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

Megaport Limited (**Megaport**)

ABN

46 607 301 959

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 in Megaport Options
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	100,000 fully paid ordinary shares (**New Shares**) 100,000 options (**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)	The New Shares will be issued on the same terms as existing fully paid ordinary shares in Megaport. 100,000 Options over unissued fully paid ordinary shares in Megaport at an exercise price of $5.90. The Options may be exercised as follows: 33,333 Options on 20 August 2020, 33,333 Options on 20 August 2021 and 33,334 Options on 20 August 2022. The Options will expire on the first anniversary after the relevant exercise date.

+ See chapter 19 for defined terms.

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	The New Shares will rank equally in all respects with existing fully paid ordinary shares in Megaport. The fully paid ordinary shares issued upon exercise of the Options (**Shares**), will rank equally in all respects with existing fully paid ordinary shares.
5	Issue price or consideration	$3.26 per New Share Nil per Option
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The New Shares are issued following the exercise of options under Megaport's Employee Share Option Plan (**ESOP General**). The Options are granted under the ESOP General.
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	Not applicable
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable

+ See chapter 19 for defined terms.

6f	Number of ⁺securities issued under an exception in rule 7.2	100,000 New Shares

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.	Not applicable

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	Not applicable

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	Capacity remaining under ASX Listing Rule 7.1 – **6,022,631** Capacity remaining under ASX Listing Rule 7.1A – **Not applicable**

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.	3 September 2019

8	Number and ⁺class of all ⁺securities quoted on ASX (*including* the ⁺securities in section 2 if applicable)	Number	⁺Class
		135,984,208	Fully paid ordinary shares in Megaport

9	Number and ⁺class of all ⁺securities not quoted on ASX (*including* the ⁺securities in section 2 if applicable)	Number	⁺Class
		100,000	Options granted under the ESOP General on 3 September 2019 with an exercise price of $5.90 (being the subject of this Appendix 3B)
		700,000	Options granted under the ESOP General on 22 August 2019, of which 500,000 have an exercise price of $4.00 and 200,000 have an exercise price of $3.60
		494,445	Options granted under the ESOP General on 15 July 2019 with an exercise price of $4.66

2,175,000	Options granted under the ESOP General on 29 November 2018, of which 175,000 have an exercise price of $2.72 and 2,000,000 of which have an exercise price of $3.60
100,000	Options granted under the ESOP General on 9 November 2018 with an exercise price of $2.66
80,000	Options granted under the ESOP General on 16 October 2018 with an exercise price of $2.74
1,760,000	Options granted under the ESOP General on 3 September 2018 with an exercise price of $3.26
606,667	Options granted under the ESOP General on 2 July 2018 with an exercise price of $3.22
900,000	Options granted under the ESOP General on 3 April 2018 with an exercise price of $2.93
33,334	Options granted under the ESOP General on 31 March 2018 with an exercise price of $3.07
33,334	Options granted under the ESOP General on 25 July 2017 with an exercise price of $1.75
6,667	Options granted under the ESOP General on 14 July 2017 with an exercise price of $1.79
8,333	Options granted under the ESOP General on 1 January 2017 with an exercise price of $1.84
109,999	Options granted under the ESOP General on 17 October 2016 with an exercise price of $2.02

+ See chapter 19 for defined terms.

200,000	Options granted under the ESOP General on 5 October 2016 with an exercise price of $2.02
85,000	Options granted under the ESOP General on 30 September 2016 with an exercise price of $2.02
60,000	Options granted under the ESOP General on 12 September 2016 with an exercise price of $1.91
66,667	Options granted under the ESOP General on 23 August 2016 with an exercise price of $1.85

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The New Shares will rank for dividends declared on or after the date of issue but will carry no right to receive any dividend before the date of issue. The fully paid ordinary shares issued on exercise of the Options will rank for dividends declared on or after the date of issue but will carry no right to receive any dividend before the date of issue.

Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable

12	Is the issue renounceable or non-renounceable?	Not applicable

13	Ratio in which the +securities will be offered	Not applicable

14	+Class of +securities to which the offer relates	Not applicable

15	+Record date to determine entitlements	Not applicable

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable

17	Policy for deciding entitlements in relation to fractions	Not applicable

+ 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.	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
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	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements *in full* through a broker?	Not applicable
31	How do security holders sell *part* of their entitlements through a broker and accept for the balance?	Not applicable

+ See chapter 19 for defined terms.

32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable

33	+Issue date	Not applicable

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	Not applicable

39	+Class of +securities for which quotation is sought	Not applicable

+ See chapter 19 for defined terms.

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	Not applicable
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)	Not applicable

		Number	⁺Class
42	Number and ⁺class of all ⁺securities quoted on ASX (*including* the ⁺securities in clause 38)	Not applicable	-

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: 3 September 2019
                    Company Secretary

Print name: Celia Pheasant, Company Secretary

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	117,977,229
Add the following: • 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 *Note:* • *Include only ordinary securities here – other classes of equity securities cannot be added* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	3 September 2019 – 100,000 fully paid ordinary shares (being the subject of this Appendix 3B) 30 August 2019 – 525,000 fully paid ordinary shares 28 August 2019 – 100,000 fully paid ordinary shares 26 August 2019 – 306,666 fully paid ordinary shares 22 August 2019 – 205,555 fully paid ordinary shares 31 July 2019 – 23,352 fully paid ordinary shares 12 June 2019 – 33,333 fully paid ordinary shares 3 June 2019 – 103,333 fully paid ordinary shares 27 May 2019 – 203,333 fully paid ordinary shares 3 May 2019 – 2,514,479 fully paid ordinary shares 23 April 2019 – 200,000 fully paid ordinary shares 18 April 2019 – 120,000 fully paid ordinary shares 27 March 2019 – 13,333 fully paid ordinary shares 27 February 2019 – 255,002 fully paid ordinary shares 26 February 2019 – 100,000 fully paid ordinary shares 21 December 2018 – 53,334 fully paid ordinary shares 29 November 2018 – 301,925 fully paid ordinary shares 9 November 2018 – 118,333 fully paid ordinary shares 30 October 2018 – 80,001 fully paid ordinary shares 16 October 2018 – 36,666 fully paid ordinary shares 27 September 2018 – 93,334 fully paid ordinary shares
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
"A"	123,484,208

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*
***Multiply* "A" by 0.15**	18,522,631

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 *not counting* those issued:** • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	20 March 2019 - 12,500,000 fully paid ordinary shares
"C"	12,500,000

Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	18,522,631
***Subtract* "C"** *Note: number must be same as shown in Step 3*	12,500,000
***Total* ["A" x 0.15] – "C"**	**6,022,631** *Note: this is the remaining placement capacity under rule 7.1]*

+ 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" *Note: number must be same as shown in Step 1 of Part 1*	Not applicable
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	Not applicable
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:* • *This applies to equity securities – not just ordinary securities* • *Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed* • *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* • *It may be useful to set out issues of securities on different dates as separate line items*	Not applicable
"E"	Not applicable
Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 *Note: number must be same as shown in Step 2*	Not applicable
Subtract "E" *Note: number must be same as shown in Step 3*	Not applicable
Total ["A" x 0.10] – "E"	**Not applicable** *Note: this is the remaining placement capacity under rule 7.1A*

+ See chapter 19 for defined terms.