

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

INTELLIHR HOLDINGS LIMITED

ABN

38 600 548 516

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	(a) Ordinary shares (b) Options
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2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	<p>up to approximately 22,977,401 fully paid ordinary shares under a pro-rata non-renounceable rights issue on a basis of 1 New Share for every 5 Existing Shares held and 1 New Option for every 2 New Shares subscribed for being up to approximately 11,488,701 Options (exercisable at \$0.30 on or before 30 April 2021 as announced to the ASX on 18 April 2019 (Rights Issue).</p> <p>The final number of New Shares issued in accordance with the Rights Issue will be subject to the determination of the Company and holding reconciliation and rounding.</p>
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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)	(a) Fully paid ordinary shares (b) Options, exercisable at \$0.30 expiring 30 April 2021 and otherwise on terms set out in the Company's prospectus dated 18 April 2019.
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 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 	(a) Yes, shares rank equally with fully paid ordinary shares. (b) No, upon exercise of options securities will rank equally with existing fully paid ordinary shares
5	Issue price or consideration	(a) \$0.12 per share (b) Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Proceeds will be used for ongoing R&D product enhancement, investment in sales and marketing to expand growth pipeline, general working capital to enable ongoing execution of business strategy, and for costs of the offer.
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	26 October 2018

6c	Number of +securities issued without security holder approval under rule 7.1 ¹	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	22,977,401 fully paid ordinary shares under a pro-rata non-renounceable rights issue on a basis of 1 New Share for every 5 Existing Shares held and 1 New Option for every 2 New Shares subscribed for being up to 11,488,701 Options
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	Listing Rule 7.1 – 7,649,718 Listing Rule 7.1A – 10,655,367
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.	Anticipated to be 23 May 2019.

¹ As announced on 17 April 2019, the Company has agreed to issue 8,333,333 shares and (subject to shareholder approval) 4,166,667 options (Placement). It is anticipated that the shares will be issued on or about 23 April 2019, at which time application will be made for quotation.

+ See chapter 19 for defined terms.

	Number	+Class
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Fully paid ordinary shares
	<p>Assuming that the maximum number of shares offered under the Rights Issue are issued, 86,482,466 shares on issue after the completion of the Rights Issue.</p> <p>The Company will have up to 94,815,799 shares on issue following the Rights Issue and Placement (excluding unquoted shares subject to escrow).</p>	
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Ordinary shares subject to 24 month mandatory escrow
	<p>43,048,609</p> <p>Assuming the maximum number of options offered under the Rights Issue are issued, there will be 11,488,701 of these options on issue after completion of the Rights Issue.</p> <p>The Company will have up to 15,655,368 of these options on issue following the Rights Issue and Placement.</p>	<p>Unlisted options exercisable at \$0.30 expiring 30/04/2021.</p>

5,691,018	Unlisted options exercisable at \$0.01 expiring 01/12/2021.
1,034,813	Unlisted options exercisable at \$0.04 expiring 01/12/2021
3,895,543	Unlisted options exercisable at \$0.20 expiring 01/12/2021
32,000	Unlisted options exercisable at \$0.04 expiring 31/03/2022
779,000	Unlisted options exercisable at \$0.02 expiring 11/08/2022
384,000	Unlisted options exercisable at \$0.32 expiring 14/02/2023
370,000	Unlisted options exercisable at \$0.30 expiring 30/06/2023
734,694	Performance rights expiring 01/07/22
500,000	Performance rights expiring 01/11/22

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	No, shareholder approval is not required for the Rights Issue.
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	1 New Share for every 5 Existing Shares held and 1 new Option for every 2 New Shares subscribed for under the Rights Issue.
14	+Class of +securities to which the offer relates	(a) Fully paid ordinary shares (b) Options exercisable at \$0.30 on or before 30 April 2021.
15	+Record date to determine entitlements	29 April 2019
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Any fractional entitlement to a new share will be rounded down to the nearest whole new share.
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	All countries other than Australia and New Zealand.
19	Closing date for receipt of acceptances or renunciations	16 May 2019

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
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 offer documents will be sent to persons entitled	2 May 2019
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	24 April 2019
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 +Issue date Anticipated to be 23 May 2019

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

+ See chapter 19 for defined terms.

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)		

+ 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 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: 
(Company secretary)

Date: 18 April 2019

Print name: Suzanne Yeates

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Appendix 3B – Annexure 1

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

Introduced 01/08/12 Amended 04/03/13

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 the +issue date or date of agreement to issue	103,866,928
Add the following: <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 1,255,871 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval 1,410,875 • 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> 	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	N/A
“A”	106,553,674

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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	15,983,051
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> 	8,333,333 fully paid ordinary shares, which are to be issued on 23 April 2019 (see announcement dated 17 April 2019)
“C”	8,333,333
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15	15,983,051
<i>Note: number must be same as shown in Step 2</i>	
Subtract “C”	8,333,333
<i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.15] – “C”	7,649,718
	<i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

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>	106,553,674
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	10,655,367
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <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> 	
“E”	-

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<p>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</p>	
<p>"A" x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	<p>10,655,367</p>
<p>Subtract "E"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>-</p>
<p>Total ["A" x 0.10] – "E"</p>	<p>10,655,367</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.