

Wednesday 16th November 2016

Company Announcements Platform
Australian Securities Exchange
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

**TIKFORCE LIMITED
COMPLETION OF PLACEMENT AND ANNOUNCEMENT OF A PRO-RATA
NON-RENOUNCEABLE ENTITLEMENT ISSUE**

Further to an Announcement by the Company on 31st October 2016, TikForce Limited (ACN 106 240 475) (**Company**) is pleased to advise:

- (a) the completion of the \$500,000 Placement of 10,000,000 Shares at \$0.05 to sophisticated and professional investors (issued today), plus 10,000,000 free attaching Options (to be issued under an offer under the Prospectus described below); and
- (b) the Company is undertaking a 1 for 4 pro rata non-renounceable entitlement issue (**Entitlement Issue** or **Offer**) of approximately 33,941,891 fully paid ordinary shares (**New Share**) to raise approximately \$1,697,094, plus 16,970,945 free attaching Options exercisable at \$0.11 on or before 31 May 2018 on the basis of 1 Option for every 2 New Shares issued. The price of New Shares under the Offer is \$0.05 each. The Company today lodged a prospectus for the Offer (**Prospectus**) with ASIC.

The record date for the Entitlement Issue is Monday 21st November 2016 (**Record Date**) in accordance with the timetable below.

New Shares issued under the Rights Issue will rank equally with existing shares. The terms and conditions of the free attaching Options are set out in the Prospectus. The Company will apply for official quotation of the New Shares and Options.

Option holders are not entitled to participate in the Entitlement Issue without first exercising their options to be registered as a Shareholder on the Record Date, in accordance with the terms and conditions of their options.

An Appendix 3B, in respect of the Entitlement Issue and Placement Shares accompanies this announcement.

The Offer is fully underwritten by CPS Capital Group Pty Ltd (**Underwriter**). The Company must pay the Underwriter an underwriting fee of 6% of the funds underwritten, plus 16,000,000 Options exercisable at \$0.11 on or before 31 May 2018 (subject to relevant shareholder and regulatory approvals). The Company must also reimburse the Underwriter for costs incidental to the Offer. Full details of the underwriting arrangements and the potential impact on the Company are outlined in the attached Prospectus. Refer to Section 5.4.2 of the Prospectus for details regarding the terms of the Underwriting Agreement.

TikForce Limited

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West Perth
Western Australia

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West Perth, WA 6879

p 1800 732 543
w tikforce.com

abn 74 106 240 475

Key dates for the Offer

Event	Date
Announcement of Entitlements Issue, Appendix 3B and Prospectus (lodgement of Prospectus with ASIC)	Wednesday 16 November 2016
Notice Sent to Security Holders	Wednesday 16 November 2016
Ex Date (date from which securities commence trading without the entitlement to participate in the Offer)	Friday 18 November 2016
Record Date (date for determining entitlements of eligible shareholders to participate in the Offer as at 5:00pm (WST))	Monday 21 November 2016
Prospectus Dispatched to Shareholders (expected date of dispatch of Prospectus, entitlement and acceptance forms)	Tuesday 22 November 2016
Entitlement Issue Opens	Tuesday 22 November 2016
Closing Date* 5pm (WST)	Tuesday 6 December 2016
New Shares and Options quoted on a deferred settlement basis	Wednesday 7 December 2016
ASX Notified of Shortfall and Underwriting	Friday 9 December 2016
Issue Date** Deferred settlement trading ends	Tuesday 13 December 2016
Dispatch Holding Statements**	Wednesday 14 December 2016

**Subject to the Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer at their discretion in conjunction with the Underwriter. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the Securities.*

*** Dates are indicative only*

Proposed Use of Funds

Funds raised from the Placement and the Rights Issue will be used for purposes including:

- working capital for projects with long and intensive development requirements;
- supporting enterprise level integration of the continuous rollout of the TikForce platform;
- developing the TikForce platform;
- marketing and sales expenses related to the TikForce platform; and
- strengthening TikForce's balance sheet.

