

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; and Unlisted Options
2	Number of securities issued or to be issued (if known) or maximum number which may be issued	19,758,333; and 28,000,000
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)	19,758,333 Fully paid Ordinary Shares; and 28,000,000 Unlisted Options exercisable at 10 cents per Option on or before 19 December 2019
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 dothe extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest paymentthe 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. Upon the exercise of the Unlisted Options, fully paid Ordinary Shares issued will rank equal with the existing fully paid Ordinary Shares on issue. From the date that the unlisted options are exercised and converted to quoted Shares. No participation until the unlisted options are exercised and converted to quoted shares. The unlisted options cannot be traded

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<p>5 Issue price or consideration</p>	<p><u>125,000 Shares</u> Deemed issue price of 4.8 cents per Share.</p> <p><u>19,633,333 Shares</u> Deemed issue price of 1.5 cents</p> <p><u>28,000,000 Unlisted Options</u> Nil issue price</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p><u>125,000 Shares</u> Issued in lieu of a \$6,000 salary sacrifice during the first twelve (12) months of employment for the Head of Sales, APAC - Mr Madan.</p> <p><u>1,333,333 Shares</u> Issued to an unrelated Rights Offer subscriber in lieu of:</p> <ul style="list-style-type: none"> • underwriter fees in accordance with clause of the Underwriting Agreement; and • a commitment fee in acknowledgement of the financial investment in the Offer in accordance with the Subscription Agreement <p><u>1,600,000 Shares</u> Issued to a related Rights Offer subscriber (the Company's Chairman) in lieu of:</p> <ul style="list-style-type: none"> • underwriter fees in accordance with clause of the Underwriting Agreement; and • a commitment fee in acknowledgement of the financial investment in the Offer in accordance with the Subscription Agreement <p><u>9,200,000 Shares</u> In consideration for the acquisition of 100% of the issued share capital of Ironman Group Limited.</p> <p><u>7,500,000 Shares</u> Capital raising placement</p> <p><u>16,913,636 Unlisted Options</u> Issued to unrelated Bondholders in acknowledgement of redeeming 20% of all outstanding Convertible Notes that then formed part of the underwriting to the Rights Offer.</p> <p><u>11,086,364 Unlisted Options</u> Issued to related Bondholders (past Director entities) in acknowledgement of redeeming 20% of all outstanding Convertible Notes that then formed part of the underwriting to the Rights Offer.</p>
<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 in relation to the 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>2017 Annual General Meeting held on 30 November</p>

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)	19,758,333 Shares; and 28,000,000 Unlisted Options						
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	<u>ASX Listing Rule 7.1</u> 28,097,637 Securities <u>ASX Listing Rule 7.1A</u> 5,021,199 Shares						
7	Dates of entering securities into uncertificated holdings or despatch of certificates	19 December 2017						
8	Number and class of all securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>Class</th> </tr> </thead> <tbody> <tr> <td>308,308,682</td> <td>Fully paid ordinary shares</td> </tr> <tr> <td>6,349,934</td> <td>Listed Options exercisable at \$0.40 by 30 September 2018</td> </tr> </tbody> </table>	Number	Class	308,308,682	Fully paid ordinary shares	6,349,934	Listed Options exercisable at \$0.40 by 30 September 2018
Number	Class							
308,308,682	Fully paid ordinary shares							
6,349,934	Listed Options exercisable at \$0.40 by 30 September 2018							

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Number	Class
3,356,154	Unlisted Options exercisable at \$0.40 by 30 September 2018
28,000,000	Unlisted Options exercisable at \$0.10 by 19 December 2019
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

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

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- 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: 19 December 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

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: 15%; text-align: right;">23,021,822</td> <td style="width: 15%;"></td> <td style="width: 70%;">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> <tr> <td style="text-align: right;">13,777,777</td> <td></td> <td>Capital raising placement shares</td> </tr> <tr> <td style="text-align: right;">1,333,333</td> <td></td> <td>Shares in lieu of underwriting fees</td> </tr> <tr> <td style="text-align: right;">77,778</td> <td></td> <td>Shares to senior management employee to reward performance</td> </tr> <tr> <td style="text-align: right;">6,666,666</td> <td></td> <td>Shares as consideration for the assets and business of Bluesky Online Services Limited</td> </tr> <tr> <td style="text-align: right;">125,000</td> <td></td> <td>Shares to senior management employee as salary sacrifice</td> </tr> <tr> <td style="text-align: right;">1,333,333</td> <td></td> <td>Shares in lieu of Rights Offer underwriting fees</td> </tr> <tr> <td style="text-align: right;">1,600,000</td> <td></td> <td>Shares to related party in lieu of underwriting fees</td> </tr> <tr> <td style="text-align: right;">9,200,000</td> <td></td> <td>Shares as consideration to acquire 100% of the Shares in Ironman Group Limited</td> </tr> <tr> <td style="text-align: right;">7,500,000</td> <td></td> <td>Capital raising placement</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	13,777,777		Capital raising placement shares	1,333,333		Shares in lieu of underwriting fees	77,778		Shares to senior management employee to reward performance	6,666,666		Shares as consideration for the assets and business of Bluesky Online Services Limited	125,000		Shares to senior management employee as salary sacrifice	1,333,333		Shares in lieu of Rights Offer underwriting fees	1,600,000		Shares to related party in lieu of underwriting fees	9,200,000		Shares as consideration to acquire 100% of the Shares in Ironman Group Limited	7,500,000		Capital raising placement
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Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil																																				

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“A”	273,142,014
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Step 2: Calculate 15% of “A”

“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	40,971,302

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> <p>With security holder approval under rule 7.1 or rule 7.4</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A <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> 	12,873,665 November 2017 capital raising placement shares
“C”	12,873,665

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>	40,971,302
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	12,873,665
<p>Total [“A” x 0.15] – “C”</p>	<p>28,097,637</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>	273,142,014
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	27,314,201
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

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Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	27,314,201
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	22,293,002
Total ["A" x 0.10] – "E"	5,021,199 <i>Note: this is the remaining placement capacity under rule 7.1A</i>