

## 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

UUV Aquabotix Ltd (Company)

ABN

52 616 062 072

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  | Fully paid ordinary shares (Shares)  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | Up to 32,000,000 Shares  |
| 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) | Up to 32,000,000 Shares proposed to be issued at an issue price of \$0.03 per Share. |

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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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes, the Shares will rank equally with existing fully paid ordinary shares.</p>
5	Issue price or consideration	\$0.03 per Share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>The Company is undertaking a renounceable entitlement issue of 1 new Share for every 5 Shares held by eligible shareholders to raise up to \$960,000 (<b>Entitlement Issue</b>).</p> <p>The Entitlement Issue is being offered at a price of A\$0.03 per new Share (<b>Offer Price</b>).</p> <p>The proceeds of the Entitlement Issue will be used to undertake research and development activities, sales and marketing, pay the expenses of the Entitlement Issue, and for the Company's working capital requirements.</p>
6a	<p>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>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 May 2018
6c	Number of +securities issued without security holder approval under rule 7.1	N/A

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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	32,000,000 Shares issued under exception 1 in rule 7.2						
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	See Annexure 1						
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>	Proposed to be issued on 20 March 2019 (under the timetable set out in the Company's ASX announcement on 20 February 2019)						
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>92,000,000</td><td>Fully paid ordinary shares</td></tr><tr><td>35,000,000</td><td>UUVO Options (exercise price of \$0.22, expiry on 19 April 2019)</td></tr></table>	Number	+Class	92,000,000	Fully paid ordinary shares	35,000,000	UUVO Options (exercise price of \$0.22, expiry on 19 April 2019)
Number	+Class							
92,000,000	Fully paid ordinary shares							
35,000,000	UUVO Options (exercise price of \$0.22, expiry on 19 April 2019)							

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	Number	Class
9      Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	100,000,001	Fully paid ordinary shares*
	15,000,000	Class A Performance shares*
	15,000,000	Class B Performance shares*
	15,000,000	Class C Performance shares*
	10,000,000	Class B unlisted options (exercise price of \$0.22, expiry on 19 April 2020)*
	700,000	Class C unlisted options (exercise price of \$0.30, expiry on 19 April 2020)
	700,000	Class D unlisted options (exercise price of \$0.30, expiry on 19 April 2021)
	5,000,000	Class E unlisted options (exercise price of \$0.30, expiry on 19 April 2021)
	3,000,000	Class F unlisted options (exercise price of \$0.30, expiry on 19 April 2022)
	1,500,000	Class R unlisted options (exercise price of \$0.11, expiry on 18 April 2021)
	1,500,000	Class S unlisted options (exercise price of \$0.11, expiry on 18 April 2022)
	1,500,000	Class T unlisted options (exercise price of \$0.11, expiry on 18 April 2023)
	1,500,000	Class U unlisted options (exercise price of \$0.11, expiry on 18 April 2024)
	1,000,000	Class V unlisted options

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		(exercise price of \$0.11, expiry on 30 May 2021)
	300,000	Class W unlisted options (exercise price of \$0.11, expiry on 21 December 2021)
	400,000	Class X unlisted options (exercise price of \$0.11, expiry on 18 July 2021)
	400,000	Class Y unlisted options (exercise price of \$0.11, vesting on 18 July 2019, expiry on 18 July 2021)
	400,000	Class Z unlisted options (exercise price of \$0.11, vesting on 18 July 2020, expiry on 18 July 2021)
	200,000	Class AA unlisted options (exercise price of \$0.11, expiry on 2 November 2021)
	200,000	Class AB unlisted options (exercise price of \$0.11, vesting on 2 November 2019, expiry on 2 November 2021)
	200,000	Class AC unlisted options (exercise price of \$0.11, vesting on 2 November 2020, expiry on 2 November 2021)
		*escrowed to 28 April 2019

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

**Part 2 - Pro rata issue**

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Renounceable
13	Ratio in which the +securities will be offered	1 new Share for every 5 Shares held by eligible shareholders
14	+Class of +securities to which the offer relates	Fully paid ordinary shares
15	+Record date to determine entitlements	5:00pm (WST) on 27 February 2019
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	Rounded up to the nearest whole number
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 excluding Australia and New Zealand
19	Closing date for receipt of acceptances or renunciations	13 March 2019

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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	Patersons Securities Limited ABN 69 008 896 311
23	Fee or commission payable to the broker to the issue	See section 8.5 of the prospectus proposed to be lodged on 21 February 2019 ( <b>Prospectus</b> )
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	See section 8.5 of the Prospectus
25	If the issue is contingent on security holders' approval, the date of the meeting	No, not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	4 March 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	21 February 2019
28	Date rights trading will begin (if applicable)	26 February 2019
29	Date rights trading will end (if applicable)	6 March 2019
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Provide instructions to their broker in accordance with section 4.4 of the Prospectus.
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Complete and lodge the personalised Entitlement and Acceptance Form for the number of Shares they wish to take up and follow the steps in section 4.3 of the Prospectus or by completing a BPay payment in accordance with section 4.12 of the Prospectus. Thereafter, provide

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instructions to their broker regarding the proportion of their Entitlement they wish to sell.



- |    |  |  |
|----|--|--|
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | Complete and lodge a standard renunciation and transfer form (available from the Company's share registry, Link Market Services) in accordance with section 4.7 of the Prospectus. |
| 33 | +Issue date  | Proposed issue date of 20 March 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

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#### 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	<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"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	+Class		
Number	+Class					

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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.

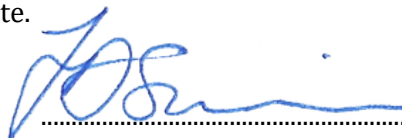
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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: 21 February 2019

Company secretary

Print name:      Jonathan Swain

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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	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	135,000,001*  *Shares upon listing on ASX
<b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	20,000,000 (18 July 2018)  5,000,000 (21 December 2018)
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	160,000,001

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<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	24,000,000 (rounded down)
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> 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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><b>Note:</b></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Nil
<b>“C”</b>	Nil
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p><b>“A” x 0.15</b></p> <p><i>Note: number must be same as shown in Step 2</i></p>	24,000,000
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	Nil
<b>Total [“A” x 0.15] – “C”</b>	<p>24,000,000</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

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## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	160,000,001
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>  <i>Note: this value cannot be changed</i>	0.10
<b>Multiply “A” by 0.10</b>	16,000,000 (rounded down)
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <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></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Nil
<b>“E”</b>	Nil

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<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b>  <i>Note: number must be same as shown in Step 2</i>	16,000,000
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total [“A” x 0.10] – “E”</b>	16,000,000  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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