application Form which accompanies this Booklet and return it with your cheque made payable to “LBT Innovations Limited”, drawn on an Australian financial institution and crossed “Not Negotiable” in the enclosed reply envelope to:

Computershare Investor Services Pty Limited
GPO Box 2987
Adelaide SA 5001
Australia

Shareholders in New Zealand will need to affix the appropriate postage to the reply envelope.

Your completed Application Form and cheque for the appropriate amount must be received by the Registry prior to the close of the SPP Offer at 5.00pm (ACST) Friday, 30 June 2017.

8. What are the key dates for the SPP?

Record Date (date that eligibility to participate in the SPP is determined)	7.00pm (ACST) Monday, 22 May 2017
Opening Date	Thursday, 1 June 2017
Closing Date	5.00pm (ACST) Friday, 30 June 2017
Issue Date	Monday, 10 July 2017
Commencement of trading on the ASX	Tuesday, 11 July 2017
SPP holding statements despatched	Wednesday, 12 July 2017

LBT reserves the right to vary these times and dates in its absolute discretion by sending a revised timetable to ASX. All times are ACST.

9. What are the rights attached to SPP Shares issued under the SPP?

SPP Shares will rank equally with all other Shares on issue.

10. What do I do if I am a Custodian?

The SPP is being extended to Eligible Shareholders who are Custodians and who wish to apply for SPP Shares on behalf of certain Eligible Beneficiaries.

The SPP is being offered to Custodians as the registered Shareholder. Custodians are not required to participate on behalf of their Eligible Beneficiaries. Custodians may choose whether or not to extend the SPP to their Eligible Beneficiaries.

If you wish to apply as a Custodian under the SPP to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit an additional "**Custodian Certificate**" that contains further certifications and details (as required under the terms of ASIC Class Order 09/0425) before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected. By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP Shares, you certify (amongst other things) that each Eligible Beneficiary has not exceeded the \$15,000 limit.

To request a Custodian Certificate or for further information about the custodian application process, please contact please contact the share registry on 1800 095 862.

Each Custodian must not participate in the SPP on behalf of, and must not distribute this Booklet or any documents relating to this SPP to any person in the United States.

A Custodian will be ineligible to participate in the SPP if their participation would be in breach of ASIC Class Order 09/425.

11. Will I receive notification of my issue?

The Registry will send you a holding statement on or around Wednesday, 12 July 2017 which will include details of the number of SPP Shares issued to you, your total holding of Shares and the Issue Price of the SPP Shares.

12. Where can I get more information on the SPP?

If you have any questions in relation to how to participate in the SPP, please contact please contact LBT on +61 8 227 1555 or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in LBT through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

Terms and Conditions of the SPP

Important Notice

If you participate in the SPP by completing and returning the Application Form or by making a payment by BPAY, you are accepting the risk that the market price of Shares may change between the Record Date, the date on which you send in the Application Form or make a payment by BPAY and the Issue Date. This means that, up to and/or after the Issue Date, you may be able to buy Shares on the ASX at a lower price than the Issue Price.

Please read these terms and conditions carefully, as you will be bound by them in participating in the SPP. Shareholders accepting the SPP Offer will also be bound by the constitution of LBT.

The Important notice and disclaimer, Key Dates, and Key SPP Information sections of this Booklet form part of these terms and conditions.

1. Offer

- 1.1. LBT Innovations Limited (**LBT**) offers each Eligible Shareholder the opportunity to purchase up to \$15,000 worth of SPP Shares under the Share Purchase Plan (**SPP**) subject to and in accordance with the terms and conditions set out below.
- 1.2. In these terms and conditions, the “**SPP Offer**” means the offer in clause 1.1.
- 1.3. The SPP Offer opens on Thursday, 1 June 2017 and closes at 5.00pm (ACST) on Friday, 30 June 2017 (or such other date as LBT determines, in its absolute discretion).
- 1.4. If you choose not to participate in the SPP, your right to participate lapses at the Closing Date, being 5.00pm (ACST) on Friday, 30 June 2017 (or such other date as LBT determines, in its absolute discretion).
- 1.5. The SPP Offer is non-transferrable and, therefore, Eligible Shareholders cannot transfer their right to purchase SPP Shares to a third party.
- 1.6. The SPP Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.
- 1.7. All references to \$ or dollars in this Booklet are references to Australian dollars unless otherwise indicated.

2. Eligible Shareholders

- 2.1. You are eligible to participate in the SPP Offer if you:

- a) were registered on the Register as a Shareholder at 7.00pm (ACST) on Monday, 22 May 2017 (**Record Date**);
- b) have a registered address in either Australia or New Zealand at that time; and
- c) are not in the United States and are not acting for the account or benefit of a person in the United States.

