

29 November 2019

Section 708A Cleansing Notice and Appendix 3B

This notice is given by LatAm Autos Limited (**Company**) under Section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

The Company hereby confirms that:

- (a) it has issued a total of 5,205,547 fully paid ordinary shares (**Shares**), with 4,603,591 Shares issued at an issue price of \$0.055 (5.5 cents) per share to Directors of the Company in relation to their participation in the Placement, pursuant to Resolutions 3 and 4 of the Company's Notice of General Meeting held on 31 October 2019 and as approved by shareholders. The Company also issued 284,777 Shares at a deemed issue price of \$0.0737 (7.37 cents) per share and 317,179 Shares issued at a deemed issue price of \$0.0496 (4.96 cents) per share, to a consultant in consideration for services provided.
- (b) it has also issued a total of 2,301,795 Quoted Options (**Options**) at a Nil issue price, as attaching options as part of the Placement to Directors, pursuant to Resolutions 3 and 4 of the Company's Notice of General Meeting held on 31 October 2019 and as approved by shareholders.
- (c) the Company has issued the Shares and Options above without disclosure to investors under Part 6D.2 of the Corporations Act;
- (d) the Company is providing this notice under paragraph 5(e) of section 708A of the Corporations Act;
- (e) as at the date of this notice the Company, as a disclosing entity under the Corporations Act, has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - (ii) section 674 of the Corporations Act as it applies to the Company; and
- (f) as at the date of this announcement, there is no excluded information of the type referred to in Sections 708A(7) and 708A(8) of the Corporations Act.

For more information, please contact:

Melanie Leydin
Company Secretary
+61 3 9692 7222



About LatAm Autos (ASX: LAA)

LatAm Autos is a leading online car transaction market place with operations in Mexico, Ecuador and Peru. LatAm Autos is capitalising on the shift of automotive classifieds advertising to online channels, whilst providing ancillary services to car buyers such as finance, insurance and car tracking technology through its Motorfy brand. For more information on LatAm Autos, please visit its website: www.latamautos.com.



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

LatAm Autos Limited

ABN

12 169 063 414

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 | (1) Fully paid ordinary shares
(2) Fully paid ordinary shares
(3) Fully paid ordinary shares
(4) Fully paid ordinary shares
(5) Quoted Options
(6) Quoted Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (1) 454,545 Fully paid ordinary shares
(2) 4,149,046 Fully paid ordinary shares
(3) 284,777 Fully paid ordinary shares
(4) 317,179 Fully paid ordinary shares
(5) 227,272 Quoted Options
(6) 2,074,523 Quoted Options |
| 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) | (1) Fully Paid Ordinary Shares
(2) Fully Paid Ordinary Shares
(3) Fully Paid Ordinary Shares
(4) Fully Paid Ordinary Shares
(5) LAAO Quoted Options, exercisable at \$0.10 (10 cents) each, expiring on 13 August 2021
(6) LAAO Quoted Options, exercisable at \$0.10 (10 cents) each, expiring on 13 August 2021 |

+ See chapter 19 for defined terms.

<p>4 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 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 	<p>(1) to (4) Yes – Fully paid ordinary shares (5) to (6) Yes – LAAO Quoted Options exercisable at \$0.10 (10 cents) each, expiring on 13 August 2021.</p>
<p>5 Issue price or consideration</p>	<p>(1) \$0.055 (5.5 cents) per share (2) \$0.055 (5.5 cents) per share (3) Deemed issue price of \$0.0737 (7.37 cents) per share (4) Deemed issue price of \$0.0496 (4.96 cents) per share (5) Nil (6) Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(1) Issue of placement shares to Mr Joe Hanna (or his nominee), pursuant to Resolution 3 of the Company’s Notice of General Meeting held on 31 October 2019 and as approved by shareholders. (2) Issue of placement shares to Startive Ventures Inc., pursuant to Resolution 4 of the Company’s Notice of General Meeting held on 31 October 2019 and as approved by shareholders. (3) Issue of shares to a consultant in consideration for services provided. (4) Issue of shares to a consultant in consideration for services provided. (5) Issue of attaching options as part of the placement to Mr Joe Hanna (or his Nominee), pursuant to Resolution 3 of the Company’s Notice of General Meeting held on 31 October 2019 and as approved by shareholders. (6) Issue of attaching options as part of the placement to Startive Ventures Inc., pursuant to Resolution 4 of the Company’s Notice of General Meeting held on 31 October 2019 and as approved by shareholders.</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>21 May 2019</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>(3) 284,777 Fully paid ordinary shares (4) 317,179 Fully paid ordinary shares</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Nil</p>
<p>6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>(1) 454,545 Fully paid ordinary shares (2) 4,149,046 Fully paid ordinary shares (5) 227,272 Quoted Options (6) 2,074,523 Quoted Options</p> <p>All of the above securities were issued with shareholder approval at the Company's General Meeting held on 31 October 2019.</p>
<p>6f Number of +securities issued under an exception in rule 7.2</p>	<p>Nil</p>
<p>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.</p>	<p>N/A</p>
<p>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</p>	<p>N/A</p>
<p>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</p>	<p>Refer to Annexure 1</p>

