

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

TV2U International Limited

ABN

73 110 184 355

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 | Listed Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 97,226,088 |
| 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) | Listed options exercisable at \$0.02 each on or before 30 March 2021 |

+ See chapter 19 for defined terms.

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<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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>No, however on exercise of the Options into fully paid ordinary shares, the issued shares will rank equally with existing shares currently on issue in the Company.</p>
<p>5 Issue price or consideration</p>	<p>\$0.001</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issue of New Options under the Prospectus – Options Placement dated 12 April 2019, issued as a shortfall placement.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>29 November 2018</p>

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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)	97,226,088 (as approved by shareholders at the General Meeting held on 22 March 2019)
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.	Not applicable
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	Not applicable
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	Refer to Annexure 1
7	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	13 June 2019

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	Number	+Class
8	2,378,774,779	Fully Paid Ordinary Shares (ASX Code: TV2)
	346,835,647	Listed options exercisable at \$0.02 each on or before 30 March 2021 (ASX Code: TV2OA)

	Number	+Class
9	428,571,428	Class B Performance Shares will convert into FPOS on a one for one basis in the event that EBITDA is greater than or equal to \$10 million (in any rolling 12-month period) within three years of settlement.
	62,500,000	Unlisted Options exercisable at \$0.011 each, expiring 18 September 2021
	1	First Convertible Security, issued under the Convertible Funding Agreement dated 15 September 2018 with Lind Asset Management XIII, LLC in relation to a \$1,500,000 drawdown (less commitment fee) announced to ASX on 17 September 2018. The convertible security has a face value of \$1,800,000 and an 18-month term. The convertible security is repayable in accordance with the Convertible Security Funding Agreement as summarised in the Company's ASX announcement on 17 September 2018. The maximum number of fully paid ordinary shares that may be issued in relation to conversions of the First Convertible Security is 98,956,971.

+ See chapter 19 for defined terms.

5,500,000	Unlisted Options exercisable at \$0.02, expiring 27 December 2021
60,000,000	Unlisted Options exercisable at \$0.007 each on or before 23 January 2022
9,900,000	Unlisted Options exercisable at \$0.0065 each on or before 22 February 2022
13,200,000	Unlisted Options exercisable at \$0.0065 each on or before 29 March 2022
1	Secured Convertible Security issued under the Share Purchase and Convertible Security Agreement dated 23 January 2019 (Agreement) with Lind Asset Management XIII, LLC in relation to a \$500,000 drawdown (less commitment fee) announced to ASX on 23 January 2019. The convertible security has a face value of \$600,000 and a 24-month term. The Convertible Security is repayable in accordance with the Agreement as summarised in the Company's ASX Announcement on 23 January 2019. The maximum number of fully paid ordinary shares that may be issued in relation to conversions of the Convertible Security is 313,253,716.
10,312,500	Unlisted Options exercisable at \$0.0052 each on or before 1 May 2022
16,500,000	Unlisted Options exercisable at \$0.0039 each on or before 29 May 2022

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Not Applicable

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue – DELETED AS NOT APPLICABLE

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

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

⁺ See chapter 19 for defined terms.

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	<p>Number and +class of all +securities quoted on ASX (including the +securities in clause 38)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr style="height: 100px;"> <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: Date: 14 June 2019
Company Secretary

Print name: Sophie Raven

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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	1,957,840,434
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 	15,864,520 FPOS – 18 June 2018 26,134,249 FPOS – 18 July 2018 3,518,909 FPOS – 4 September 2018 30,000,000 FPOS – issued under the Convertible Security Funding Agreement on 18 September 2018 15,000,000 FPOS – 24 December 2018 40,000,000 FPOS – 24 December 2018 40,000,000 Collateral Shares issued on 23 January 2019 (approved by shareholders on 22 March 2019) 30,000,000 First Tranche Shares – issued on 26 February 2019 (approved by shareholders on 22 March 2019) 40,000,000 Second Tranche Shares – issued on 29 March 2019 (approved by shareholders on 22 March 2019) 30,000,000 Shares – issued on 3 May 2019 under the Convertible Security Funding Agreement dated 18 September 2018 (approved by shareholders on 29 November 2018)
Note: <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 	

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	<p>31,250,000 Third Tranche Shares – issued on 3 May 2019 (approved by shareholders on 22 March 2019)</p> <p>16,666,667 Shares – issued on 5 June 2019 (approved by shareholders on 22 March 2019)</p> <p>40,000,000 Shares – issued on 4 June 2019 under the Convertible Security Funding Agreement dated 18 September 2018 (approved by shareholders on 29 November 2018)</p> <p>50,000,000 Fourth Tranche Shares - issued on 5 June 2019 (approved by shareholders on 22 March 2019)</p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	2,366,274,779
Step 2: Calculate 15% of “A”	
“B”	<p>0.15</p> <p><i>[Note: this value cannot be changed]</i></p>
Multiply “A” by 0.15	354,941,216
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> 	<p>12,500,000 FPOS – 1 April 2019</p> <p>12,091,216 maximum securities agreed to be issued without shareholder approval under the Lind Agreement (being 313,253,716 securities less the 40,000,000 Collateral Shares, 60,000,000 Unlisted Options, 30,000,000 First Tranche Shares, 9,900,000 First Tranche Options, 40,000,000 Second Tranche Shares, 13,200,000 Second Tranche Options, 31,250,000 Third Tranche Shares, 10,312,500 Third Tranche Options, 50,000,000 Fourth Tranche Shares and 16,500,000 Fourth Tranche Options, already issued and approved by shareholders)</p>

+ See chapter 19 for defined terms.

“C”	24,591,216
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>	354,941,216
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	24,591,216
Total [“A” x 0.15] – “C”	330,350,000 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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>	2,366,274,779
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	236,627,477
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"> <i>This applies to equity securities – not just ordinary securities</i> 	Nil

+ See chapter 19 for defined terms.

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<ul style="list-style-type: none"> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	Nil
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>	236,627,477
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	236,627,477

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