

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

Catapult Group International Ltd

ABN

53 164 301 197

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 (each, a New Share). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>Catapult proposes to issue approximately 11,283,190 New Shares pursuant to the terms of the underwritten accelerated non-renounceable pro-rata entitlement offer (Entitlement Offer) announced to ASX on 13 July 2016.</p> <p>Catapult also proposes to issue up to 25,357,307 New Shares pursuant to the institutional placement (Placement) announced to ASX on 13 July 2016.</p> <p>The exact number of New Shares to be issued pursuant to the Placement and the Entitlement Offer, and the split between the institutional component of the Entitlement Offer (Institutional Entitlement Offer) and the retail component of the Entitlement Offer (Retail Entitlement Offer) is not known as at the date of this Appendix 3B as it remains subject to the determination of Catapult and holding reconciliation and rounding.</p> <p>Catapult also proposes to issue 424,579 New Shares in aggregate to Mr Ronan Mac Ruairi and Mr Kevin McDaid as partial consideration of the acquisition of Kodaplay Limited (Vendor Placement) announced</p> |

to ASX on 13 July 2016.

- 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)
- Same as existing quoted fully paid ordinary shares in Catapult.
- 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
- Yes, the New Shares will rank equally with existing ordinary shares from the date of issue of the New Shares.
- New Shares under the Placement and the Vendor Placement will not be entitled to participate in the Entitlement Offer.
- 5 Issue price or consideration
- Entitlement Offer and Placement** - price will be determined through a variable price bookbuild from an underwritten floor price of \$2.70 per New Share up to \$3.30 per New Share.
- Vendor Placement** - equivalent of \$3.0358 per New Share.
- 6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)
- Entitlement Offer and Placement** - to fund the acquisition of XOS Technologies, Inc announced to ASX on 13 July 2016, to partially fund the acquisition of Kodaplay Limited trading as PLAYERTEK announced to ASX on 13 July 2016 and for working capital.
- Vendor Placement** - as partial consideration for the acquisition of Kodaplay Limited trading as PLAYERTEK announced to ASX on 13 July 2016.
- 6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?
- Yes.
- If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i

+ See chapter 19 for defined terms.

6b	The date the security holder resolution under rule 7.1A was passed	24 November 2015.
6c	Number of +securities issued without security holder approval under rule 7.1	Placement - Up to 13,340,710. Vendor Placement - 424,579.
6d	Number of +securities issued with security holder approval under rule 7.1A	Placement - Up to 12,016,597.
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.	Placement - Issue price for the New Shares will be determined on or about 14 July 2016 and New Shares will be issued on 25 July 2016. VWAP information will be provided when available.
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	Rule 7.1 - Nil. Rule 7.1A - Nil.
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.	Institutional Entitlement Offer and Placement - 25 July 2016. Retail Entitlement Offer - 12 August 2016. Vendor Placement - will be issued on completion of the acquisition of Kodaplay Limited trading as PLAYERTEK.

	Number	+Class
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<p>After completion of the Placement, the Entitlement Offer and the Vendor Placement there will be up to 88,112,718 ordinary shares quoted on ASX.</p> <p>(Based on 51,047,642 ordinary shares on issue at the date of this Appendix 3B, and the aggregate approximate 37,065,076 New Shares to be issued under the Entitlement Offer, the Placement and the Vendor Placement).</p>

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<p>73,377,946</p> <p>Restricted securities - fully paid ordinary shares escrowed until 19 December 2016.</p>
	1,664,400	1 option (over unissued fully paid ordinary shares) expiring on 6 June 2017, escrowed until 19 December 2016.
	2,847,000	Treasury shares held by the Employee Share Plan trust.
	510,000	Unlisted and unvested performance rights, which expire on 30 November 2017.
	746,488*	Unlisted options, each exercisable at \$2.20 on or before 14 April 2021.
	50,000*	Unlisted options, each exercisable at \$2.31 on or before 1 January 2021.

+ See chapter 19 for defined terms.

300,000*	Unlisted options, each exercisable at \$1.55 on or before 1 January 2021.
90,000*	Unlisted options, each exercisable at \$1.68 on or before 14 April 2021.

**Note: 569,000 of these options (if and when exercised) will not convert to new shares, but be issued shares from the Employee Share Plan trust (see above). Accordingly, the exercise of these options will have no additional dilutionary effect on the issued capital of the Company.*

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?	No.
12	Is the issue renounceable or non-renounceable?	Non-renounceable.
13	Ratio in which the +securities will be offered	1 New Share for every 10.65 ordinary shares held as at the record date for the Entitlement Offer.
14	+Class of +securities to which the offer relates	Fully paid ordinary shares.
15	+Record date to determine entitlements	7.00pm (Melbourne time) Friday 15 July 2016
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Fractional entitlement will be rounded up to the next whole number of ordinary shares.
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.	Institutional Entitlement Offer - all jurisdictions other than Australia, New Zealand, Hong Kong, Singapore and the United Kingdom. Retail Entitlement Offer - all jurisdictions other than Australia and New Zealand.

19	Closing date for receipt of acceptances or renunciations	<p>Institutional Entitlement Offer - 14 July 2016.</p> <p>Retail Entitlement Offer - 5.00pm (Melbourne time) on 4 August 2016.</p>
20	Names of any underwriters	Goldman Sachs Australia Pty Ltd
21	Amount of any underwriting fee or commission	<p>For the Entitlement Offer and the Placement - an underwriting fee of 2.5% of the proceeds of the Entitlement Offer and the Placement and a management and selling fee equal to 1.0% of the proceeds of the Entitlement Offer and the Placement.</p> <p>Catapult may pay an incentive fee equal to 0.5% of the proceeds of the Entitlement Offer and the Placement at its sole discretion.</p>
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	No disclosure document is being prepared. A Retail Entitlement Offer Booklet and personalised entitlement and acceptance form will be sent on or around 20 July 2016.
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	15 July 2016
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	N/A

+ See chapter 19 for defined terms.

- broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 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

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

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39 +Class of +securities for which quotation is sought

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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

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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)

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	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: Date: 13 July 2016
Company secretary

Print name: Mr Anand Sundaraj

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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	120,165,972
<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 • 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> 	0
<i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period	0
“A”	120,165,972

+ 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	18,024,895 (rounded down)
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>4,259,606 (issued on 2 December 2015)</p> <p>Placement - 13,340,710 (to be issued on 25 July 2016)</p> <p>Vendor Placement - 424,579 (agreement to issue Vendor Placement Shares executed on 13 July 2016)</p>
“C”	18,024,895
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>	18,024,895
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	18,024,895
<p>Total [“A” x 0.15] – “C”</p>	0 <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>	120,165,972
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	12,016,597
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<i>Insert</i> 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> 	Placement - up to 12,016,597
“E”	0

+ See chapter 19 for defined terms.

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>	12,016,597
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	12,016,597
Total [“A” x 0.10] – “E”	0 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.