

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 | Fully paid ordinary shares and options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 3,500,000 fully paid ordinary shares
40,000,000 options |
| 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) | <p>3,500,000 fully paid ordinary class shares issued at a deemed issue price of 0.9 cents per share for consulting services provided.</p> <p>40,000,000 options comprising of:</p> <ul style="list-style-type: none"> • 20,000,000 options exercisable at \$0.05 each on or before 31 December 2027; and • 20,000,000 options exercisable at \$0.075 each on or before 31 December 2027. <p>The options were issued to Directors, Sean Neylon, John Forder and Steven Kaylicos (or</p> |

+ See chapter 19 for defined terms.

	<p>their nominees) pursuant to shareholder approval obtained on 15 December 2017. The issue price of the options is \$0.0001 per option.</p> <p>All above options vest upon issue and may be retained by respective holder should employment be terminated.</p>	
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>Shares – Yes</p> <p>Options – no, however shares issued on exercise of the options rank equally with existing fully paid ordinary shares</p>
5	Issue price or consideration	<p>The shares were issued at a deemed issue price of 0.9 cents per share (total deemed consideration \$31,500) in consideration for consulting services provided to the Company.</p> <p>The options were issued at an issue price of \$0.0001 per option (\$4,000 total).</p>
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The shares were issued in consideration for consulting services provided to the Company.</p> <p>The options were issued pursuant to shareholder approval obtained on 15 December 2017 (resolutions 2-4). The Company has introduced the IoT Group Option Plan to assist in the reward, motivation and retention of personnel (including executives and eligible employees) and to drive Company growth and therefore, shareholder returns.</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>	Yes

6b	The date the security holder resolution under rule 7.1A was passed	31 May 2017				
6c	Number of +securities issued without security holder approval under rule 7.1	Nil				
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil				
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	3,500,000 fully paid ordinary class shares issued pursuant to resolution 5 put to members at a shareholder meeting held on 15 December 2017. 40,000,000 options issued pursuant to resolutions 2,3 and 4 put to members at a shareholder meeting held on 15 December 2017.				
6f	Number of +securities issued under an exception in rule 7.2	N/A				
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	LR7.1 – 34,852,195 LR7.1A – 27,168,130				
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.	17 January 2018				
8	Number and +class of all +securities quoted on ASX	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>877,401,214</td><td>Fully paid ordinary shares</td></tr></table>	Number	+Class	877,401,214	Fully paid ordinary shares
Number	+Class					
877,401,214	Fully paid ordinary shares					

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(including the ⁺securities in section 2 if applicable)

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

Number	⁺ Class
49,356,644	Fully paid ordinary shares (escrowed to 24 March 2018)
100,626,668	Fully paid ordinary shares (escrowed to 18 March 2018)
34,620,947	Options (\$0.07, 30 June 2019)
12,042,068	Options (\$0.07, 30 June 2019) (escrowed until 24 March 2018)
17,500,000	Director Options (\$0.18238, 31 December 2022).
15,500,000	Senior Management Options (\$0.18238, 31 December 2022)
7,750,000	Options (\$0.09, 31 December 2022)
20,000,000	Director Options (\$0.09, 31 December 2022).
7,500,000	Director Options (\$0.03505, 31 December 2022).
21,000,000	Senior Management Options (\$0.10, 31 December 2022).
3,000,000	Sales Agent Options (\$0.3505, 31 December 2018).
6,000,000	Staff Options (\$0.3505, 31 December 2018).
20,000,000	Senior Management Options (\$0.05, 31 December 2027).
10,000,000	Senior Management Options (\$0.075, 31 December 2027).
10,000,000	Senior Management Options (\$0.10, 31 December 2027).
5,000,000	Invoice Finance Options (\$0.015, 30 June 2019)

58,200,000	Loyalty Options (\$0.0125, 31 December 2019)
20,000,000	Director Options (\$0.05, 31 December 2027).
10,000,000	Director Options (\$0.075, 31 December 2027).
10,000,000	Director Options (\$0.10, 31 December 2027).

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

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

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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?	

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32 How do security holders dispose of their entitlements (except by sale through a broker)?