+ See chapter 19 for defined terms.

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.

29 November 2019

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

Number	+Class
591,647,621	Fully paid ordinary shares
95,616,529	Quoted options (LAAO) exercisable at \$0.10 (10 cents) expiring on 13 August 2021

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

Number	+Class
1,416,667	2016 unlisted performance rights – long term incentive.
1,783,332	2017 unlisted performance rights – long term incentive.
1,949,999	2018 unlisted performance rights – long term incentive.
3,250,000	2019 unlisted performance rights – long term incentive.
4,174,002	Unlisted convertible notes issued at a face value of \$1 per note with a conversion price of \$0.10 (10 cents) per note (assuming no event triggers an adjustment to the conversion price). Maturity date of 31 July 2021.
49,900,084	Unlisted options, exercisable at \$0.17 (17 cents) each, expiring 31 December 2019.

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

11	Is security holder approval required?	N/A
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12	Is the issue renounceable or non-renounceable?	N/A
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13	Ratio in which the +securities will be offered	N/A
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14	+Class of +securities to which the offer relates	N/A
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15	+Record date to determine entitlements	N/A
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
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17	Policy for deciding entitlements in relation to fractions	N/A
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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>	N/A
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19	Closing date for receipt of acceptances or renunciations	N/A
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20	Names of any underwriters	N/A
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21	Amount of any underwriting fee or commission	N/A
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22	Names of any brokers to the issue	N/A
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23	Fee or commission payable to the broker to the issue	N/A
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+ See chapter 19 for defined terms.

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	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 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
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue 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)

(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

+ See chapter 19 for defined terms.

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

N/A

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)

N/A

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

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:



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(Company secretary)

Date: 29 November 2019

Print name: Melanie Leydin

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+ See chapter 19 for defined terms.

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	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	417,741,679
<i>Add</i> 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 <ul style="list-style-type: none"> 222,737 Shares – 5 February 2019 390,000 Shares – 5 February 2019 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval <ul style="list-style-type: none"> 1,376,290 Shares – 14 June 2019 58,170,646 Shares – 20 June 2019 • Number of partly paid +ordinary securities that became fully paid in that 12 month period <ul style="list-style-type: none"> 46,661,857 Shares – 24 July 2019 3,720,200 Shares – 25 July 2019 <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> <ul style="list-style-type: none"> 18,270,481 Shares – 8 November 2019 3,442,604 Shares – 8 November 2019 • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <ul style="list-style-type: none"> 36,363,636 Shares – 8 November 2019 454,545 Shares – 29 November 2019 • <i>It may be useful to set out issues of securities on different dates as separate line items</i> <ul style="list-style-type: none"> 4,149,046 Shares – 29 November 2019 	
<i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period	-
“A”	590,963,721

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	88,644,558
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> 	<p>81,944 Shares (Subject to voluntary escrow until 4 June 2020) - 4 June 2019</p> <p>4 Quoted Options – 8 November 2019</p> <p>284,777 Shares – 29 November 2019</p> <p>317,179 Shares – 29 November 2019</p>
“C”	683,904
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	88,644,558
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	683,904
<p>Total [“A” x 0.15] – “C”</p>	<p>87,960,654</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ 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>	590,963,721
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	59,096,372
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert 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”	-

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	59,096,372
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	-
Total ["A" x 0.10] – "E"	59,096,372 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.