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Application for Quotation of Additional Securities

File Reference:

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Introduction

To ensure the efficient processing of this form by NSX, please:

- 1. Adhere to the suggested number of the annexures required by this form.
- 2. Complete **all** statements and questions in this form. (NSX can provide an electronic version of this form on request).

More Information and Submission of Form:

Further information can be obtained from and all applications should be sent to:

General Manager National Stock Exchange of Australia Limited PO BOX 283 Newcastle NSW 2300

Phone: 61 2 4929 6377 Fax: 61 2 4929 1556 http://www.nsxa.com.au

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to NSX as soon as available. Information and documents given to NSX become NSX's property and may be made public.

Introduced 11 March 2004.

Nar	ne of entity						
_	OceanEthix International Holdings Limited						
	N/ACN 1170707						
We	(the entity) give NSX the following inf	formation.					
	art 1 - All issues u must complete the relevant sections (atta	ach sheets if there is not enough space).					
1	Class of securities issued or to be issued	Options					
2	Number of securities issued or to be issued (if known) or maximum number which may be issued	27,300,000					
3	Principal terms of the securities (eg, 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)	Options approved at an AGM of 27 Nov for directors and management					
4	Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?	No, there are no options already listed; these options will not be listed					
	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

the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

payment

...........

5 Issue price or consideration \$A0.01 per tranche of options 6 Purpose of the issue Grant of options to various Directors and (If issued as consideration for the management acquisition of assets, clearly identify those assets) 20 Dec 2013 7 Dates of entering securities into uncertificated holdings despatch of certificates Number Class 220,657,266 8 Number Ordinary and class of all securities quoted on NSX (including the securities in clause 2 if applicable) Number Class 9 Number and class of all securities not quoted on NSX 59,342,734 Ordinary Fully Paid (Two Year Escrow) (including the securities in clause 2 if applicable) 13,650,000 \$0.04, Options as per issue of 10 Dec 2013 30 Nov 2015 13.650.000 \$0.04 Options as per issue of

30 Nov 2017

No dividend is payable

10

Dividend policy (in the case of a

trust, distribution policy) on the increased capital (interests)

...........

10 Dec 2013

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	Not applicable
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 issue documents Note: Security holders must be told how their entitlements are to be dealt with.	
19	Closing date for receipt of acceptances or renunciations	
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	Not applicable
26	Date entitlement and acceptance	
20	form and prospectus or Product	
	Disclosure Statement 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	
	от то ориот поласто	
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?	
	biokei :	
31	How do security holders sell part	
	of their entitlements through a broker and accept for the	
	broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by	
	sale through a broker)?	
	,	
33	Despatch date	

Part 3 - Quotation of securities You need only complete this section if you are applying for quotation of securities Type of securities

Type of securities (tick one) Securities described in Part 1 (a) Not applicable; not to be listed (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 See schedule 1 If the securities are equity securities, a distribution schedule of the additional 36 securities setting out the number of holders in the categories 1 - 1,0001,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over See schedule 2 A copy of any trust deed for the additional securities 37 Not applicable Entities that have ticked box 34(b) 38 Number of securities for which Nil quotation is sought 39 Class of securities for which Not applicable quotation is sought

40 Do the securities rank equally in all respects from the date of allotment 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

NI.C P LI	I -		

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 and class of all securities quoted on NSX (*including* the securities in clause 38)

Number	Class
220,657,266	Ordinary

Quotation agreement

- 1 Quotation of our additional securities is in NSX's absolute discretion. NSX may quote the securities on any conditions it decides.
- We warrant the following to NSX.
 - 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.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the securities to be quoted, it has been provided 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.
- We will indemnify NSX 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.
- We give NSX the information and documents required by this form. If any information or document not available now, will give it to NSX before quotation of the securities begins. We acknowledge that NSX is relying on the information and documents. We warrant that they are (will be) true and complete.

