

12 February 2018

ACU receives \$2.5M in firm bids from institutional and sophisticated investors

Activistic Limited (“Activistic” or the “Company”) is pleased to advise it has received firm commitments to raise \$2.5 million (before costs) through a private placement (“Placement”) to various unrelated, professional and sophisticated investors.

The funds raised from the Placement will be used for working capital requirements (including the payment of creditors) and to fund the Company’s re-compliance with the requirements of Chapters 1 and 2 of the ASX Listing Rules (“Re-Compliance”). The Company has agreed to pay a capital raising fee to unrelated parties equivalent to 7% of the total funds raised.

The Board believes that completing a larger re-compliance placement would be highly dilutive to existing shareholders at this stage. Accordingly, it is expected that a public offer of shares (“Public Offer”) can be completed in connection with the Re-Compliance on more favourable terms to existing shareholders.

The Placement involves the issue of 250,000,000 new fully paid ordinary shares (“Placement Shares”) at \$0.01 per Placement Share, comprised of the following:

- Tranche 1: 62,500,000 Shares issued under the Company’s existing capacity under ASX Listing Rule 7.1 (“Tranche 1 Shares”). Completion of the issue of the Tranche 1 Shares occurred today; and
- Tranche 2: 187,500,000 Shares to be issued subject to shareholder approval under ASX Listing Rule 7.1 (“Tranche 2 Shares”). Shareholder approval will be sought at a general meeting anticipated to be held in March 2018 (“March General Meeting”). Completion of Tranche 2 will occur as soon as practical following the General Meeting.

The Placement Shares will be issued without disclosure under Chapter 6D of the Corporations Act. The issue of a prospectus by the Company is required to remove any restrictions on the sale of the Placement Shares in accordance with section 708A(11) of the Corporations Act. Accordingly, neither the Tranche 1 Shares nor the Tranche 2 Shares will be quoted until ASX determines whether any escrow restrictions will apply to the Placement Shares. ASX will determine any applicable escrow restrictions in connection with the Company’s application for the Re-Compliance.

Activistic’s Managing Director, Paul Crossin, commented: *“We are extremely pleased with the response from the investment community on this Placement. We’re now looking forward to being reinstated to trading and updating the market in the coming weeks.”*

An Appendix 3B in respect of the Tranche 1 Shares is enclosed.

Compliance Update

The ASX is working constructively with the Company to expedite the Re-Compliance. At the Company’s request, the ASX will review the proposed business model and provide an ‘in principle’ position on that model prior to the Company issuing a Notice of Meeting and Prospectus for the Re-Compliance. Accordingly, the Company has not yet received ASX approval regarding suitability of the Company’s business model for the purposes of satisfying Listing Rule 1.1, condition 1. Once the Company has obtained ‘in principle’ approval from the ASX regarding its business model, it intends to hold a second general meeting (“Re-Compliance General Meeting”) to seek approval from shareholders for it to (amongst other things) make a change to the nature and scale of its activities (in accordance with ASX Listing Rule 11.1.2) and to

approve the issue of securities under the Public Offer. The issue price of the securities issued under the Public Offer will not be less than \$0.20. Accordingly, the Company has not yet received shareholder approval for the Re-Compliance.

The table below details the Company’s proposed timetable for the Re-Compliance and being re-admitted to the Official List. Please note that the following dates are indicative only and are dependent on various factors outside of the Company’s control. Accordingly, these dates may be subject to change:

Event	Indicative Date
Dispatch of Notice of Re-Compliance General Meeting of the Company’s Shareholders	20 March 2018
Prospectus lodged with ASIC and ASX	30 March 2018
Date of Re-Compliance General Meeting	20 April 2018
Open date of Public Offer	23 April 2018
Closing date of Public Offer	14 May 2018
Prospectus Public Offer completed	21 May 2018
Re-admission to quotation on ASX and quotation of new securities	28 May 2018

Consolidation

Following completion of the Placement and subject to obtaining shareholder approval under section 254H of the *Corporations Act 2001* (Cth) at the Re-Compliance General Meeting, the Company proposes to undertake a consolidation of its capital (“Consolidation”) at a ratio of at least 20:1 (on the basis that every 20 shares on issue in the Company be consolidated into 1 share) (“20:1 Consolidation Ratio”) with fractional entitlements rounded up to the nearest whole security. As at the date of this announcement, the Company will not be eligible for a waiver from Listing Rule 2.2 condition 2.

Prior to the Company’s suspension, its securities were traded at \$0.01. If the Company completes a Consolidation at the 20:1 Conversion Ratio, the Company’s securities will have a value of \$0.20 each. The Consolidation will assist the Company in satisfying the ASX admission requirements.

The tables below set out the capital structure of the Company upon completion of the Consolidation at the 20:1 Conversion Ratio.

Security	Pre-Consolidation	Post-Consolidation 20:1
Fully Paid Ordinary Shares ¹	554,056,979	27,702,849
Tranche 1 Shares	62,500,000	3,125,000
Tranche 2 Shares	187,500,000	9,375,000
Class A Performance Shares ²	13,000,000	650,000
Class B Performance Shares ³	17,000,000	850,000
Class C Performance Shares ⁴	19,000,000	950,000

Notes:

- Number of shares on issue prior to issue of Tranche 1 and Tranche 2 shares
- Convertible into one share upon the Company achieving 1,000,000 active subscribers actually donating via the Company’s cumulative donation or subscriber platforms, and expiring on 1 May 2018.
- Convertible into one share upon the Company’s gross revenue exceeding \$1,500,000 per quarter for two consecutive quarters, and expiring on 1 May 2018.

4. Convertible into one share upon the Company achieving EBITDA of not less than \$1,250,000 per quarter for two consecutive quarters, and expiring on 1 May 2020.