Refer to the Prospectus for further details.

Information required under ASX Listing Rule 3.10.5A

The Company provides the information as required under ASX Listing Rule 3.10.5A as follows:

- (a) The dilution to existing shareholders as a result of the Placement:
 - (i) Under Listing Rule 7.1 is 5.28%; and
 - (ii) Under Listing Rule 7.1A is 10.00%,
being a total dilution to existing shareholders as a result of the Placement of 15.28%.
- (b) The Company issued shares to the Placees as it was considered to be a more efficient and expedient method for raising immediate funds to achieve its stated objectives. The

Placement did not expose the Company to market volatility that may have been experienced over a more protracted process such as a pro-rata issue. The Company is offering eligible Shareholders the opportunity to participate in a further capital raising of the Company following the Placement, being the Entitlement Issue;

(c) No underwriting arrangements were in place for the Placement.

(d) A placement fee is payable of 6% of the funds raised under the Placement, 8mil Shares, and 12m performance rights. Refer to Section 5.4.1 of the Prospectus for further details.

Securityholders with queries concerning the Entitlement Issue, should contact their financial adviser. For general information concerning the Entitlement Issue, Securityholders can contact the Company on 1800 732 543 from 8.30am to 5.00pm WST, Monday to Friday.

Roland Berzins
Company Secretary

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

Tikforce Limited

ABN

74 106 240 475

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 | (a) Fully Paid Ordinary shares (Placement)
(b) Fully Paid Ordinary shares (Placement fee)
(c) Fully Paid Ordinary shares (Rights issue)
(d) Listed Options (free attaching to rights issue)
(e) Fully Paid Ordinary shares (released from escrow) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 10,000,000
(b) 8,000,000
(c) 33,941,891
(d) 16,970,945
(e) 750,000 (not issued, but released from escrow) |

+ See chapter 19 for defined terms.

<p>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>	<p>(a) Fully paid Ordinary shares (b) Fully paid Ordinary shares (c) Fully Paid Ordinary shares (d) Listed Options, exercisable at \$0.11, expiry 31/05/2018 (e) Fully Paid Ordinary shares</p>
<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>(a), (b), (c) Fully paid Ordinary shares – yes (d) Listed Options – upon exercise into fully paid ordinary shares</p>
<p>5 Issue price or consideration</p>	<p>(a) \$0.05 each (b) Nil, issued as consideration for placement management services (c) \$0.05 each (d) Nil, free attaching to Rights Issue Shares in (c) (e) N/A already issued, released from escrow</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) and (c) Additional working capital for the completion of the Tikforce Platform as set out in announcement and prospectus dated 16 November 2016. (b) Issued as consideration for placement management services pursuant to corporate advisory mandate (c) Pro-rata non-renounceable rights issue (d) free attaching to rights issue shares in (c) (e) release from escrow</p>

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	25 November 2015 - AGM
6c	Number of +securities issued without security holder approval under rule 7.1	6,223,244
6d	Number of +securities issued with security holder approval under rule 7.1A	11,776,756
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
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.	15 Day VWAP: \$0.055401 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	(a) LR 7.1 11,441,891 (b) LR 7.1A Nil

+ See chapter 19 for defined terms.

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.

(a)	16 November 2016	
(b)	16 November 2016	
(c)	Anticipated to be issued	13
	December 2016	
(d)	Anticipated to be issued	13
	December 2016	

8 **Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)**

Number	+Class
125,602,933	FPO
16,970,945	Listed Options, exercisable at \$0.11, expiry 31/05/2018

