

# 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

Name of entity

ALGAE.TEC LIMITED

ABN

16 124 544 190

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   | Convertible Note   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 1 Convertible Note   |
| 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) | <p>Principle terms of convertible note:</p> <ul style="list-style-type: none"><li>• Face value of US\$166,667</li><li>• A maturity date of 36 months from date of issue</li><li>• Interest rate of 10% per annum, payable quarterly in arrears</li><li>• The note can be converted into shares at a conversion price that is the lower of<ul style="list-style-type: none"><li>○ \$0.05 per share</li><li>○ A 10% discount to the 5 day VWAP prior to the date of conversion</li></ul></li></ul> |

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<p>4 Do the +securities rank equally in all respects from the date of allotment 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>Conversion shares issued rank equally in all respects from the date of issue with the existing class of fully paid ordinary shares.</p>
<p>5 Issue price or consideration</p>	<p>USD\$166,667</p>
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Funds raised to provide working capital for Company operations as announced on 24 January 2017.</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>28 November 2016</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/A</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>N/A</p>

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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	N/A							
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	Remaining 7.1 capacity – 10,214,120 Remaining 7.1A capacity – 34,783,330							
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	6 February 2017							
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center; vertical-align: middle;">348,037,384</td> <td style="text-align: center; vertical-align: middle;">Ordinary Shares</td> </tr> <tr> <td style="text-align: center; vertical-align: middle;">Number</td> <td style="text-align: center; vertical-align: middle;">+Class</td> </tr> </tbody> </table>		Number	+Class	348,037,384	Ordinary Shares	Number	+Class
Number	+Class								
348,037,384	Ordinary Shares								
Number	+Class								

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Number and +class of all +securities not quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	28,728,607	Unlisted options exercisable at \$0.1636 on or before 20 January 2019
	1	Convertible Note maturing on 9 July 2016 with a conversion price at \$0.075 and subject to adjustments in accordance with the terms and conditions of the Convertible Notes.
	1,000,000	Unlisted options exercisable at \$0.20 on or before 1 March 2018
	16,000,000	Unlisted options exercisable at \$0.09 on or before 30 June 2019
	650,000	Convertible Notes maturing on of 22 July 2017 with a conversion price of \$0.049 and otherwise in accordance with the terms and conditions of the Convertible Notes
	125,000	Convertible Notes maturing on 8 August 2017 with a Conversion price of \$0.049 and otherwise in accordance with the terms and conditions of the Convertible Notes.
	90,000	Convertible Notes maturing on 6 October 2017 with a conversion price of \$0.049 and otherwise in accordance with the terms and conditions of the Convertible Notes.
	204,082	Unlisted options exercisable at \$0.10 on or before 21 April 2017
	1	Convertible Note A 'Maturity Date' of 7 January 2018 with a conversion price of \$0.10

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150,000	<p>Convertible Notes Maturing on 8 July 2017 with an outstanding aggregate face value of US\$165,000 a conversion price of lower of;</p> <ul style="list-style-type: none"> <li>• 15% discount from the average of the lowest 5 daily VWAPS in the 10 trading days prior to conversion or</li> <li>• Fixed price of \$0.075 AUD</li> </ul>
1	<p>Convertible Note</p> <ul style="list-style-type: none"> <li>• A Maturity date of 18 months from date of issue</li> <li>• Conversion price of \$0.10</li> <li>• Interest reate of 10% per annum – interest payable in cash</li> <li>• In the event of conversion, noteholder will be granted one option for every one Share issued at an exercise price of \$0.075 and 25 January 2018</li> </ul>
1	<ul style="list-style-type: none"> <li>• Face value of US\$166,667</li> <li>• A maturity date of 36 months from date of issue</li> <li>• Interest rate of 10% per annum</li> <li>• The note can be converted into shares at a conversion price that is the lower of             <ul style="list-style-type: none"> <li>• \$0.05 per share</li> <li>• A 10% discount to the 5 day VWAP prior to the date of conversion</li> </ul> </li> </ul>

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

**Part 2 - Bonus issue or pro rata issue N/A**

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the +securities will be offered

14 +Class of +securities to which the offer relates

15 +Record date to determine entitlements

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

17 Policy for deciding entitlements in relation to fractions

18 Names of countries in which the entity has +security holders who will not be sent new issue documents   
Note: Security holders must be told how their entitlements are to be dealt with.  
Cross reference: rule 7.7.

19 Closing date for receipt of acceptances or renunciations

20 Names of any underwriters

21 Amount of any underwriting fee or commission

22 Names of any brokers to the issue

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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 <sup>+</sup> security holders	N/A
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	<sup>+</sup> Despatch date	N/A

### 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)

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(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 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:

- 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 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: 8 February 2017  
(Director/Company secretary)

Print name: Peter Hatfull  
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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

N/A

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<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 date of issue or agreement to issue	338,597,845
<p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 551,658 Shares (21/04/2016) 609,592 Shares (28/07/2016)</li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval 551,658 Shares (28/07/2016) 893,274 Shares (09/09/2016) 774,018 Shares (26/10/16)</li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period 471,938 Shares (26/10/16) 765,127 Shares (21/11/16)</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> 1,106,730 Shares (01/12/16)</li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> 1,230,436 Shares (23/12/16) 1,283,578 Shares (25/01/17)</li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i> 471,938 Shares (31/01/17)</li> </ul> <p style="text-align: right;"><b>Total: 8,709,947</b></p>	
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	
<b>“A”</b>	<b>347,833,302</b>

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<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	52,174,995
<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><i>Note:</i></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>	<p>204,082 Options (21/4/16)</p> <p>3,029,326 Shares (125,000 Convertible Notes) (8/2/16)</p> <p>2,181,122 Shares (90,000 Convertible Notes) (6/4/16)</p> <p>204,082 Shares (22/4/16)</p> <p>13,220,000 Shares (1 Convertible note)</p> <p>12,344,503 Shares (350,000 Convertible Notes)</p> <p>2,500,000 Shares (1 Convertible note)</p> <p>2,500,000 Options</p> <p>5,777,760 Shares (1 Convertible Note)</p> <p style="text-align: right;">41,960,875</p>
“C”	41,960,875
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	<b>52,174,995</b>
<b>Subtract</b> “C” <i>Note: number must be same as shown in Step 3</i>	41,960,875
<b>Total</b> [“A” x 0.15] – “C”	10,214,120

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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>	347,833,302
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	34,783,330
<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 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"> <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>	0
<b>“E”</b>	0

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<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	34,783,330
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	0
<b>Total</b> [“A” x 0.10] – “E”	34,783,330 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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