

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 (**Company**)

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 (Shares) Options issued pursuant to an employee share option plan (Options)
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	144,176 Shares 2,085,000 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)	144,176 Shares issued at an issue price of \$1.73 per Share. 25,000 options exercisable at \$1.82 with various vesting and final expiry date of 8 July 2022 200,000 options exercisable at \$2.59 with various vesting dates and final expiry date of 22 July 2021 175,000 options exercisable at \$2.08 with various vesting dates and final expiry date of 31 December 2020

+ See chapter 19 for defined terms.

75,000 options exercisable at \$2.13 expiring 30 July 2022

750,000 options exercisable at \$1.72 with final expiry date of 31 October 2022

770,000 options exercisable at \$1.83 expiring 19 December 2022

50,000 options exercisable at \$2.03 expiring 17 January 2022

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 Shares rank equally with the Company's existing quoted fully paid ordinary shares.

No, the Options do not rank equally with an existing class of quoted security. However, on the exercise of the Options, the resultant share will rank equally with the Company's existing quoted fully paid ordinary shares.

5 Issue price or consideration

The Shares were issued as part consideration in accordance with an asset sale and purchase agreement for the acquisition of the Athlete Management System products and clients from SMG Technologies Pty Ltd, as disclosed to ASX on 7 August 2017 and in accordance with a Restriction Deed dated 28 February 2018.

The Options were issued for nil consideration.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>The Shares were issued as part consideration for the acquisition of the assets relating to Athlete Management System at a deemed issue price of \$1.73 per share.</p> <p>The Options were issued to an employee under the Company's employee share option plan.</p>
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	
6c	Number of +securities issued without security holder approval under rule 7.1	
6d	Number of +securities issued with security holder approval under rule 7.1A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	
6f	Number of +securities issued under an exception in rule 7.2	
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.	

+ See chapter 19 for defined terms.

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

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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

See Annexure 1

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.

The Shares were issued as part consideration in accordance with an asset sale and purchase agreement for the acquisition of the Athlete Management System products and clients from SMG Technologies Pty Ltd, as disclosed to ASX on 7 August 2017 and in accordance with a Restriction Deed dated 28 February 2018.

The Options were issued in accordance with the CSESP on various dates.

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

Number	+Class
168,695,843	Fully paid ordinary shares

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

Number	+Class
3,100,898	Treasury shares held by the Employee Share Plan trust.
571,486	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.

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.
100,000	Unlisted and unvested performance rights, each with a nil exercise price, which vest on 22 March 2018 and expire 22 September 2018.
100,000	Unlisted and unvested performance rights, each with a nil exercise price, which vest on 22 March 2019 and expire 22 September 2019.
500,000	Unlisted and unvested options, each exercisable at \$4.284, which vest on 22 September 2017 and expire 24 March 2018;
500,000	Unlisted and unvested options, each exercisable at \$4.843, which vest on 22 September 2018 and expire 24 March 2019;
500,000	Unlisted and unvested options, each exercisable at \$4.843, which vest on 22 September 2019 and expire 23 March 2020;
500,000	Unlisted options, each exercisable at \$2.54, which vest on 1 May 2018 and expire on 1 May 2022;
500,000	Unlisted options, each exercisable at \$2.54, which vest on 1 May 2019 and expire on 1 May 2022;
500,000	Unlisted options, each exercisable at \$2.54, which vest on 1 May 2020 and expire on 1 May 2022;

+ See chapter 19 for defined terms.

500,000	Unlisted options, each exercisable at \$2.54, which vest on 1 May 2021 and expire on 1 May 2022;
45,000	Unlisted options, each exercisable at \$3.00, which vested on 1 November 2017 and expire on 31 October 2021;
150,000	Unlisted options, each exercisable at \$3.00, which vest on 1 November 2018 and expire on 31 October 2021;
150,000	Unlisted options, each exercisable at \$3.00, which vest on 31 October 2019 and expire on 31 October 2021;
150,000	Unlisted options, each exercisable at \$3.00, which vest on 31 October 2020 and expire on 31 October 2021;
150,000	Unlisted options, each exercisable at \$3.00, which vest on 31 October 2021 and expire on 31 December 2021;
1.435,000	Unlisted vested options, each exercisable at \$0.605, which expire on 31 October 2019;
25,000	Unlisted options, each exercisable at \$0.605, which vest on 20 May 2018 and expire on 20 November 2018;
25,000	Unlisted options, each exercisable at \$0.605, which vest on 20 August 2018 and expire on 20 November 2018;