2.2. The SPP is also extended to Eligible Shareholders who are Custodians, in accordance with clauses 3.2 and 4.5 below.

2.3. The SPP Offer is not made to Shareholders with a registered address outside Australia or New Zealand.

3. Joint holders/Custodians

- 3.1. If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification given by any of them is taken to be a certification given by all of them.
- 3.2. Subject to these terms and conditions, Eligible Shareholders who are Custodians may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian is holding Shares.

4. Applications for SPP Shares

- 4.1. Eligible Shareholders may apply for SPP Shares in the following increments and must be for a minimum of \$1,500 and a maximum of \$15,000.
 - \$1,500 (5,769 Shares)
 - \$3,000 (11,538 Shares)
 - \$5,000 (19,230 Shares)
 - \$7,500 (28,846 Shares)
 - \$10,000 (38,461 Shares)
 - \$15,000 (57,692 Shares)
- 4.2. No brokerage or other transaction costs will apply to the acquisition of SPP Shares.
- 4.3. Eligible Shareholders who wish to apply for SPP Shares must either;
 - a) complete the enclosed Application Form and forward it with a cheque drawn for the appropriate amount from an Australian financial institution made payable to “LBT

Innovations Limited” and cross “Not Negotiable” in the enclosed business reply envelope so that it is received prior to 5.00pm (ACST) on Friday, 30 June 2017. Shareholders in New Zealand will need to affix the appropriate postage to the reply paid envelope; or

- b) make a payment for the appropriate amount via BPAY in accordance with the instructions on the Application Form so that it is received prior to 5.00pm (ACST) on Friday, 30 June 2017.

4.4. If you are paying via BPAY at the time of making your payment via the BPAY facility you will be taken to have made an application and represented to LBT that the total price does not exceed \$15,000 for:

- a) shares that are the subject of your payment; and
- b) any other shares in the class received by you under the SPP or any similar arrangement in the 12 months before the payment (excluding shares applied for but not issued).

4.5. Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with an aggregate value of more than \$15,000.

4.6. If you wish to subscribe for SPP Shares as a Custodian for one or more Eligible Beneficiaries, you must also complete and submit an additional Custodian Certificate that contains further certifications and details (required under the terms of ASIC Class Order 09/425) before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected. Custodians cannot accept the offer by payment via BPAY unless they have previously provided to LBT the Custodian Certificate.

4.7. LBT and its officers and agents, may accept or reject your application for SPP Shares in whole or in part at their discretion including, without limitation, if;

- a) your application does not comply with these terms and conditions;
- b) it appears you are not an Eligible Shareholder;
- c) your Application Form and cheque or BPAY payment is not received by the Registry by the Closing Date;

- d) if paying by cheque, your Application Form is incomplete or incorrectly completed or is otherwise determined by LBT to be invalid.
- e) your cheque is dishonoured or has been incorrectly completed;
- f) it appears that you are applying to purchase more than \$15,000 worth of SPP Shares in aggregate (including as a result of Shares you hold directly, jointly or through a custodian or nominee arrangement) or your application is not for the prescribed increments in clause 4.1;
- g) Payment of the application monies is not submitted in Australian currency or, if payment is made by cheque, the cheque is not drawn on an Australian financial institution; or
- h) The amount of your BPAY payment or cheque is not equal to the amount of your application. If this occurs, LBT will:
 - i. refund in full your application monies and not allot any SPP Shares to you; or
 - ii. allot to you the number of SPP Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your payment and refund to you the excess of your application monies.

4.8. If you are entitled to a refund of all or any of your application monies, the refund will be paid to you, without interest, as soon as practicable:

- a) by cheque; or
- b) by returning your Application Form and cheque, if not processed, to your registered address (as recorded on the Registry).

5. Issue Price

5.1. The Issue Price per SPP Share will be \$0.26.

5.2. The current Share price can be obtained from the ASX and is listed in the financial and business section of major daily newspapers circulating in Australia.

5.3. You agree to pay the Issue Price per SPP Share for your nominated increments per clause 4.1 or, if there is a scale back, the number of SPP Shares calculated under clause 8.

6. Issue

6.1. SPP Shares will be issued on the Issue Date.

6.2. SPP Shares will rank equally with the existing Shares as at the Issue Date.

6.3. LBT will apply to ASX for the quotation of SPP Shares. It is anticipated that SPP Shares will be quoted on the ASX immediately after their issue.

6.4. The Registry will send you a holding statement, confirming the issue of SPP Shares, on or around Wednesday, 12 July 2017.

