

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

Adslot Ltd (**Company**)

ABN

70 001 287 510

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 in the Company (each a New Share). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>Entitlement Offer
Approximately 62,233,092 New Shares will be issued pursuant to the terms of an underwritten 1 for 18 pro rata non renounceable entitlement offer (Entitlement Offer) as announced to ASX by the Company on 22 September 2016.</p> <p>The final number of New Shares issued under the Entitlement Offer will be subject to the determination of the Company and holding reconciliation and rounding.</p> <p>Placement
101,900,000 New Shares will be issued on 28 September 2016 under a placement (Placement) as announced to ASX by the Company on 22 September 2016.</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)	The New Shares are fully paid ordinary shares in the Company and will rank equally with existing shares. However, the Placement shares will not be entitled to participate in the Entitlement Offer.
4	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	Yes. However, the Placement shares will not be entitled to participate in the Entitlement Offer.
5	Issue price or consideration	Entitlement Offer: \$0.11 per New Share • Entitlements not taken up in the Entitlement Offer will be offered for sale at the Entitlement Offer price in a bookbuild. Placement: \$0.11 per New Share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The gross proceeds of the Entitlement Offer and the Placement (together, Offer) will be used for: • expanding the product and development teams to accelerate platform innovation. Adslot intends to more than double the size of the development team in the first year and by 18 months have grown product development capacity by 150%; • a development focus on integrating capabilities and platform features to accelerate adoption; • building the Adslot brand to be an employer of choice and to attract/retain leading talent; and • increasing sales and marketing activity to further accelerate Trading Technology revenue growth.
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	No.

⁺ See chapter 19 for defined terms.

6b	The date the security holder resolution under rule 7.1A was passed	Not applicable.
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	Not applicable.
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Not applicable.
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable.
6f	Number of ⁺ securities issued under an exception in rule 7.2	Not applicable.
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	Not applicable.
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.	The issue date for the New Shares issued under the Entitlement Offer will be 24 October 2016. The issue date for the New Shares issued under the Placement will be 28 September 2016.

8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		1,284,328,749	Shares
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		10,290,000	Performance rights to acquire ordinary shares issued under the Employee Incentive Scheme.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable.	

Part 2 - Pro rata issue

11	Is security holder approval required?	No.
12	Is the issue renounceable or non-renounceable?	Non-renounceable.
13	Ratio in which the ⁺ securities will be offered	1 New Share for every 18 existing shares held as at the Record Date.
14	⁺ Class of ⁺ securities to which the offer relates	Fully paid ordinary shares in the Company.
15	⁺ Record date to determine entitlements	7pm (Melbourne time) on 28 September 2016.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Rounded up to the nearest whole number.
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.	For the Entitlement Offer, all countries except for Australia and New Zealand. For the Placement, refer to the investor presentation.

+ See chapter 19 for defined terms.

19	Closing date for receipt of acceptances or renunciations	The closing date for acceptance of the New Shares issued under the Entitlement Offer will be 17 October 2016.
20	Names of any underwriters	Petra Capital Pty Ltd ACN 110 952 782
21	Amount of any underwriting fee or commission	Entitlement Offer A combined management and underwriting fee of 4.75% of the gross proceeds of the Entitlement Offer (excluding GST). Placement A combined management and placement fee of 4.75% of the gross proceeds of the Entitlement Offer (excluding GST).
22	Names of any brokers to the issue	Not applicable.
23	Fee or commission payable to the broker to the issue	See item 21 above.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable.
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	An Offer Document and application and entitlement form in respect of the Retail Entitlement Offer will be mailed and emailed to eligible shareholders on 4 October 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	Not applicable.
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable.
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)? Not applicable.
- 33 ⁺Issue date
 The issue date for the New Shares issued under the Entitlement Offer will be 24 October 2016.

 The issue date for the New Shares issued under the Placement will be 28 September 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	Not applicable.					
39	⁺ Class of ⁺ securities for which quotation is sought	Not applicable.					
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	Not applicable.					
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)	Not applicable.					
42	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>⁺Class</th> </tr> </thead> <tbody> <tr> <td>Not applicable.</td> <td></td> </tr> </tbody> </table>	Number	⁺ Class	Not applicable.		
Number	⁺ Class						
Not applicable.							

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: 22 September 2016

Print name:

Brendan Maher
Company Secretary

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+ See chapter 19 for defined terms.