25,000	Unlisted options, each exercisable at \$0.605, which vest on 20 November 2018 and expire on 20 November 2018;
546,000	Unlisted vested options, each exercisable at \$0.55, which expire on 31 October 2019;
400,000	Unlisted options, each exercisable at \$2.50 which vest on 22 September 2019 and expire on 20 March 2020;
15,000	Unlisted vested options, each exercisable at \$2.59 and expire on 22 July 2021;
50,000	Unlisted options, each exercisable at \$2.59 which vest on 23 January 2019 and expire on 22 July 2021;
50,000	Unlisted options, each exercisable at \$2.59 which vest on 23 January 2020 and expire on 22 July 2021;
50,000	Unlisted options, each exercisable at \$2.59 which vest on 23 January 2021 and expire on 22 July 2021;
33,334	Unlisted vested options, each exercisable at \$2.50 and expire on 22 September 2019;
33,333	Unlisted options, each exercisable at \$2.50 which vest on 22 September 2018 and expire on 22 September 2020;
33,333	Unlisted options, each exercisable at \$2.50 which vest on 22 September and expire on 22 September 2021;

+ See chapter 19 for defined terms.

100,000	Unlisted vested options, each exercisable at \$2.40 which expire on 30 September 2020;
100,000	Unlisted options, each exercisable at \$2.40 which vest on 30 June 2018 and expire on 30 September 2020;
100,000	Unlisted options, each exercisable at \$2.40 which vest on 30 June 2019 and expire on 30 September 2020;

100,000	Unlisted options, each exercisable at \$2.40 which vest on 30 June 2020 and expire on 30 September 2020;
15,234	Unlisted vested options, each exercisable at \$2.50 which expire on 30 July 2021;
67,281	Unlisted vested options, each exercisable at \$2.50 which expire on 1 February 2022;
75,000	Unlisted options, each exercisable at \$2.13 with a vesting date of 30 July 2018 which expire on 30 July 2022;
12,500	Unlisted options, each exercisable at \$2.03 with a vesting date of 17 July 2018 which expire on 17 January 2022
12,500	Unlisted options, each exercisable at \$2.03 with a vesting date of 17 July 2019 which expire on 17 January 2022
12,500	Unlisted options, each exercisable at \$2.03 with a vesting date of 17 July 2020 which expire on 17 January 2022
12,500	Unlisted options, each exercisable at \$2.03 with a vesting date of 17 July 2021 which expire on 17 January 2022
75,000	Unlisted options, each exercisable at \$1.83 with a vesting date of 19 December 2020 which expire on 18 December 2022

+ See chapter 19 for defined terms.

300,000	Unlisted options, each exercisable at \$2.50 which vest on 22 September 2019 and expire 20 March 2020;
25,000	Unlisted vested options, with an exercise price of \$2.08 which expire on 31 December 2020;
50,000	Unlisted options, with an exercise price of \$2.08, which vest on 30 June 2018 and expire on 31 December 2020;
50,000	Unlisted options, with an exercise price of \$2.08, which vest on 30 June 2018 and expire on 31 December 2020;
50,000	Unlisted options, with an exercise price of \$2.08, which vest on 30 June 2019 and expire on 31 December 2020;
6,250	Unlisted options, each exercisable at \$1.82 which vest on 8 January 2019 and expire on 8 July 2022;
6,250	Unlisted options, each exercisable at \$1.82 which vest on 8 January 2020 and expire on 8 July 2022;
6,250	Unlisted options, each exercisable at \$1.82 which vest on 8 January 2021 and expire on 8 July 2022; and
6,250	Unlisted options, each exercisable at \$1.82 which vest on 8 January 2022 and expire on 8 July 2022.

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

N/A

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 | |
| 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> | |
| 19 | Closing date for receipt of acceptances or renunciations | |

+ See chapter 19 for defined terms.

- 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 *in full* through a broker?
- 31 How do security holders sell *part* 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.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	528,000 shares				
39	+Class of +securities for which quotation is sought	Fully paid ordinary shares				
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 	Yes				
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>	Unquoted ordinary shares (previously treasury shares held by the Employee Share Plan trust).				
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1"> <thead> <tr> <th data-bbox="730 1523 1029 1556">Number</th> <th data-bbox="1029 1523 1315 1556">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="730 1556 1029 1787">168,695,843</td> <td data-bbox="1029 1556 1315 1787">Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	168,695,843	Fully paid ordinary shares
Number	+Class					
168,695,843	Fully paid ordinary shares					

+ 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: 5 March 2018
Company secretary

Print name: Markus Ziemer

+ 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	161,813,515
<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> 	7,000,000 (issued on 5 May 2017) 750,000 (issued on 6 June 2017) 1,989,050 (issued on 6 June 2017) 100,000 (issued 6 September 2017)
<i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	171,652,565

+ 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	25,747,884 (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> 	144,176 (1 February 2018)
“C”	144,176
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>	25,747,884
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	144,176
Total [“A” x 0.15] – “C”	25,603,708 <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>	
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
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> 	
“E”	

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

+ See chapter 19 for defined terms.