

Appendix 3B

New issue announcement,
Application for quotation of additional securities and agreement

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Tomizone Limited
ACN 000 094 995

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	Shares
2	Number of securities issued or to be issued (if known) or maximum number which may be issued	35,166,666
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)	Fully paid Ordinary Shares
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: <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	The fully paid Ordinary Shares issued are of the same class and rank equal to all other fully paid Ordinary Shares on issue.
5	Issue price or consideration	<u>33,333,333 Shares</u> Issue price of 1.5 cents per Share for a consideration of \$500,000. <u>1,833,333 Shares</u> Deemed issue price of 1.5 cents

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<u>33,333,333 Shares</u> Capital raising placement with high net worth individuals and sophisticated investors. Funds raised will be applied towards working capital to progress growth opportunities and corporate purposes. <u>1,833,333 Shares</u> Placement/brokerage fee
6a	Is the entity an eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the securities the subject of this Appendix 3B</i> , and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	2016 Annual General Meeting held on 30 November
6c	Number of securities issued without security holder approval under rule 7.1	12,873,665
6d	Number of securities issued with security holder approval under rule 7.1A	22,293,002
6e	Number of securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
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.	<ul style="list-style-type: none"> • 15 day VWAP to 16 November 2017 = \$0.0169 • 75% of 15 day VWAP = \$0.013 • Issue Price = \$0.015 • Issue date 29 November 2017 Source of VWAP: Commsec
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	<u>ASX Listing Rule 7.1</u> Fully used so nil capacity <u>ASX Listing Rule 7.1A</u> 859,811 Shares
7	Dates of entering securities into uncertificated holdings or despatch of certificates	29 November 2017

	Number	Class
8	288,550,349	Fully paid ordinary shares
	6,349,934	Listed Options exercisable at \$0.40 by 30 September 2018

	Number	Class
9	3,356,154	Unlisted Options exercisable at \$0.40 by 30 September 2018
	15,676,246	Class A Performance Shares
	15,676,246	Class B Performance Shares
	375,000	Class A Incentive Options exercisable at \$0.40 by 01 October 2018
	375,000	Class B Incentive Options exercisable at \$0.40 by 01 October 2018
	375,000	Class C Incentive Options exercisable at \$0.40 by 01 October 2018
	1,791,036	Unlisted Director Options exercisable at \$0.22 by 28 May 2018
	2,821,196	Unlisted Options 1/3 rd vesting annually on relisting date (1 June 2015)
	1,791,036	Unlisted Director Options exercisable at \$0.22 by 28 May 2019
	19,400,000	Convertible Notes

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Bonus issue or pro rata issue

Questions 11 to 33 are not applicable

Part 3 - Quotation of the Shares

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

34 Type of securities
(tick one)

(a) Shares 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)
Questions 35 to 42 are 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 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:

Date: 29 November 2017

Print name: **Eryn Kestel**
Company Secretary

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12

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 date of issue or agreement to issue	98,208,510									
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • 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 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</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> 	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%; text-align: right;">23,021,822</td> <td style="width: 10%;"></td> <td>Fully paid ordinary shares for Rights Issue being an exception under Listing Rule 7.2</td> </tr> <tr> <td style="text-align: right;">99,631,130</td> <td></td> <td>Fully paid ordinary shares to Rights Issue underwriters being an exception under Listing Rule 7.2</td> </tr> <tr> <td style="text-align: right;">10,666,665</td> <td></td> <td>Fully paid ordinary shares for a placement approved by shareholders on 28 April 2017</td> </tr> </table>	23,021,822		Fully paid ordinary shares for Rights Issue being an exception under Listing Rule 7.2	99,631,130		Fully paid ordinary shares to Rights Issue underwriters being an exception under Listing Rule 7.2	10,666,665		Fully paid ordinary shares for a placement approved by shareholders on 28 April 2017
23,021,822		Fully paid ordinary shares for Rights Issue being an exception under Listing Rule 7.2								
99,631,130		Fully paid ordinary shares to Rights Issue underwriters being an exception under Listing Rule 7.2								
10,666,665		Fully paid ordinary shares for a placement approved by shareholders on 28 April 2017								
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil									
“A”	231,528,127									

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	34,729,219

Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert 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"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <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> 	<p>13,777,777 capital raising placement shares</p> <p>1,333,333 shares in lieu of underwriting fees</p> <p>77,778 shares to senior management employee to reward performance</p> <p>6,666,666 shares as consideration for the assets and business of Bluesky Online Services Limited</p> <p>12,873,665 capital raising placement shares</p>
“C”	34,729,219

Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	34,729,219
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	34,729,129
<p>Total [“A” x 0.15] – “C”</p>	<p>Nil</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

Part 2 –Additional 10% Placement Capacity

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>	231,528,127
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	23,152,813
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 <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – 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>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> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	22,293,002
“E”	22,293,002

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A

<p>"A" x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	<p>23,152,813</p>
<p>Subtract "E"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>22,293,002</p>
<p>Total ["A" x 0.10] – "E"</p>	<p>859,811</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>