Security	Expiry Date	Pre-Consolidation		Post-Consolidation 20:1	
		Number	Exercise Price	Number	Exercise Price
Unlisted Options	31 December 2019	1,750,000	\$0.21	87,500	\$4.20
Unlisted Options	1 June 2019	750,000	\$0.11	37,500	\$2.20

The Company will also consolidate the convertible notes currently on issue using the appropriate Consolidation Ratio in accordance with the ASX Listing Rules and in such a way so that each holder of the convertible notes is not conferred with any additional benefits which are not also conferred on shareholders.

– ENDS –

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Disclaimer

This announcement contains “forward-looking statements.” These can be identified by words such as “may”, “should”, “anticipate”, “believe”, “intend”, “estimate”, and “expect” (or words with analogous meanings). Statements which are not based on historic or current facts may be forward-looking statements. Forward-looking statements are based on:

- assumptions regarding the Company’s financial position, business strategies, plans and objectives of management for future operations and development and the environment in which the Company will operate; and
- current views, expectations and beliefs as at the date they are expressed, and which are subject to various risks and uncertainties.

Actual results, performance or achievements of the Company could be materially different from those expressed in, or implied by, these forward-looking statements. The forward-looking statements contained within the presentations are not guarantees or assurances of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Company, which may cause the actual results, performance or achievements of the Company to differ materially from those expressed or implied by forward-looking statements. For example, the factors that are likely to affect the results of the Company include general economic conditions in Australia and globally; exchange rates; competition in the markets in which the Company does and will operate; weather and climate conditions; and the inherent regulatory risks in the businesses of the Company. The forward-looking statements contained in this announcement should not be taken as implying that the assumptions on which the projections have been prepared are correct or exhaustive. The Company disclaims any responsibility for the accuracy or completeness of any forward-looking statement. The Company disclaims any responsibility to update or revise any forward-looking statements to reflect any change in the Company’s financial condition, status or affairs or any change in the events, conditions or circumstances on which a statement is based, except as required by law. The projections or forecasts included in this presentation have not been audited, examined or otherwise reviewed by the independent auditors of the Company. Investors must not place undue reliance on these forward-looking statements.

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

Activistic Limited

ABN

24 007 701 715

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 | Unquoted fully paid ordinary shares (Shares) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 62,500,000 |
| 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) | Unquoted fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 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 	<p>The Shares will be unquoted until the ASX determines whether any escrow restrictions shall apply to the Shares in connection with the Company's recompliance with Chapters 1 and 2 of the ASX Listing Rules. The Shares rank equally with all other ordinary shares in the Company in all other respects.</p>
<p>5 Issue price or consideration</p>	<p>\$0.01 per Share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The funds raised from the issue of Shares will be used for working capital requirements (including the payment of creditors) and to fund the Company's re-compliance with the requirements of Chapters 1 and 2 of the ASX Listing Rules.</p>
<p>6a 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>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>62,500,000</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>N/A</p>

+ See chapter 19 for defined terms.

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.	N/A	
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	7.1: 608,546 7.1A: N/A	
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>	12 February 2018	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number 554,056,979	+Class Fully paid ordinary shares

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	62,500,000	Unquoted fully paid ordinary shares.
		1,750,000	Unlisted options exercisable at \$0.21 each on or before 31 December 2019.
		750,000	Unlisted options exercisable at \$0.11 each on or before 1 June 2019.
		13,000,000	Class A performance shares, each of which will convert into one fully paid ordinary share upon the entity achieving 1,000,000 active subscribers actually donating via the entity's cumulative donation or subscriber platforms. The Class A performance shares expire on 1 May 2018.
		17,000,000	Class B performance shares, each of which will convert into one fully paid ordinary share upon the entity's gross revenue exceeding \$1,500,000 per quarter for two consecutive quarters. Class B performance shares expire on 1 May 2018.
		19,000,000	Class C performance shares, each of which will convert into one fully paid ordinary share upon the entity achieving Earnings Before Interest Tax Depreciation and Amortisation of not less than \$1,250,000 per quarter for two consecutive quarters. Class C performance shares expire on 1 May 2020.
10		Unquoted convertible notes which may be converted into a maximum of 20,000,000 fully paid ordinary shares (Convertible Shares).	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company's dividend policy remains unchanged.	

Part 2 - Pro rata issue

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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 which notices will be sent to option holders	N/A
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 broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ 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	N/A					
39	+Class of +securities for which quotation is sought	N/A					
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 	N/A					
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>	N/A					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1"> <thead> <tr> <th data-bbox="726 1476 1029 1512">Number</th> <th data-bbox="1029 1476 1318 1512">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="726 1512 1029 1724">N/A</td> <td data-bbox="1029 1512 1318 1724">N/A</td> </tr> </tbody> </table>	Number	+Class	N/A	N/A	
Number	+Class						
N/A	N/A						

+ 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: 12 February 2018
(Company Secretary)

Print name: **Charly Duffy**

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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	543,970,991
<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> 	<p>8,835,988 fully paid ordinary shares issued on 3 March 2017 issued in connection with a takeover bid under the Corporations Act.</p> <p>1,250,000 fully paid ordinary shares issued on 10 March 2017 on conversion of that number of performance rights.</p>
<i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	554,056,979

+ 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	83,108,546
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>62,500,000 fully paid ordinary shares issued on 12 February 2018</p> <p>20,000,000 Convertible Shares under the convertible note facility</p>
“C”	82,500,000
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>	83,108,546
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	82,500,000
<p>Total [“A” x 0.15] – “C”</p>	<p>608,546</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ 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>	N/A
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	N/A
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> 	Nil
“E”	N/A

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

+ See chapter 19 for defined terms.