7. Acknowledgements

By returning an Application Form with a cheque or making a payment via BPAY, you

- a) are deemed to have accepted the SPP Offer and you irrevocably and unconditionally agree to the terms and conditions of the SPP and the term and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- b) warrant that all details and statements in your application are true and complete and not misleading;
- c) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn);
- d) warrant that you are an Eligible Shareholder and are eligible to participate in the SPP;
- e) acknowledge that no interest will be paid on any application monies held pending the issue of SPP Shares or subsequently refunded to you for any reason;
- f) acknowledge that LBT and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- g) agree to pay the Issue Price per SPP Share up to the maximum of:
 - i. the value you have selected on the Application Form; or
 - ii. the maximum value of your BPAY payment or cheque;
- h) acknowledge and agree that:
 - i. you are not in the United States and are not acting for the account or benefit of a person in the United States;
 - ii. the SPP Shares have not been, and will not be, registered under the Securities Act or the Securities laws of any state or other jurisdiction of the United States, and accordingly, the SPP Shares may not be offered, sold or otherwise transferred without registration under the Securities

Act or unless the SPP Shares are offered, sold or otherwise transferred in a transaction exempt from, or not subject to, the registration requirements of the Securities Act, and any other applicable securities laws;

- iii. you have not, and will not, send this Booklet or any materials relating to the SPP to any person in the United States;
- iv. if in the future you decide to sell or otherwise transfer the SPP Shares, you will only do so in the regular way for transactions on the ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
- v. if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand, and you have not sent this Booklet, or any materials relating to the SPP to any person outside Australia and New Zealand;
- i) if you are applying on your own behalf (and not as a Custodian) acknowledge and agree that:
 - i. you are not applying for SPP Shares with an application price of more than \$15,000 under the SPP (including by instructing a Custodian to acquire SPP Shares on your behalf under the SPP);
 - ii. the total of the application price for the following does not exceed \$15,000
 - A. the SPP Shares the subject of the application;
 - B. any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application;
 - C. any other SPP Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
 - D. any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on

- your behalf under an arrangement similar to the SPP;
- j) if you are a Custodian and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
 - i. you are a Custodian (as that term is defined in ASIC Class Order 09/425);
 - ii. you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for SPP Shares on their behalf under the SPP and that the Eligible Beneficiary has been given a copy of this Booklet;
 - iii. you are not applying for SPP Shares on behalf of any Eligible Beneficiary with an application price of more than \$15,000 under the SPP; and
 - iv. the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
 - k) accept the risk associated with any refund that may be dispatched to you by cheque to your address shown on the Register;
 - l) are responsible for any dishonour fees or other costs LBT may incur in presenting a cheque for payment which is dishonoured;
 - m) agree to be bound by the constitution of LBT in respect of SPP Shares (as amended and as it may be amended from time to time in the future);
 - n) you acknowledge that none of LBT, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice.
 - o) you authorise LBT, and its officers and agents, to do anything on your behalf necessary for SPP Shares to be issued to you in accordance with these terms and conditions;
 - p) you acknowledge that LBT may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective; and
 - q) you authorise LBT, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form by the insertion of any missing minor detail.

8. Scale Back

- 8.1. LBT may in its discretion undertake a scale back of applications for SPP Shares to the extent and in the manner it sees fit.
- 8.2. If there is a scale back you may receive less than the parcel of SPP Shares for which you have applied.
- 8.3. If a scale back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be allotted will be rounded down to the nearest whole number of SPP Shares.
- 8.4. If there is a scale back, the difference between the application monies received from you, and the number of SPP Shares allocated to you multiplied by the Issue Price, will be refunded to you without interest.

9. Dispute resolution

- 9.1. LBT may settle, in any manner it deems appropriate, any difficulties, anomalies, or disputes which may arise in connection with, or by reason of, the operation of the SPP whether generally or in relation to any participant for any application for SPP Shares, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.
- 9.2. The powers of LBT under these terms and conditions may be exercised by the Directors or any delegate or representative of the Directors.

10. Variation and termination

- 10.1. LBT reserves the right at any time to:
 - a) amend or vary these terms and conditions;
 - b) waive strict compliance with any provision of these terms and conditions;
 - c) withdraw the SPP Offer or suspend or terminate the SPP;
 - d) vary the timetable for the SPP, including the Closing Date; and
 - e) not accept an application, not issue SPP Shares or issue SPP Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a custodian applying on behalf of its Eligible Beneficiaries).
- 10.2. In the event that the SPP is withdrawn or terminated all application monies will be refunded. No interest will be paid on any money returned to you.

11. Privacy policy

- 11.1. Chapter 2C of the Corporations Act requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a securityholder. The Privacy Amendment (Private Sector) Act 2000 does not alter these statutory obligations.
- 11.2. LBT and the Registry may collect personal information to process your application, implement the SPP and administer your Shareholding. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.
- 11.3. Your personal information may be disclosed to joint investors, the Registry, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of LBT and its agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located from overseas.
- 11.4. Computershare Investor Services Limited's privacy policy is available on their website:
www.computershare.com.au
or by emailing the Privacy Officer
at privacy@computershare.com.au

12. Underwriting

The SPP is not underwritten. LBT reserves the right to undertake a placement of any shortfall below the stated maximum SPP funds raised of \$6 million, to individual sophisticated investors or professional investors, utilising available capacity under ASX Listing Rules 7.1 and 7.1A.