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<p>(a) 40,806,522</p> <p>(b) 3,300,000</p> <p>(c) 20,450,000</p> <p>(d) 8,000,000</p> <p>(e) 12,000,000</p> <p>(f) 16,000,000</p> <p>(g) 2,000,000</p> <p>(h) 2,000,000</p> <p>(i) 1,000,000</p> <p>(j) 10,000,000</p> <p>(a) FPO – Escrowed for 24 months from date of re – instatement to official quotation of the securities</p> <p>(b) FPO - Escrowed for 12 months from date of issue of the Converting note securities covering the period 12th March 2015 to 5th February 2016</p> <p>(c) Options expiring on 31 May 2018 and exercisable at \$0.11 each and escrowed for 24 months from date of re – instatement to official quotation of the securities</p> <p>(d) A Performance Share Milestone will be taken to have been satisfied upon the TikForce Platform achieving 10,000 paid users</p> <p>(e) B Performance Share Milestone will be taken to have been satisfied upon the TikForce Platform achieving 20,000 paid users</p> <p>(f) C Performance Share Milestone will be taken to have been satisfied upon the TikForce Platform achieving 30,000 paid users.</p> <p>(g) D Performance Share Milestone will be taken to have been satisfied upon Min-Trak's annualised gross revenue exceeding \$75,000 per quarter for 2 consecutive quarters.</p> <p>(h) E Performance Share Milestone will be taken to have been satisfied upon Min-Trak's annualised gross revenue exceeding \$375,000 per quarter for 2 consecutive quarters.</p> <p>(i) F Performance Share Milestone will be taken to have been satisfied upon Min-Trak's annualised gross revenue exceeding \$750,000 per quarter for 2 consecutive quarters.</p> <p>(j) Options expiring on 31 May 2018 and exercisable at \$0.11 each and voluntarily escrowed till date of re – instatement to official quotation of the securities.</p>
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	In accordance with all other Fully paid ordinary shares

Part 2 - Pro rata issue

+ See chapter 19 for defined terms.

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	Non Renounceable
13	Ratio in which the ⁺ securities will be offered	1 New Share for every 4 Shares 1 free attaching Option for every 2 New Shares
14	⁺ Class of ⁺ securities to which the offer relates	FPO Shares Listed Options (exercisable \$0.11, expiry 31/5/2018)
15	⁺ Record date to determine entitlements	Monday 21 November 2016
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	Round down
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	Tuesday 6 December 2016

20	Names of any underwriters	CPS Capital Group Pty Ltd
21	Amount of any underwriting fee or commission	6% of underwritten amount and 16 million Options
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	Tuesday 22 November 2016
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	Wednesday 16 November 2016
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 balance?	N/A

+ See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 ⁺Issue date Tuesday 13 December 2016

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:Date: 16 November 2016
(Director/Company secretary)

Print name:Roland Berzins.....
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+ 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	11,929,229									
Add the following: <table border="1" style="margin-left: 40px;"> <tr> <td>Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</td> <td>Nil</td> </tr> <tr> <td>Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</td> <td>105,838,335</td> </tr> <tr> <td>Number of partly paid +ordinary securities that became fully paid in that 12 month period</td> <td>Nil</td> </tr> </table>	Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2	Nil	Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval	105,838,335	Number of partly paid +ordinary securities that became fully paid in that 12 month period	Nil	<table border="1" style="margin-left: 40px;"> <tr> <td>Nil</td> </tr> <tr> <td>105,838,335</td> </tr> <tr> <td>Nil</td> </tr> </table>	Nil	105,838,335	Nil
Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2	Nil									
Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval	105,838,335									
Number of partly paid +ordinary securities that became fully paid in that 12 month period	Nil									
Nil										
105,838,335										
Nil										
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 	<p>Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</p> <ul style="list-style-type: none"> • 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 									
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	N/A									
“A”	117,767,564									

+ 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	17,665,134
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <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 Note: <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> 	6,223,244
“C”	6,223,244
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>	17,665,135
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	6,223,244
Total [“A” x 0.15] – “C”	11,441,891 <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>	117,767,564
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	11,776,756
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 	11,776,756
“E”	11,776,756

+ 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>	11,776,756
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	11,776,756
Total ["A" x 0.10] – "E"	<i>Nil</i> <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.