

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



Name of entity

Bulletproof Group Limited

ABN

84 148 162 092

We (the entity) give ASX the following information.

Part 1 - All issues

Entities that have ticked box 34(b)

1	+Class of +securities issued or to be issued	<ol style="list-style-type: none">Fully Paid Ordinary SharesFully Paid Ordinary SharesUnlisted Options
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	<ol style="list-style-type: none">Decrease by 133,332Decrease by 25,000500,000
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)	<ol style="list-style-type: none">Fully Paid Ordinary SharesFully Paid Ordinary SharesUnlisted Options:<ol style="list-style-type: none">250,000 unlisted options with a vesting date of 11 May 2018 and exercisable at 35 cents each before 11 November 2021250,000 unlisted options with a vesting date of 11 November 2018 and exercisable at 39 cents each before 11 November 2021
4	<p>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">the date from which they dothe extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment <p>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</p>	<ol style="list-style-type: none">YesYesNo – will rank equally upon exercise

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5	Issue price or consideration	<ol style="list-style-type: none"> 1. 30 cents per share 2. 40 cents per share 3. Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<ol style="list-style-type: none"> 1&2 Decrease due to forfeiture of Shares Issued in accordance with the Employee Share Ownership Plan (ESOP) approved at Annual General Meeting 6 November 2014. Shares forfeited due to employee termination as approved at the Annual General Meeting 3 November 2016. 3. Issued as part of remuneration for the role of Director as approved at the Company's Annual General Meeting on 3 November 2016
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	Yes
6b	The date the security holder resolution under rule 7.1A was passed	3 November 2016
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	500,000 Unlisted Options
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	(158,332) Fully Paid Ordinary Shares
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.	N/A
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	N/A

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	7.1	19,777,538
		7.1A	no capacity

7	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	18 November 2016
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	Number	+Class	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	158,932,497	Fully paid ordinary shares

	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	868,297	20 cent Options to acquire one Share in the Company on or before 23 January 2017
		250,000	35 cent options to acquire one Share in the Company exercisable on or after 7 May 2018 and before 7 November 2021
		250,000	39 cent options to acquire one Share in the Company exercisable on or after 7 May 2018 and before 7 November 2021

N/A

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
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Part 2 - Pro rata issue

Not applicable

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Part 3 - Quotation of securities

34 Type of securities in Part 1

- (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

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	
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: <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	

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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)

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42 Number and *class of all *securities quoted on ASX (including the *securities in clause 38)

Number	*Class

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: Kylie J. Turner
Company Secretary

Date: 18 November 2016

Print name: Kylie Turner

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