

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

Regalpoint Resources Ltd

ABN

12 122 727 342

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).

- | | |
|--|---|
| <p>1 +Class of +securities issued or to be issued</p> | <p>Fully paid ordinary shares (Shares)</p> <p>Options to subscribe for ordinary shares – to be quoted (Offer Options)</p> <p>Options to subscribe for ordinary shares – to be unquoted (Vendor Options)</p> <p>Rights to be issued ordinary shares (Performance Rights)</p> |
| <p>2 Number of +securities issued or to be issued (if known) or maximum number which may be issued</p> | <p>The following securities are to be issued on a post 10:1 consolidation basis:</p> <ul style="list-style-type: none"> • 32,500,000 Shares • 19,750,000 Offer Options • 5,000,000 Vendor Options • 15,000,000 Class A Performance Rights • 7,500,000 Class B Performance Rights • 7,500,000 Class C Performance Rights |

+ See chapter 19 for defined terms.

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)

Shares

Shares will fully paid ordinary shares in the capital of the Company.

Offer Options

Each Offer Option will be exercisable at \$0.40 on or before 30 June 2019.

Vendor Options

Each Vendor Option will be exercisable at \$0.25 on or before 31 March 2019.

Performance Rights

The Performance Rights will be granted as performance-based consideration for the purchase by the Company of all of the shares in AssetOwl Pty Ltd (ACN 601 135 282) (**AssetOwl Shares**).

Each Performance Right will provide its holder with a right to be issued one Share upon the relevant milestone for that class of Performance Right being achieved and the Performance Right consequently vesting. Subject to ASX requirements, the Company retains the right to satisfy the Performance Rights by making payments of cash in lieu of Shares.

The milestones for each class of Performance Right are summarised as follows:

- **Class A Performance Right:** One third vest on each of the following milestones:
 - 320 stores (or floors in a multi-level business) using AssetOwl's Management Platform for the 2017 calendar year.
 - The Company generating at least \$3,008,000 in revenue for the 2017 calendar year.
 - The Company breaking-even in relation to net profit before tax for the 2017 calendar year.
- **Class B Performance Right:** One third

vests on each of the following milestones:

- 1,152 stores (or floors in a multi-level business) using AssetOwl's Management Platform for the 2018 calendar year.
- The Company generating at least \$5,760,000 in revenue for the 2018 calendar year.
- The Company achieving at least \$1,792,000 in net-profit before tax for the 2018 calendar year.

• **Class C Performance Right:** One third vests on each of the following milestones:

- 1,408 stores (or floors in a multi-level business) using AssetOwl's Management Platform for the 2019 calendar year.
- The Company generating at least \$10,400,000 in revenue for the 2019 calendar year.
- The Company achieving at least \$5,696,000 in net-profit before tax for the 2019 calendar year.

Addition information

For additional information, please refer to the Prospectus by the Company dated 9 November 2016 (**Prospectus**).

- 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:

- 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

Shares

All Shares will rank equally with existing fully paid ordinary shares then on issue.

Offer Options

All Offer Options will form a new class of options to be quoted. The shares issued on the exercise of Offer Options will rank equally with existing fully paid ordinary shares.

Vendor Options

All Vendor Options will form a new class of unquoted options. The shares issued on the

+ See chapter 19 for defined terms.

exercise of Vendor Options will rank equally with existing fully paid ordinary shares.

Performance Rights

Each class of Performance Right will form a new class of unquoted performance rights. The shares issued on the vesting of a Performance Right will rank equally with existing fully paid ordinary shares.

5 Issue price or consideration

Shares

17,500,000 Share will be offered at a price of \$0.20 to raise \$3,500,000 pursuant to a public capital raising under the Prospectus (**Public Offer**).

15,000,000 Shares will be offered under the Prospectus for nil cash consideration to the vendors of the AssetOwl Shares as consideration for the purchase of those shares (**Vendor Offer**) pursuant to the terms of a Share Sale and Purchase Agreement dated 3 November 2016 (**Transaction Agreement**).

Offer Options

8,750,000 Offer Options will be free attaching options pursuant to the Public Offer on the basis of 1 Offer Option for every 2 Shares subscribed.

