

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	Fully paid ordinary shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	(i) 13,333,336 (ii) 456,125
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)	Fully paid ordinary shares
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: <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	Yes
5	Issue price or consideration	(i) Class B Performance Shares to be converted 1 for 1 to ordinary shares in the Company in consideration for the Share Sale Agreement signed between Spencer Resources Limited and Bulletproof Networks Pty Ltd shareholders dated 26 October 2014. (ii) 30 cents per share

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6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	(i) Conversion of Class B Performance Shares to ordinary shares on satisfaction of the criteria set out in the Share Sale Agreement dated 26 October 2013. (ii) First Earn Out Payment issued as Deferred Consideration pertaining to the acquisition of the business assets of Pantha Corporation by the Company on 11 December 2014				
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				
6b	The date the security holder resolution under rule 7.1A was passed	N/A				
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)	Nil				
6f	Number of +securities issued under an exception in rule 7.2	Nil				
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	<table border="1"> <tr> <td data-bbox="798 1814 893 1859">7.1</td> <td data-bbox="893 1814 1404 1859">18,897,810</td> </tr> <tr> <td data-bbox="798 1870 893 1915">7.1A</td> <td data-bbox="893 1870 1404 1915">no capacity</td> </tr> </table>	7.1	18,897,810	7.1A	no capacity
7.1	18,897,810					
7.1A	no capacity					

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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.

28 August 2015

8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)

Number	+Class
125,985,401	Fully paid ordinary shares

9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)

Number	+Class
2,670,392	20 cent Options to acquire one Share in the Company on or before 23 January 2017

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

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

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- 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:

- 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

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)

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

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Quotation agreement

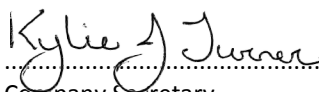
1 *Quotation of our additional *securities is in ASX's absolute discretion. ASX may quote the *securities on any conditions it decides.

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: 28 August 2015
Company Secretary

Print name: Kylie Turner

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