

ASX Release

27 September 2019

Correction of Appendix 3B issued 25 September 2019

Engage:BDR Limited advises that the Appendix 3B issued on 25 September 2019 contained an error. The correct issue price of the Collateral Shares in item 5 of the Appendix 3B was a deemed issue price of 2.5 cents (A\$0.025), as stated in note (d) to the pro forma financial statement on page 7 of the cleansing statement in respect of the ZCS which was released with the Appendix 3B.

A replacement Appendix 3B with the correction made in item 5 is attached.

ENDS

On behalf of the Board

Ted Dhanik
Executive Chairman
engage:BDR Limited

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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

engage:BDR Limited

ABN

621 160 585

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 | 1. Fully Paid Ordinary Shares
2. Unlisted Options
3. Unlisted zero coupon convertible amortising security ("ZCS") (a convertible note) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 28,500,000
2. 13,750,000
3. 1 (see item 6(c) for further detail) |
| 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) | 1. Fully paid ordinary shares
2. Unlisted Options exercisable at 0.026 (2.6 cents) expiring on 30 September 2022
3. Unlisted zero coupon convertible amortising security (the ZCS), a convertible note, with an issue price of USD\$1,750,000 and with a face value of USD\$2,060,000. The ZCS is secured with a Maturity date of 30 November 2020. The ZCS is convertible at the election of the Investor at the rate of one fully paid ordinary share (each a Conversion Share) for |

+ See chapter 19 for defined terms.

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every A\$0.35 (35 cents) of the face value converted, at the US\$/A\$ exchange rate published by the Reserve Bank of Australia on the day before the conversion. Refer to the Company's announcement of 23 September 2019 and the cleansing notice in respect of the ZCS accompanying this Appendix 3B for further details of terms including the potential payment of amortisation instalments by issuing shares.

- 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

1. Yes
2. No. However fully paid ordinary shares issued pursuant to conversion of unlisted options will rank in all respects pari passu with existing shares at the date of issue.
3. No – The unlisted ZCS is not quoted. Upon conversion of the ZCS, the ordinary shares issued will rank equally with fully paid shares currently on issue.

- 5 Issue price or consideration

1. Deemed issue price of \$0.025 (2.5 cents) per share
2. \$0.026 (2.6 cents)
3. Issue price of USD\$1,750,000

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<ol style="list-style-type: none"> 1. Issue of fully paid ordinary shares (Shares) to Alto Opportunity Master Fund SPC – Segregated Master portfolio B in accordance with the Convertible Securities Purchase Agreement dated 23 September 2019 (refer to the release to ASX on 23 September 2019) 2. Issue of Unlisted Options to Alto Opportunity Master Fund SPC – Segregated Master portfolio B in accordance with the Convertible Securities Purchase Agreement dated 23 September 2019 3. Issue of the unlisted ZCS to Alto Opportunity Master Fund SPC – Segregated Master portfolio B in accordance with the Zero-Coupon Amortising Securities Purchase Agreement
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	Yes
6b	The date the security holder resolution under rule 7.1A was passed	31 May 2019
6c	Number of +securities issued without security holder approval under rule 7.1	<ol style="list-style-type: none"> 1. 28,500,000 Fully paid ordinary shares 2. 13,750,000 Unlisted Options 3. The ZCS, which if converted as described in item 3, above, at the US\$/A\$ exchange rate applicable as at the day before issue, would equate to 8,679,714 ordinary shares
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil

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6f Number of +securities issued under an exception in rule 7.2 Nil

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 Refer to 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. 25 September 2019

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	611,641,170	Ordinary fully paid shares
	33,999,993	Listed Options exercisable at \$0.25 (25 cents) per option by 14 December 2020 (ENiO).
	Number	+Class

+ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	235,000	Unlisted convertible notes issued at USD\$0.90 per Note with a face value of USD\$1.00 per Note. Notes are unsecured, with a maturity date of 8 April 2020. (Series 3 Notes)
		8,676,093	Unlisted options exercisable at \$0.052, expiring 26 January 2022
		13,750,000	Unlisted options exercisable at \$0.026(2.6 cents), expiring on 30 September 2022.
		1	The unlisted ZCS issued at USD\$ 1,750,000 at a face value of US\$2,060,000. The ZCS is secured, with a maturity date of 30 November 2020.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Pro rata issue

SECTION 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

+ See chapter 19 for defined terms.

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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 N/A
- 39 +Class of +securities for which quotation is sought N/A
- 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
- N/A
- 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)
- N/A

+ See chapter 19 for defined terms.

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

Number	⁺ Class

⁺ See chapter 19 for defined terms.

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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: 
.....
(Director)

Date: 25 September 2019
corrected and re-issued 27
September 2019

Print name: Ted Dhanik

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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	
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	285,504,644
<p>Add the following:</p> <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> 	3,100,000 – 30 November 2018 25,099,423 – 25 January 2019 1,900,000 – 30 January 2019 13,471,396 – 30 January 2019 9,028,597 – 5 February 2019 7,498,236 – 18 February 2019 21,197,245 – 28 February 2019 10,657,140 - 8 March 2019 12,467,980 – 18 March 2019 11,347,597 – 19 March 2019 17,719,531 – 20 March 2019 29,148,824 – 2 April 2019 13,220,706 – 5 April 2019 749,810 – 8 April 2019 24,242,986 – 18 April 2019 25,407,352 – 7 May 2019 7,255,000 – 17 May 2019 17,575,493 – 31 May 2019 12,946,267 – 14 June 2019 8,399,240 – 10 July 2019 12,806,599 - 9 August 2019 12,397,104 - 30 August 2019
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
“A”	583,141,170

+ See chapter 19 for defined terms.

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	87,471,175
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>Fully Paid Ordinary Shares - 28,500,000 - 25 September 2019</p> <p>Unlisted Options -13,750,000 - 25 September 2019</p> <p>Unlisted zero coupon convertible amortising security (the ZCS), – 8,679,714 (see item 6c for calculation) – 25 September 2019</p>
“C”	50,929,714
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>	87,471,175
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	50,929,714
Total [“A” x 0.15] – “C”	36,541,461 <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>	583,141,170
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	58,314,117
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: <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”	-

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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>	58,314,117
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	-
Total ["A" x 0.10] – "E"	58,314,117 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.