

## 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

**MACH7 TECHNOLOGIES LIMITED** (the **Company**)

ABN

**26 007 817 192**

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  | <ul style="list-style-type: none"><li>▪ Fully paid ordinary shares (<b>Shares</b>)</li><li>▪ Options, each to acquire one fully paid ordinary share (<b>Options</b>).</li></ul>   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | <ul style="list-style-type: none"><li>▪ 150,030 Shares</li><li>▪ 733,332 Options</li></ul>  |
| 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>The Shares are fully paid ordinary shares.</p> <p>The 733,332 Options were issued to the Non-Executive Directors pursuant to shareholder approval obtained at the Company's 2017 Annual General Meeting. The terms of the Options are as follows:</p> <ul style="list-style-type: none"><li>▪ All Options are each exercisable into a fully paid ordinary share in the Company at an exercise price of \$0.23.</li><li>▪ All Options will expire on the fifth anniversary of the issue date of the Options. Any unvested Options will lapse on the day that the relevant holder ceases to be a Director of the Company.</li><li>▪ 600,000 Options will vest in equal one-third tranches on the first, second and third anniversaries of the issue date of the Options.</li></ul> |

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+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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	<ul style="list-style-type: none"><li>133,332 Options have no vesting conditions attached and will be exercisable from their date of issue, until their date of expiry.</li></ul>
<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"><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>	<ul style="list-style-type: none"><li>The Shares will be quoted and will rank equally with all other ordinary shares on issue in the Company.</li><li>The Options will not be quoted or rank equally with any class of quoted securities. However, fully paid ordinary shares issued on the exercise of the Options will be quoted. From the date of issue of those shares, the shares will rank equally with all other ordinary shares then on issue in the Company.</li></ul>
<p>5 Issue price or consideration</p>	<ul style="list-style-type: none"><li>150,000 Shares were issued for nil cash consideration, in lieu of outstanding and accrued fees (totalling \$64,583) owing to Non-Executive Directors.</li><li>30 Shares were issued as part of the Company's recent capital raising placement at 17.5 cents per Share.</li><li>The Options were issued for nil cash consideration. 600,000 Options were issued as part of the Non-Executive Directors' revised remuneration package applicable from 1 November 2017, and 133,332 Options were issued in lieu of Director fees accrued between the period of 1 June 2017 to 31 October 2017.</li></ul>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ul style="list-style-type: none"><li>150,000 Shares were issued in lieu of outstanding and accrued fees (totalling \$64,583) owing to Non-Executive Directors.</li><li>30 Shares were issued as part of the Company's recent capital raising placement at 17.5 cents per Share.</li><li>600,000 Options were issued as part of the Non-Executive Directors' revised remuneration package applicable from 1 November 2017.</li><li>133,332 Options were issued in lieu of outstanding Non-Executive Director fees accrued between the period of 1 June 2017 to 31 October 2017.</li></ul>

**Appendix 3B**  
**New issue announcement**

---

<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 <i>in relation to the +securities the subject of this Appendix 3B</i>, 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>30 November 2017</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>30 Shares</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>N/A</p>
<p>6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>150,000 Shares and 733,332 Options were issued with shareholder approval obtained at the Company's 2017 Annual General Meeting on 30 November 2017.</p>
<p>6f Number of +securities issued under an exception in rule 7.2</p>	<p>N/A</p>
<p>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.</p>	<p>N/A</p>
<p>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</p>	<p>N/A</p>
<p>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</p>	<p>See Annexure 1</p>

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+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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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.

11 December 2017

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

Number	+Class
130,121,385	Fully paid ordinary shares

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

Number	+Class
25,000,000	Performance Shares
6,799,214	Performance Rights
100,000	Class 1 Options, exercisable at \$1.00 between 8 April 2017 (vesting date) and 8 April 2020 (expiry date)
475,000	Class 2 Options, exercisable at \$1.00 between 8 April 2018 (vesting date) and 8 April 2021 (expiry date)
125,000	Class 3 Options, exercisable at \$1.00 between 9 December 2018 (vesting date) and 9 December 2021 (expiry date)
813,347	Class 4 Options, exercisable at \$0.41 between 27 January 2018 (vesting date) and 27 January 2022 (expiry date)
813,335	Class 5 Options, exercisable at \$0.41 between 27 January 2019 (vesting date) and 27 January 2022 (expiry date)
813,318	Class 6 Options, exercisable at \$0.41 between 27 January 2020 (vesting date) and 27 January 2022 (expiry date)
40,000	Class 7 Options, exercisable at \$0.41 between 9 June 2017 (vesting date) and 9 June 2018 (expiry date)