BKM62	rdell.	
Sign here:	(Director/Company secretary)	Date:11 Dec 2013
Print name:	Derek Condell	

Schedule 1 – question 35

TERMS OF THE OPTIONS:

The options:

- will not be listed,
- application will be made to the NSX for quotation of the new shares, being those that are converted from the Options, being applications
 - 1. for series 1 options, 30 November 2015, and
 - 2. for series 2 options, 30 November 2017

Other terms of the options are:

- 1. All participants must pay \$1 for their package of options shortly after the vesting date
- 2. As European options, they may be exercised on or within 7 days before the exercise date.
- 3. Vesting terms: The options vest as follows:
 - a. Upon approval by the Members, for one-third,
 - b. Or for the balance of two-thirds of the options, a package of one third on each of the dates nominated (eg, 1 July 2014) subject to the person being engaged or employed as a Director, secretary or employee on that date
 - c. a/ and b/ being subject to payment by the person of \$1 per tranche per series within one month of the date of vesting: ie, \$1 needs to be paid per series, per tranche so as to have both series vested to the person
- 4. the strike / exercise price of the options is \$0.04
- 5. the company shall seek, immediately after the exercise date of the November 2015 series of options, a listing date for any options converted to shares,
- 6. the company shall seek, immediately after the exercise date of the November 2017 series of options, a listing date for any options converted to shares.

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

DceanEthix Internat	ional Holdings Li	mited						
Series 1 of 2 - No	ov 2015 Optio	ns for Ordir	nary Shares			10-Dec-13		
ptions:	may be exercised of	on or within 7 days	before the exercise	date.				
	the company shall exercise date of op	• •	the NSX for quotati	on of new shares or	n issue of those sha	ares after the		
			3 tranches					
Name of person	Issue price per tranche	Vesting at 1 Dec '13	Vesting 01-07- 14	Vesting 01-07- 2015	Exercise / strike price	Exercise / strike date	Total	%
	\$A	33.30%	33.30%	33.40%	\$A			
Chuly Lee	\$1	1,150,000	1,150,000	1,150,000	4 cents	30-Nov-15	3,450,000	25.27%
Lloyd Moskalik	\$1	1,150,000	1,150,000	1,150,000			3,450,000	25.27%
Brian Wong	\$1	575,000	575,000	575,000			1,725,000	12.64%
Derek Condell	\$1	575,000	575,000	575,000			1,725,000	12.64%
Nicole Tang	\$1	150,000	150,000	150,000			450,000	3.30%
John Zhong	\$1	150,000	150,000	150,000			450,000	3.30%
Nigel Wong	\$1	150,000	150,000	150,000			450,000	3.30%
Staff	\$1	650,000	650,000	650,000			1,950,000	14.29%
	13,650,000	4,550,000	4,550,000	4,550,000				100.00%

OceanEthix Internat								
Series 2 of 2 - No	ov 2017, Opti	ons for Ordi	nary Shares			10-Dec-13		
Options:	may be exercised	on or within 7 days I	pefore the exercise	date.				
	the company shall exercise date of or	seek application to	the NSX for quotati	on of new shares or	n issue of those sha	ares after the		
			3 tranches					
Name of person	Issue price	_	Vesting 01-07-	Vesting 01-07-	Exercise /	Exercise /		
rumo or porcon	per tranche	'13	15	17:	strike price	strike date		
	\$A	33.30%	33.30%	33.40%	\$A			
Chuly Lee	\$1	1,150,000	1,150,000	1,150,000	4 cents	30-Nov-17	3,450,000	25.27%
Lloyd Moskalik	\$1	1,150,000	1,150,000	1,150,000			3,450,000	25.27%
Brian Wong	\$1	575,000	575,000	575,000			1,725,000	12.64%
Derek Condell	\$1	575,000	575,000	575,000			1,725,000	12.64%
Nicole Tang	\$1	150,000	150,000	150,000			450,000	3.30%
John Zhong	\$1	150,000	150,000	150,000			450,000	3.30%
Nigel Tang	\$1	150,000	150,000	150,000			450,000	3.30%
Staff	\$1	650,000	650,000	650,000			1,950,000	14.29%
	13,650,000	4,550,000	4,550,000	4,550,000				100.00%

Schedule 2 – question 36

30 Nov 2015 options	Number of holders	%
1 - 1,000	Nil	-
1,001 - 5,000	Nil	-
5,001 - 10,000	Nil	-
10,001 - 100,000	Nil	-
100,001 and over	8	100

30 Nov 2017 options	Number of holders	%
1 - 1,000	Nil	-
1,001 - 5,000	Nil	-
5,001 - 10,000	Nil	-
10,001 - 100,000	Nil	-
100,001 and over	8	100