

Release to the Australian Securities Exchange Non-Renounceable Rights Issue Allotment

Canberra, Monday 28 October 2013

XTEK Limited (ASX: XTE) is pleased to announce that the Non-Renounceable Rights Issue ("**Rights Issue**") announced by XTEK on 25 September 2013 has now been completed.

A total of 18,801,959 new ordinary shares have been allotted and issued at an issue price of \$0.027 per ordinary share, for a total value of \$507,652.13.

Pursuant to the application for official quotation of these new ordinary shares, XTEK confirms the following:

1. The 18,801,959 new ordinary shares were allotted and issued on 28 October 2013 and have been allocated into the Company Register. In accordance with the timetable for the rights issue previously announced to the ASX, holding statements will be dispatched to shareholders on 29 October 2013. An Appendix 3B in respect of these new ordinary shares is annexed to this announcement.
2. Following the allotment and issue of the 18,801,959 new ordinary shares, the issued capital of XTEK comprises 194,914,496 fully paid ordinary shares. There are no options currently on issue.
3. A statement specifying the 20 largest holders of ordinary shares and the percentage of ordinary shares held by each, and a distribution schedule setting out the number of holders in each category, after completion of the rights issue, is set out overleaf.

XTEK is a leading company in the Australian Homeland Security Market. XTEK's knowledge and expertise is focused on the delivery of protection and sustaining solutions for defence forces, state and federal law enforcement agencies, corrections and customs services and government clients. For more information visit the XTEK web site at www.xtek.net

Signed for and on behalf of XTEK Limited:



Lawrence A Gardiner
Company Secretary
28 October 2013

TOP 20 HOLDERS OF ORDINARY SHARES AS AT 28 OCTOBER 2013

Shareholder	Number of Shares	Percentage of Total Shares	Ranking
UDB Pty Limited (The Boettcher Family A/C)	34,715,512	17.81%	1
Fairlane Management Pty Ltd	20,960,969	10.75%	2
Berend John Philip Hoff & Peta Lindsay Hoff (Berend Hoff Super Fund	17,519,868	8.99%	3
A/C)Advancer Pty Limited (The Genco S/F A/C)	16,253,589	8.34%	4
UDB Pty Limited (Boettcher Super Fund Account)	11,587,623	5.94%	5
Nigel James French	6,853,000	3.52%	6
Nicholas Henry Weber (Majura Family A/C)	6,758,031	3.47%	7
DWKSJK Pty Ltd (Seaweed Investment A/C)	6,030,898	3.09%	8
Anwat Marketing Pty Ltd	5,588,064	2.87%	9
Allen John Tapp & Maria Polymeneas (Super Account)	4,731,405	2.43%	10
Chimaera Pty Ltd (Chimaera Super Fund) Pty Ltd	4,000,000	2.05%	11
Jarra Glen	4,000,000	2.05%	12
Boulevard Investments Pty Ltd	2,725,000	1.40%	13
Vasey Pty Ltd	2,706,871	1.39%	14
David & Sarah Peachey	2,674,136	1.37%	15
Dimitrios & Konstantina Piliouras (Energia Super Fund)	2,520,000	1.29%	16
Thomas Bruessel	2,511,842	1.29%	17
Kalbagrove Pty Ltd (Annabel Super Fund)	2,227,260	1.14%	18
Nicholas Henry Weber	2,137,491	1.10%	19
John & Kalina Glajz (Glajz Pty Ltd Super Fund)	2,057,143	1.06%	20
Total	158,558,702	81.35%	

DISTRIBUTION SCHEDULE OF ORDINARY SHARES AS AT 28 OCTOBER 2013

Distribution	Number of Shareholders	Number of Shares	% of Issued Capital
1 – 1,000	28	9,635	0.01%
1,001 – 5,000	110	371,873	0.19%
5,001 – 10,000	62	518,497	0.26%
10,001 – 100,000	161	6,097,590	3.13%
100,001 and over	90	187,916,901	96.41%
Total	451	194,914,496	100%

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

XTEK Limited (XTE)

ABN

90 103 629 107

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 | Ordinary Shares (fully paid) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 18,801,959 |
| 3 | Principal terms of the +securities (eg, 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) | Issued as fully paid ordinary shares in response to the Non Renounceable Rights Issue. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	Do the +securities rank equally in all respects from the date of allotment 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	
5	Issue price or consideration	\$0.027 per share	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	• The purpose of the issue was to raise general working capital for the Company.	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	Tuesday, 29 October 2013	
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number 194,914,496 fully paid ordinary shares are quoted.	+Class Ordinary

+ See chapter 19 for defined terms.

9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Number N/A	+Class
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged	

Part 2 - Bonus issue or 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 7 shares held at the Record Date	
14	+Class of +securities to which the offer relates	Ordinary shares	
15	+Record date to determine entitlements	Friday, 4 October 2013	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes	
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded up to the nearest whole number	
18	Names of countries in which the entity has +security holders who will not be sent new issue documents	The Rights Offer was not made to security holders with registered addresses outside Australia and New Zealand.	
	Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.		
19	Closing date for receipt of acceptances or renunciations	Wednesday, 23 October 2013 for acceptances	

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

20	Names of any underwriters	UDB Pty Ltd
21	Amount of any underwriting fee or commission	\$30,000.00
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 prospectus or Product Disclosure Statement was sent to persons entitled	Wednesday, 9 October 2013
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

+ See chapter 19 for defined terms.

32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	Tuesday, 29 October 2013

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 - NA

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	N/A				
39	Class of +securities for which quotation is sought	N/A				
40	Do the +securities rank equally in all respects from the date of allotment 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	N/A				
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)	N/A				
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>N/A</td><td></td></tr></tbody></table>	Number	+Class	N/A	
Number	+Class					
N/A						

+ 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 not available now, 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:



Print name: Lawrence A. Gardiner
Position: Company Secretary
Date: 28 October 2013

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