13. Governing law

These terms and conditions are governed by the laws in force in South Australia. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP Offer, will be determined by the courts of South Australia. By accepting the SPP Offer, you agree to submit to the non-exclusive jurisdiction of the courts in South Australia. Other terms and conditions, rights and obligations of SPP Shares are contained in the constitution of LBT. The terms and conditions of the SPP prevail to the extent of any inconsistency with the Application Form.

Glossary

The following definitions apply throughout this Booklet unless the context requires otherwise.

ACST	Australian Central Standard Time.
Announcement Date	Tuesday, 23 May 2017, being the date the SPP was first announced to the ASX.
Application Form	your personalised application form enclosed with this Booklet.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691 or the market operated by it as the context requires.
Beneficiary	a person on whose behalf a Custodian is holding Shares at 7.00pm (ACST) on Monday, 22 May 2017.
Closing Date	5.00pm (ACST) on Friday, 30 June 2017 (or such other date as LBT determines, in its absolute discretion).
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Custodian	a custodian as defined in paragraph 14 of ASIC Class Order 09/425.
Custodian Certificate	a certificate complying with paragraph 9 of ASIC Class Order 09/425.
Director	a director of LBT.
Eligible Beneficiary	a Beneficiary with a registered address in either Australia or New Zealand, provided that such Beneficiary is not in the United States.
Eligible Shareholder	a Shareholder who is a registered holder of Shares at 7.00pm (ACST) on Monday, 22 May 2017 with a registered address in either Australia or New Zealand, provided that such Shareholder is not in the United States or acting for the account or benefit of a person in the United States.
Issue Date	Monday, 10 July 2017 (or such other date as LBT determines, in its absolute discretion).
Issue Price	the price per SPP Share of \$0.26.
LBT	LBT Innovations Limited ABN 95 107 670 673.
Offer Limit	a maximum aggregate amount of applications of \$6 million to be accepted under the SPP Offer, representing 23,076,923 Shares at the Issue Price of \$0.26.
Opening Date	Thursday, 1 June 2017.
Record Date	7.00pm (ACST) on Monday, 22 May 2017.
Register	the register of Shareholders.
Share	a fully paid ordinary share in LBT.
SPP	the share purchase plan offer made to Eligible Shareholders under this Booklet.
SPP Offer	the offer in clause 1.1 of the terms and conditions of the SPP.



LBT INNOVATIONS

LBT Innovations Limited

ACN 107 670 673

For all enquiries:

Phone:



(within Australia) 08 8227 1555
(outside Australia) 61 8 8227 1555

Web:



www.investorcentre.com/contact

Make your payment:



See overleaf for details of the Offer and how to make your payment

Share Purchase Plan Application Form

 **Your payment must be received by 5.00pm (ACST) Friday 30 June 2017**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of LBT Innovations Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for LBT Innovations Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the SPP Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed \$15,000.

LBT Innovations Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by LBT Innovations Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. LBT Innovations Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where LBT Innovations Limited does not notify you of that event.

Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**LBT Innovations Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

LBT Innovations Limited Share Purchase Plan Application Form
Payment must be received by 5.00pm (ACST) Friday 30 June 2017

© Registered to BPAY Pty Limited ABN 69 079 137 518

Turn over for details of the Offer →

Share Purchase Plan Application Form

STEP 1

Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name:

Offer Details: Record date: **22 May 2017**
Minimum value available to purchase: **\$1,500**
Maximum value available to purchase: **\$15,000**

STEP 2

Make Your Payment



Bill Code: 267526
Ref No: 1234 5678 9123 4567 89

Pay by Mail:



Make your cheque, bank draft or money order payable to "**LBT Innovations Limited**" and cross "**Not Negotiable**".

Return your cheque with the below payment slip to:

Computershare Investor Services Pty Limited
GPO BOX 2987 Adelaide South Australia 5001 Australia

Contact your financial institution to make your payment from your cheque or savings account.

Lodgement of Acceptance

If you are applying for SPP Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5.00pm (ACST) Friday 30 June 2017. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor LBT Innovations Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5.00pm (ACST) Friday 30 June 2017. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor LBT Innovations Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

Purchase Details for LBT Innovations Limited (choose one option)

\$1,500 (5,769 Shares) OR \$3,000 (11,538 Shares) OR \$5,000 (19,230 Shares)
 \$7,500 (28,846 Shares) OR \$10,000 (38,461 Shares) OR \$15,000 (57,692 Shares)

Payment must be received by 5.00pm (ACST) Friday 30 June 2017

Contact Details

Contact Name _____ Daytime Telephone _____

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$

123456789123456789+000000001-5002+15