**Appendix 3B**  
**New issue announcement**

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900,020	Class 8 Options, exercisable at \$0.17 between 3 November 2018 (vesting date) and 3 November 2022 (expiry date)
899,996	Class 9 Options, exercisable at \$0.17 between 3 November 2019 (vesting date) and 3 November 2022 (expiry date)
899,984	Class 10 Options, exercisable at \$0.17 between 3 November 2020 (vesting date) and 3 November 2022 (expiry date)
133,332	Class 11 Options, exercisable at \$0.23 up until 8 December 2022 (expiry date)
200,000	Class 12 Options, exercisable at \$0.23 between 8 December 2018 (vesting date) and 8 December 2022 (expiry date)
200,000	Class 13 Options, exercisable at \$0.23 between 8 December 2019 (vesting date) and 8 December 2022 (expiry date)
200,000	Class 14 Options, exercisable at \$0.23 between 8 December 2020 (vesting date) and 8 December 2022 (expiry date)

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

Dividend policy for the Shares ranks equally with all other ordinary shares on issue.

Options do not entitle their holders to receive any dividends paid by the Company. However, any underlying shares issued upon the exercise of Options will carry dividend rights that rank equally with that of all other ordinary shares then on issue in the Company.

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+ See chapter 19 for defined terms.

## Part 2 - Pro rata issue

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

**Appendix 3B**  
**New issue announcement**

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

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+ See chapter 19 for defined terms.

## 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\*  
\* The Company is only applying for quotation of the Shares (not Options) 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



**Appendix 3B**  
**New issue announcement**

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<p>40 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"> <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>N/A</p>
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<p>41 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>	<p>N/A</p>
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	Number	+Class
<p>42 Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)</p>		

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+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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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.



**Alyn Tai**  
Company Secretary  
11 December 2017

# 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>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	1,151,188,038 (pre-consolidation)
<p><b>Add</b> the following:</p> <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>• Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>• Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	<ul style="list-style-type: none"> <li>▪ 29,879,073 shares on 28 December 2016 (pre-consolidation)</li> </ul> <p><i>*The figures above are provided on a pre-consolidation basis. On 16 January 2017, the Company consolidated its securities on issue on a 10:1 basis.</i></p> <p><i>The total number of shares in the above list, including the number of shares on issue 12 months before the date of this Appendix 3B, was 118,106,799 on a post-consolidation basis.</i></p> <p><i>The following shares were issued after the consolidation:</i></p> <ul style="list-style-type: none"> <li>▪ 41,667 shares on 20 February 2017</li> <li>▪ 1 share on 10 March 2017</li> <li>▪ 295,618 shares on 14 November 2017</li> <li>▪ 150,000 Shares on 11 December 2017</li> </ul>
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	<b>118,594,085 on a post-consolidation basis</b>

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	<b>17,789,113</b>
<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 <sup>+</sup>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><b>Note:</b></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>	<p>The following securities were issued pre-consolidation:</p> <ul style="list-style-type: none"> <li>▪ 987,291 shares on 28 December 2016 (98,729 post consolidation)</li> </ul> <p>The following securities were issued post-consolidation:</p> <ul style="list-style-type: none"> <li>▪ 30 Shares on 11 December 2017</li> </ul>
<b>“C”</b>	<b>98,759 (post-consolidation)</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b> <i>Note: number must be same as shown in Step 2</i>	17,789,113
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	98,759
<b>Total [“A” x 0.15] – “C”</b>	<b>17,690,354</b> <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>	
<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>	<b>118,594,085</b>
<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>	<b>11,859,409</b>
<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>	<ul style="list-style-type: none"> <li>▪ 11,428,541 shares (on a post-consolidation basis) on 14 November 2017</li> </ul>
<b>“E”</b>	11,428,541
<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	11,859,409
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	11,428,541
<b>Total [“A” x 0.10] – “E”</b>	<b>430,868</b> <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.