

# 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

iSignthis Ltd

ABN

93 075 419 715

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  | <ol style="list-style-type: none"><li>1. Cancellation of previously issued Employee Performance Rights</li><li>2. Amendment to previously issued Employee Performance Rights</li></ol>          |
| 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ol style="list-style-type: none"><li>1. Employee Performance Rights to be cancelled – 638,167</li><li>2. Performance Rights to be amended – 1,250,000 with conversion date of 1/9/20</li></ol> |

+ See chapter 19 for defined terms.

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3 Principal terms of the <sup>+</sup>securities (e.g. if options, exercise price and expiry date; if partly paid <sup>+</sup>securities, the amount outstanding and due dates for payment; if <sup>+</sup>convertible securities, the conversion price and dates for conversion)

1. 638,167 Employee Performance Rights under the Company's Employee Incentive Plan which are cancelled due to termination of employment. Details and original conversion dates as follows;

7,500 - 24/4/19  
41,667 - 1/9/19  
37,500 - 1/3/19  
37,500 - 1/3/20  
25,000 - 11/3/19  
250,000 - 30/9/20  
219,000 - 1/9/20  
20,000 - 10/12/19

2. 1,250,000 Employee Performance Rights under the Company's Employee Incentive Plan which were issued with a conversion date of 1/9/20 have been amended with a new conversion date of 28/2/19. This is due to the KPI's having been met earlier than expected.

The grant of Employee Performance Rights under the Company's Employee Incentive Plan was approved by shareholders on the 28<sup>th</sup> November 2018 and a summary of the terms of the Employee Incentive Plan is set out in the Notice of Meeting released to the ASX on 26 October 2018.

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<sup>+</sup> See chapter 19 for defined terms.

<p>4 Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional <sup>+</sup>securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>1. No. Unlisted Employee Performance Rights – 638,167 Rights originally set to convert on various dates are now cancelled. The breakdown of the number of Performance Rights and conversion dates are listed as follows;</p> <p>7,500 – 24/4/19 41,667 – 1/9/19 37,500 – 1/3/19 37,500 – 1/3/20 25,000 – 11/3/19 250,000 – 30/9/20 219,000 – 1/9/20 20,000 – 10/12/19</p> <p>2. No. Unlisted Employee Performance Rights (1,250,000) – upon vesting and conversion of the Employee Performance Rights, shares issued will rank equally with fully paid ordinary shares. Conversion date is 28/2/19</p>
<p>5 Issue price or consideration</p>	<p>N/A</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>N/A</p>
<p>6a Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the <sup>+</sup>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>28 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)	The grant of Employee Performance Rights under the Company's Employee Incentive Plan was approved by shareholders on the 28 <sup>th</sup> November 2018 and a summary of the terms of the Employee incentive Plan is set out in the Notice of Meeting released to the ASX on 26 October 2018.
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	159,918,633 under rule 7.1 107,551,495 under rule 7.1A
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>	N/A

+ See chapter 19 for defined terms.

	Number	+Class
8 Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	1,076,923,554	Ordinary fully paid shares

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Number	+Class
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9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX ( <i>including</i> the <sup>+</sup> securities in section 2 if applicable)	5,000,000	Options (\$0.62, 1 July 2019)
		500,000	Options (\$0.30, 1 Dec 2019)
		3,050,877	Options (\$0.27, 8 May 2019)
		3,050,877	Options (\$0.31, 8 February 2020)
		17,500	Employee Incentive Performance Rights Converting to Ordinary Shares on 1 July 2019
		50,000	Employee Incentive Performance Rights Converting to Ordinary Shares on 25 April 2019
		100,000	Employee Incentive Performance Rights Converting to Ordinary Shares on 24 April 2019
		41,667	Employee Incentive Performance Rights Converting to Ordinary Shares on 1 September 2019
		72,500	Employee Incentive Performance Rights Converting to Ordinary Shares on 19 September 2019
		10,000	Employee Incentive Performance Rights Converting to Ordinary Shares on 1 December 2019
		62,500	Employee Incentive Performance Rights Converting to Ordinary Shares on 1 March 2019
		62,500	Employee Incentive Performance Rights Converting to Ordinary Shares on 1 March 2020
		85,000	Employee Incentive Performance Rights Converting to Ordinary Shares on 11 March 2019
		1,995,000	Employee Incentive Performance Rights Converting to Ordinary Shares on 1/9/20
		1,250,000	Employee Incentive Performance Rights Converting to Ordinary Shares on 28/2/19
		220,000	Employee Incentive Performance Rights Converting to Ordinary Shares on 10/12/19

<sup>+</sup> See chapter 19 for defined terms.

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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change
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**Part 2 - Pro rata issue**

11	Is security holder approval required?	N/A
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12	Is the issue renounceable or non-renounceable?	N/A
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13	Ratio in which the +securities will be offered	N/A
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14	+Class of +securities to which the offer relates	N/A
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15	+Record date to determine entitlements	N/A
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
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17	Policy for deciding entitlements in relation to fractions	N/A
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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
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19	Closing date for receipt of acceptances or renunciations	N/A
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+ See chapter 19 for defined terms.



20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

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- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date

**Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of <sup>+</sup>securities (tick one)
- (a)  <sup>+</sup>Securities described in Part 1
- (b)  All other <sup>+</sup>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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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 <sup>+</sup>securities

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<sup>+</sup> 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 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- 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 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

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### Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .



(Company secretary)

Date: 26<sup>th</sup> February 2019

Print name: Todd Richards

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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

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b><i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i></b>	
<b><i>Insert</i></b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	667,080,241
<b><i>Add</i></b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	29/8/18 336,666,667 Fully Paid Ordinary Shares following conversion of Performance Rights 1/3/18 216,667 Fully Paid Ordinary Shares following conversion of Performance Rights 2/7/18 250,000 Fully Paid Ordinary Shares following conversion of Performance Rights 16/7/18 618,584 Fully Paid Ordinary Shares following conversion of Performance Rights 3/9/18 143,333 Fully Paid Ordinary Shares following conversion of Performance Rights 19/9/18 72,500 Fully Paid Ordinary Shares following conversion of Performance Rights 2/9/18 292,500 Fully Paid Ordinary Shares following conversion of Performance Rights 8/10/18 68,965,517 Fully paid ordinary shares as placement to institutional investors (approved 28/11/18) 3/1/19 990,686 Fully Paid Ordinary Shares following conversion of Performance Rights 3/1/19 218,250 Fully Paid Ordinary Shares following conversion of Performance Rights

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<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	1,075,514,945

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+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	161,327,242
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> 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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	8/10/18 1,408,609 Fully paid ordinary shares
“C”	1,408,609
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	161,327,242
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	1,408,609
<b>Total</b> [“A” x 0.15] – “C”	159,918,633 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>
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<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,075,514,945
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	107,551,495
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of <sup>+</sup> 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"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <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></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Nil
<b>“E”</b>	0

+ See chapter 19 for defined terms.



<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	107,551,495
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	0
<b>Total</b> ["A" x 0.10] – "E"	107,551,495 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.