11,000,000 Offer Options will be offered under the Prospectus for nil cash consideration to the underwriter and lead manager of the Public Offer as consideration for services provided to the Company in that regard (**Underwriter Offer**).

Vendor Options

5,000,000 Vendor Options will be offered as part of the Vendor Offer under the Prospectus for nil cash consideration to the vendors of the AssetOwl Shares as consideration for the purchase of those shares pursuant to the terms of the Transaction Agreement.

Performance Rights

The Performance Rights are to be granted for nil cash consideration to the vendors of the AssetOwl Shares as consideration for the purchase of those shares. Each class of Performance Right is intended to represent \$3,000,000 in consideration.

- 6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

Shares and Offer Options under the Public Offer

The Shares and Offer Options under the Public Offer are to be issued to raise funds for the following purposes:

- following completion of the acquisition of the AssetOwl Shares, enable the Company to fund AssetOwl's software development, business development and marketing, and patent costs;
- maintain the Company's existing exploration tenements in good standing;
- fund the Company's corporate overheads and administrative costs;
- provide general working capital; and
- satisfy the ASX admission requirements

Shares and Vendor Options under Vendor Offer and Performance Rights

The Shares and Vendor Options under the Vendor Offer and the Performance Rights are to be issued to satisfy the Company's obligations under the Transaction Agreement.

Offer Options under Underwriter Offer

The Offer Options under the Underwriter Offer are to be issued to satisfy the Company's obligations under the Underwriting Agreement dated 7 November 2016.

+ See chapter 19 for defined terms.

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	25 November 2015
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)	<p>Pursuant to the resolutions proposed to be passed at the Company's annual general meeting to be held on 5 December 2016:</p> <ul style="list-style-type: none"> • 32,500,000 Shares; • 19,750,000 Offer Options; • 5,000,000 Vendor Options; • 15,000,000 Class A Performance Rights; • 7,500,000 Class B Performance Rights; and • 7,500,000 Class C Performance Rights.
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	N/A

consideration, state date on which valuation of consideration was released to ASX Market Announcements

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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: 8,931,316
Listing rule 7.1A: 5,954,211

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.

It is anticipated that all securities are to be issued on or about 15 December 2016.
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8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)

Number	+Class
On issue – pre consolidation basis	
270,421,120	Fully paid ordinary shares.
101,427,928	Options (RGUO) – each exercisable at \$0.20 each on or before 30 September 2018.
Offered under Prospectus – post 10:1 consolidation basis	
32,500,000	Fully paid ordinary shares.
19,750,000	Offer Options – each exercisable at \$0.40 each on or before 30 June 2019.

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<p>Offered under Prospectus – post 10:1 consolidation basis</p> <p>5,000,000</p> <p>15,000,000</p> <p>7,500,000</p> <p>7,500,000</p>
		<p>Vendor Options – each exercisable at \$0.25 each on or before 31 March 2019.</p> <p>Class A Performance Rights.</p> <p>Class B Performance Rights.</p> <p>Class C Performance Rights.</p>
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Any shares issued subject to this Appendix 3B carry the same rights to dividends as all issued ordinary shares.

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
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	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

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A	
39	+Class of +securities for which quotation is sought	N/A	
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"> • 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	<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>	N/A	
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class
		N/A	N/A

+ 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:
(Director/Company secretary)

9 November 2016
Date:

Print name: FLEUR HUDSON
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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	
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	6,760,528 (this figure is based on the expected result of the proposed 10:1 capital consolidation, less the number of shares issued in the past 12 months on a post-consolidation basis)
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 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • 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> 	20,281,584 – Rights issue, April 2016 (this figure is based on the expected result of the proposed 10:1 capital consolidation) 17,500,000 Shares under the Public Offer 15,000,000 Shares under the Vendor Offer
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	59,542,112

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	8,931,316
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> 	Nil
“C”	0
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>	8,931,316
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	0
Total [“A” x 0.15] – “C”	8,931,316 <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>	59,542,112
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	5,954,211
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 <i>Notes:</i> <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> 	Nil
“E”	Nil

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A

<p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	<p>5,954,211</p>
<p>Subtract “E”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>Nil</p>
<p>Total [“A” x 0.10] – “E”</p>	<p>5,954,211</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.