

# 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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

**ADEFECTIVE LIMITED**

ABN

93 085 545 973

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   | <ol style="list-style-type: none"><li>1. Fully paid ordinary shares</li><li>2. Options to acquire fully paid ordinary shares</li></ol>  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | <ol style="list-style-type: none"><li>1. 73,401,934 fully paid ordinary shares</li><li>2. 106,465,108 options to acquire fully paid ordinary shares</li></ol>   |
| 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) | <ol style="list-style-type: none"><li>1. The fully paid ordinary shares are of the same class and rank with all other shares on issue.</li><li>2. Each option entitles the holder to subscribe for one fully paid ordinary share in the Company at the exercise price of 1.5 cents. The options are exercisable up until 5.00pm (AEDT) on 30 June 2014 (<b>Expiry Date</b>). Any options not exercised on or before the Expiry Date will automatically lapse.</li></ol> |

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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>	<ol style="list-style-type: none"> <li>1. The fully paid ordinary shares are of same class and rank with all other shares on issue.</li> <li>2. The options will form a new class of securities (being options to be quoted on the ASX).</li> </ol>						
<p>5 Issue price or consideration</p>	<ol style="list-style-type: none"> <li>1. The fully paid ordinary shares are issued at 1.5 cents per share.</li> <li>2. The options are issued for nil consideration.</li> </ol>						
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ol style="list-style-type: none"> <li>1. Rights issue offer under the Company's prospectus dated 2 March 2012 (<b>Rights Issue</b>). Funds raised under the Rights Issue will be applied to retire debt, provide working capital and to enable the Company to evaluate opportunities to diversify current business offerings.</li> <li>2. Underwriter offer under the Company's prospectus dated 2 March 2012, pursuant to an agreement entered into with the underwriter of the Rights Issue (<b>Underwriter Offer</b>).</li> </ol>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>12 April 2012</p>						
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="708 1547 995 1574">Number</th> <th data-bbox="1008 1547 1284 1574">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="708 1579 995 1615">198,379,040</td> <td data-bbox="1008 1579 1284 1637">Fully paid ordinary shares</td> </tr> <tr> <td data-bbox="708 1668 995 1704">132,252,694</td> <td data-bbox="1008 1668 1284 1727">Options to acquire fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	198,379,040	Fully paid ordinary shares	132,252,694	Options to acquire fully paid ordinary shares
Number	+Class						
198,379,040	Fully paid ordinary shares						
132,252,694	Options to acquire fully paid ordinary shares						

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	No.	Number	+Class
9	1.	2,600,000	Options to acquire fully paid ordinary shares
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)		
	Rank equally		

## Part 2 - Bonus issue or 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	<p>1. The Rights Issue offered shareholders the right to take up one new share for every share held as at 7.00pm AEDT on 13 March 2012, with one free attaching option for every one new share subscribed for under the Rights Issue.</p> <p>2. Under the Underwriter Offer, options are issued to the Underwriter and/or its nominee on the basis of one underwriter option for every 3 new shares underwritten under the Rights Issue.</p>
14	+Class of +securities to which the offer relates	<p>1. Fully paid ordinary shares</p> <p>2. Options to acquire fully paid ordinary shares</p>
15	+Record date to determine entitlements	13 March 2012
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

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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.	Security holders with registered addresses outside Australia and New Zealand.
19	Closing date for receipt of acceptances or renunciations	30 March 2012.
20	Names of any underwriters	Patersons Securities Limited
21	Amount of any underwriting fee or commission	6% of the underwritten amount.
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 prospectus or Product Disclosure Statement will be sent to persons entitled	16 March 2012
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	2 March 2012
28	Date rights trading will begin (if applicable)	6 March 2012
29	Date rights trading will end (if applicable)	23 March 2012
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Security holders should follow the instructions headed " <i>Sale of your Entitlement in full by your Stockbroker/Agent</i> " on the back of the Entitlement and Acceptance Form accompanying the prospectus.