33 ⁺Issue date

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					
39	+Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> 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 					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ 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:
Ron Hollands - Company secretary

Date: ...18 January 2018

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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	483,828,419 Shares 77,072,254 Shares ¹ 181,766,210 Shares ² 742,666,883 ¹ Shares escrowed until 18 March 2018. ² Shares escrowed until 24 March 2018.																												
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 	The following securities were either issued with shareholder approval obtained on 31 March 2017 or 15 December 2017 or their issue was ratified on the aforementioned dates. <table border="1"> <thead> <tr> <th>Quantity</th><th>Issue Date</th></tr> </thead> <tbody> <tr><td>70,416,666</td><td>(23/06/2017)</td></tr> <tr><td>2,000,000</td><td>(23/06/2017)</td></tr> <tr><td>19,569,472</td><td>(14/09/2017)</td></tr> <tr><td>5,500,000</td><td>(4/10/2017)</td></tr> <tr><td>23,333,333</td><td>(15/12/2017)</td></tr> <tr><td>8,409,597</td><td>(18/12/2017)</td></tr> <tr><td>42,537,685</td><td>(18/12/2017)</td></tr> <tr><td>15,555,556</td><td>(20/12/2017)</td></tr> <tr><td>17,647,059</td><td>(21/12/2017)</td></tr> <tr><td>5,700,000</td><td>(21/12/2017)</td></tr> <tr><td>23,529,412</td><td>(29/12/2017)</td></tr> <tr><td>1,031,250</td><td>(10/01/2018)</td></tr> <tr><td>3,500,000</td><td>(17/01/2018)</td></tr> </tbody> </table> 238,730,030	Quantity	Issue Date	70,416,666	(23/06/2017)	2,000,000	(23/06/2017)	19,569,472	(14/09/2017)	5,500,000	(4/10/2017)	23,333,333	(15/12/2017)	8,409,597	(18/12/2017)	42,537,685	(18/12/2017)	15,555,556	(20/12/2017)	17,647,059	(21/12/2017)	5,700,000	(21/12/2017)	23,529,412	(29/12/2017)	1,031,250	(10/01/2018)	3,500,000	(17/01/2018)
Quantity	Issue Date																												
70,416,666	(23/06/2017)																												
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19,569,472	(14/09/2017)																												
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15,555,556	(20/12/2017)																												
17,647,059	(21/12/2017)																												
5,700,000	(21/12/2017)																												
23,529,412	(29/12/2017)																												
1,031,250	(10/01/2018)																												
3,500,000	(17/01/2018)																												
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	27,715,610 (Cancelled pursuant to a Resolution 1 of a meeting of Shareholders held on 31 March 2017.)																												
“A”	953,681,303																												

+ 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	143,052,195																														
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><i>Note:</i></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> 	<table border="1"> <thead> <tr> <th>Quantity</th> <th></th> <th>Issue date</th> </tr> </thead> <tbody> <tr> <td>21,000,000</td> <td>Options</td> <td>20/02/2017</td> </tr> <tr> <td>3,000,000</td> <td>Options</td> <td>20/02/2017</td> </tr> <tr> <td>13,200,000</td> <td>Options</td> <td>20/02/2017</td> </tr> <tr> <td>20,000,000</td> <td>Options</td> <td>15/03/2017</td> </tr> <tr> <td>20,000,000</td> <td>Options</td> <td>19/10/2017</td> </tr> <tr> <td>10,000,000</td> <td>Options</td> <td>19/10/2017</td> </tr> <tr> <td>10,000,000</td> <td>Options</td> <td>19/10/2017</td> </tr> <tr> <td>6,000,000</td> <td>Shares</td> <td>10/11/2017</td> </tr> <tr> <td>5,000,000</td> <td>Options</td> <td>11/12/2017</td> </tr> </tbody> </table>	Quantity		Issue date	21,000,000	Options	20/02/2017	3,000,000	Options	20/02/2017	13,200,000	Options	20/02/2017	20,000,000	Options	15/03/2017	20,000,000	Options	19/10/2017	10,000,000	Options	19/10/2017	10,000,000	Options	19/10/2017	6,000,000	Shares	10/11/2017	5,000,000	Options	11/12/2017
Quantity		Issue date																													
21,000,000	Options	20/02/2017																													
3,000,000	Options	20/02/2017																													
13,200,000	Options	20/02/2017																													
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20,000,000	Options	19/10/2017																													
10,000,000	Options	19/10/2017																													
10,000,000	Options	19/10/2017																													
6,000,000	Shares	10/11/2017																													
5,000,000	Options	11/12/2017																													
“C”	108,200,000																														
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1																															
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	143,052,195																														
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	108,200,000																														
Total [“A” x 0.15] – “C”	34,852,195 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>																														

+ 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>	953,681,303				
Step 2: Calculate 10% of “A”					
“D”	0.10 <i>Note: this value cannot be changed</i>				
Multiply “A” by 0.10	95,368,130				
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 <i>Notes:</i> <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 	<table border="1"> <tbody> <tr> <td>58,200,000</td> <td>(23 October 2017)</td> </tr> <tr> <td>10,000,000</td> <td>(11 December 2017)</td> </tr> </tbody> </table>	58,200,000	(23 October 2017)	10,000,000	(11 December 2017)
58,200,000	(23 October 2017)				
10,000,000	(11 December 2017)				
“E”	68,200,000				

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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>	95,368,130
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	68,200,000
Total [“A” x 0.10] – “E”	27,168,130 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.