

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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

Tesseract Limited

ABN

13 605 672 928

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)
Dec Employee Options
NED Dec Options
Managing Director Replacement Options
Warrants |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 185,185 Shares issued to employee
6,583,333 Shares issued to NED's
3,000,000 Dec Employee Options
3,291,666 NED Dec Options
10,000,000 Managing Director Replacement Options
10,000,000 Warrants |

+ See chapter 19 for defined terms.

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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)

Shares - Fully paid ordinary shares
Dec Employee Options - call options as set out in section 9
NED Dec Options - \$0.05 call options expiring 19 March 2020
Managing Director Replacement Options - rights to acquire Shares as set out in section 9
Warrants - warrants expire 30 September 2022 and each warrant converts into one share at the minimum of:

- \$0.08; or
- the TERP per Share of any new issue of Shares where the total number of Shares on issue as a result of the new issue results in the Company's total share capital increasing by more than 15% (whether as a result of one issuance or a series of related-issuances).

as set out in the announcement to ASX on 19 September 2019.

+ 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>Warrants – no, however on exercise the Shares issued will rank equally</p> <p>Options – no, however on exercise the Shares issued will rank equally</p> <p>Shares - Yes</p>
<p>5 Issue price or consideration</p>	<p>185,185 Shares issued to employee - nil 6,583,333 Shares issued to NED's - \$0.045 3,000,000 Dec Employee Options - nil 3,291,666 NED Dec Options - nil 10,000,000 Managing Director Replacement Options - nil 10,000,000 Warrants - nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>185,185 Shares issued to employee as part of employment contract</p> <p>6,583,333 Shares issued to NED's – as part of capital raising</p> <p>3,000,000 Dec Employee Options - as part of employment contract</p> <p>3,291,666 NED Dec Options – as part of capital raising</p> <p>10,000,000 Managing Director Replacement Options- as part of revised employment arrangements</p> <p>10,000,000 Warrants – as part of the Pure Asset Management Finance Facility</p>

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<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>29 November 2019</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Shares - 185,185 3,000,000 Dec Employee Options</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>6,583,333 Shares issued to NED's 3,291,666 NED Dec Options 10,000,000 Managing Director Replacement Options 10,000,000 Warrants</p> <p>Approval given on 29 November 2018</p>
<p>6f Number of +securities issued under an exception in rule 7.2</p>	<p>N/A</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>

+ See chapter 19 for defined terms.

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 - 35,269,283 Listing Rule 7.1A – 26,036,312
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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.	2 December 2019
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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="text-align: left; padding: 2px;">Number</th> <th style="text-align: left; padding: 2px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="padding: 2px;">261,148,310</td> <td style="padding: 2px;">Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	261,148,310	Fully paid ordinary shares
Number	+Class					
261,148,310	Fully paid ordinary shares					

+ See chapter 19 for defined terms.

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	500,000	Call options expiring 8 May 2020 exercisable at 50c
	NED Options	
	1,000,000	\$0.10 call options vesting 21 December 2018 expiring 30 November 2021
	1,000,000	\$0.125 call options vesting 21 December 2019 expiring 30 November 2021
	1,000,000	\$0.15 call options vesting 21 December 2020 expiring 30 November 2021
	Chairman's options	
	1,000,000	\$0.10 call options vesting 8 February 2018 expiring 30 November 2021
	1,000,000	\$0.125 call options vesting 8 February 2019 expiring 30 November 2021
	1,000,000	\$0.15 call options vesting 8 February 2020 expiring 30 November 2021
	10,000,000	Call options exercisable at 5c per option expiring 3 December 2020.
	28,800 000	TC Call options exercisable at 5c per option expiring 19 March 2020
	20,055,557	June Placement Options exercisable at 5c per option expiring 19 March 2020