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- 31 How do \*security holders sell *part* of their entitlements through a broker and accept for the balance?
- Security holders should follow the instructions headed “*Sale of your Entitlement in part by your Stockbroker/Agent and acceptance of the balance*” on the back of the Entitlement and Acceptance Form accompanying the prospectus.
- To take up the remaining part of their entitlements, security holders should ensure their stockbroker arranges for the completed Entitlement and Acceptance Form together with the requisite application monies to reach the share registry by 5.00pm AEDT on 30 March 2012.
- 32 How do \*security holders dispose of their entitlements (except by sale through a broker)?
- Security holders should forward a completed standard renunciation form (which can be obtained from their stockbroker or the share registry) signed by the security holder (as the seller) and the buyer by not later than 5.00pm AEDT on Friday, 23 March 2012.
- The security holder’s Entitlement and Acceptance Form to be completed by the buyer, together with the buyer’s application monies should reach the share registry by not later than 5.00pm AEDT on 30 March 2012.
- 33 \*Despatch date
- 12 April 2012

### 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*

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- 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 

N/A
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- 39 Class of +securities for which quotation is sought 

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

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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.



**SOPHIE KARZIS**  
Company Secretary  
13 April 2012

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# ADEFFECTIVE LIMITED

(ASX: ABN)



## Top 20 Holders of Options exercisable at \$0.015 and expiring 30 June 2014 As at 12 April 2012

NAME	UNITS	% I/C	RANK
FURNEAUX EQUITY LIMITED	9,319,759	7.05	1
SAM GOULOPOULOS PTY LTD <S GOULOPOULOS F/SUPER A/C>	6,816,694	5.15	2
T E & J PASIAS PTY LTD	6,497,182	4.91	3
MR GIOVANNI SPAGNOLO <MARCUS DELUCA A/C>	6,008,017	4.54	4
NUTSVILLE PTY LTD <INDUST ELECTRIC CO S/F A/C>	5,998,921	4.54	5
EXCITE DIGITAL MEDIA PTY LTD	5,198,921	3.93	6
MARUNGI INVESTMENTS PTY LTD <RETZOS MARUNGI FAMILY A/C>	5,198,921	3.93	7
PENLEIGH BANNER PTY LTD <THE PURSE SUPER FUND A/C>	5,112,206	3.87	8
MR MATTHEW BURFORD	4,210,000	3.18	9
ATLANTIS MG PTY LTD <MG FAMILY SUPER FUND A/C>	3,877,511	2.93	10
MR RUSSELL HUTCHINSON	3,557,998	2.69	11
BRODEA PTY LTD <GONINON INVESTMENT A/C>	3,238,486	2.45	12
COLBERN FIDUCIARY NOMINEES PTY LTD	3,195,129	2.42	13
ASSURANCE CAPITAL PTY LTD	3,195,128	2.42	14
G & N LORD SUPERANNUATION PTY LTD <GNR SUPERANNUATION FUND A/C>	3,195,128	2.42	15
MGL CORP PTY LTD	3,195,128	2.42	16
NEFCO NOMINEES PTY LTD	3,195,128	2.42	17
PROFESSIONAL & SOPHISTICATED INVESTORS PTY LTD <PROF & SOPH INVEST A/C>	3,195,128	2.42	18
MR CHRIS RETZOS	3,130,723	2.37	19
GOFFACAN PTY LTD	3,000,000	2.27	20
<b>TOTAL</b>	<b>90,336,108</b>	<b>68.31</b>	
<b>REMAINDER</b>	<b>41,916,586</b>	<b>31.69</b>	
<b>GRAND TOTAL</b>	<b>132,252,694</b>	<b>100.00</b>	



**Distribution schedule**

**Number of holders of options exercisable at \$0.015 and expiring 30 June 2014**

**As at 12 April 2012**

	<b>1 to 1000</b>	<b>1001 to 5000</b>	<b>5001 to 10000</b>	<b>10001 to 100000</b>	<b>100001 to (MAX)</b>	<b>TOTAL</b>
<b>Holders</b>						
Issuer	34	18	4	18	9	83
Chess	1	2	4	15	63	85
Total	35	20	8	33	72	168
<b>Units</b>						
Issuer	9666	39571	32615	837162	7852906	8771920
Chess	503	4420	37000	685537	122753314	123480774
Total	10169	43991	69615	1522699	130606220	132252694
<b>TOTAL HOLDERS</b>	<b>168</b>					
<b>TOTAL UNITS</b>	<b>132,252,694</b>					