

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

PANORAMA SYNERGY LTD

ABN

84 060 369 048

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 | <ul style="list-style-type: none">Fully paid ordinary shares (Shares);Options to acquire Shares (Options). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ul style="list-style-type: none">45,000,000 Shares22,500,000 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) | <p>The Shares are fully paid ordinary shares.</p> <p>The Options are exercisable at \$0.08 each until the expiry date of 31 July 2020.</p> |
| 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: <ul style="list-style-type: none">the date from which they dothe extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment | <p>The Shares will be quoted and will rank equally with all other ordinary shares on issue in the Company.</p> <p>The Options will not be quoted or rank equally with any class of quoted securities. The Company will apply for quotation of any ordinary shares issued on the exercise of the Options. From the date of issue of those ordinary shares, the shares will rank equally with all other ordinary shares then on issue in the Company. Options do not entitle their holders to any dividends.</p> |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	<ul style="list-style-type: none"> the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	
5	Issue price or consideration	<p>The Shares were issued at \$0.04 each.</p> <p>The Options were issued for nil cash consideration.</p>
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The Shares and the Options were issued under the placement as announced by the Company on 31 July 2018.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	14 November 2017
6c	Number of +securities issued without security holder approval under rule 7.1	22,500,000 Options
6d	Number of +securities issued with security holder approval under rule 7.1A	45,000,000 Shares
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.	Yes, the issue price of the securities (\$0.04) is at least 75% of the 15-day VWAP as calculated under rule 7.1A.3, which was \$0.05. The source of the VWAP calculation was from the Henslow, the lead manager for the placement.
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of	N/A

Appendix 3B
New issue announcement

	consideration was released to ASX Market Announcements											
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 <small>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.</small>	7 August 2018										
8	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>607,197,698</td> <td>Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	607,197,698	Fully paid ordinary shares						
Number	+Class											
607,197,698	Fully paid ordinary shares											
9	Number and +class of all +securities not quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>16,175,000</td> <td>Options exercisable at \$0.20 each, vested on 5 September 2017, expiring on 5 September 2018</td> </tr> <tr> <td>6,175,000</td> <td>Options exercisable at \$0.40 each, vesting on 5 September 2018, expiring on 5 September 2019</td> </tr> <tr> <td>22,500,000</td> <td>Options exercisable at \$0.08 each, expiring on 31 July 2020</td> </tr> <tr> <td>10,250,000</td> <td>Performance Rights</td> </tr> </tbody> </table>	Number	+Class	16,175,000	Options exercisable at \$0.20 each, vested on 5 September 2017, expiring on 5 September 2018	6,175,000	Options exercisable at \$0.40 each, vesting on 5 September 2018, expiring on 5 September 2019	22,500,000	Options exercisable at \$0.08 each, expiring on 31 July 2020	10,250,000	Performance Rights
Number	+Class											
16,175,000	Options exercisable at \$0.20 each, vested on 5 September 2017, expiring on 5 September 2018											
6,175,000	Options exercisable at \$0.40 each, vesting on 5 September 2018, expiring on 5 September 2019											
22,500,000	Options exercisable at \$0.08 each, expiring on 31 July 2020											
10,250,000	Performance Rights											
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Dividend policy for the Shares ranks equally with that of all other ordinary shares on issue.										

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
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
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>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
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	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on	N/A

Appendix 3B
New issue announcement

- 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?
- 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

**the Company is only applying for quotation of the Shares described in Part 1 of this Appendix 3B*

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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
- 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

Appendix 3B
New issue announcement

(if issued upon conversion of another +security, clearly identify that other +security)

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42 Number and +class of all +securities quoted on ASX (*including* the +securities in clause 38)

Number	+Class

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

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.



Alyn Tai
Company Secretary
8 August 2018

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	506,190,788
Add 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> 	<p>2,158,395 Shares issued on 9 October 2017</p> <p>50,000,000 Shares issued on 13 November 2017</p> <p>2,214,984 Shares issued on 12 December 2017</p>
Subtract the number of fully paid ⁺ ordinary securities cancelled during that 12 month period	Nil
“A”	560,564,167

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	84,084,625
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>1,633,531 Shares on 22 June 2018</p> <p>22,500,000 Options on 7 August 2018</p>
"C"	24,133,531
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>	84,084,625
<p>Subtract "C"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	24,133,531
Total ["A" x 0.15] – "C"	59,951,094 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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>	560,564,167
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	56,056,416
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> 	45,000,000 Shares on 7 August 2018
“E”	45,000,000
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>	56,056,416
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	45,000,000
Total [“A” x 0.10] – “E”	11,056,416 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

The Company provides the following information as required under ASX Listing Rule 3.10.5A:

- (a) Dilution to existing shareholders as a result of the issue of 45,000,000 Shares pursuant to ASX Listing Rule 7.1A (**7.1A Shares**) is 8%.
- (b) The 7.1A Shares were issued to various sophisticated and institutional investors that participated in the Company's capital raising placement, the details of which were announced by the Company on 31 July 2018 (**Placement**). The Company considered various alternative capital raising options available to it, and determined to raise funds under the Placement as this was considered to be a more efficient and expedient manner to raise the capital required, rather than through or in addition to a pro rata issue or other type of issue in which existing ordinary shareholders would have been eligible to participate. Note the Company intends to offer a share purchase plan to the existing shareholders as announced by the Company on 31 July 2018, with details to be provided to the market in due course.
- (c) No underwriting arrangements were entered into in relation to the issue of the 7.1A Shares.
- (d) The total amount of fees payable to Henslow Pty Ltd, in connection with the Placement (the issue of 45,000,000 Shares and 22,500,000 Options, excluding participation by related parties) as announced on 31 July 2018 is \$138,000.