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Employee options 100,000	\$0.10 call options expiring 1 March 2022
100,000	\$0.125 call options vesting 1 March 2020 expiring 1 March 2022
100,000	\$0.15 call options vesting 1 March 2021 expiring 1 March 2022
300,000	\$0.05 call options expiring 22.07.2021
Employee Options 2 3,000,000	\$0.075 call options expiring 18.04.2021
Broker options 1,100,000	\$0.10 call options expiring 19 March 2021
500,000	\$0.10 call options expiring 29 March 2021
Dec Employee Options 1,000,000	\$0.075 expiring 29 Nov 2022
1,000,000	\$0.10 exercisable 29 Nov 2020 expiring 29 Nov 2022
1,000,000	\$0.125 exercisable 29 Nov 2021 expiring 29 Nov 2022
NED Dec Options 3,291,666	\$0.05 call options expiring 19 March 2020
Warrants issued to Pure Asset Management Pty Ltd	25,000,000
Managing Director Replacement Options See table below	

Right to acquire Number of Shares:	Condition:	Expiry Date:
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1,000,000	SP achieving \$0.075 for no less than 60 consecutive days	3 October 2021
1,000,000	SP achieving \$0.10 for no less than 60 consecutive days	3 October 2021
2,000,000	SP achieving \$0.15 for no less than 60 consecutive days	3 October 2021
2,000,000	SP achieving \$0.20 for no less than 60 consecutive days	3 October 2021
2,000,000	SP achieving \$0.25 for no less than 60 consecutive days	3 October 2021
2,000,000	SP achieving \$0.30 for no less than 60 consecutive days	3 October 2021

- 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?
- 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

+ 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.

19 Closing date for receipt of acceptances or renunciations

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- | | | |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders | |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting | |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled | |
| 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 | |
| 28 | Date rights trading will begin (if applicable) | |
| 29 | Date rights trading will end (if applicable) | |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker? | |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | |

+ See chapter 19 for defined terms.

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

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.

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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 +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: 3 December 2019

Print name: OLIVER CARTON

+ 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		131334383
<i>Add</i> the following:	12.12.18	1000000
• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2	13.12.18	1000000
• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval	07.02.19	10000000
• Number of partly paid +ordinary securities that became fully paid in that 12 month period	12.02.19	300000
	19.03.19	23128000
	29.03.10	11300000
<i>Note:</i>		
• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i>	15.04.19	240,000
• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i>	1.05.19	3600000
• <i>It may be useful to set out issues of securities on different dates as separate line items</i>	1.05.19	440740
	2.07.19	32,700,002
	3.07.19	1855555
	11.07.19	23,105,556
	16.09.19	1,000,000
	18.10.19	1,000,000

+ See chapter 19 for defined terms.

	24.10.19	1,600,000
	16.05.19	700000
	23.07.19	7,985,556
	23.07.19	7,050,000
	16.09.19	1,590,000
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	0	
“A”	260,363,125	

Step 2: Calculate 15% of “A”		
“B”	0.15	
	<i>[Note: this value cannot be changed]</i>	
Multiply “A” by 0.15	39,054,468	
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used		
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:	18.10.19	600,000
	03.12.19	185,185
	03.12.19	3,000,000
<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 		
<i>Note:</i>		
<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> 		
“C”	3,785,185	
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1		
“A” x 0.15	36719135	

+ See chapter 19 for defined terms.

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<i>Note: number must be same as shown in Step 2</i>	
Subtract "C" <i>Note: number must be same as shown in Step 3</i>	3,785,185
Total ["A" x 0.15] – "C"	35,269,283 <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>	260,363,125
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	26,036,312
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”	0

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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>	26,036,312
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	0
Total ["A" x 0.10] – "E"	26,036,312 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.



ASX ANNOUNCEMENT TESSERENT LIMITED

MELBOURNE – 2 December 2019

Cleansing Notice

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

The Company hereby confirms that:

(a) the Company has issued fully paid ordinary shares and/or options (Securities) in the number, at the issue price, on the terms and for the purposes as set out in the ASX Appendix 3B lodged on 2 December 2019.

(b) the Securities were issued without disclosure to investors under Part 6D.2 of the Corporations Act;

(c) the Company is providing this notice under paragraph 5(e) of section 708A of the Corporations Act;

(d) 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

(e) 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.

About Tesseract

Tesseract is a specialist in managed cyber security. Tesseract has built its own platform for the delivery of managed cyber-security, which it deploys for the management of its own customers and also licenses to partners around the world to enable them to deliver effective cyber-security management to their customers.

For more information, please visit the company's web site at www.tesseract.com.

Contact

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