

ASX / Media Release

15 April 2020

ASX code: **K2F**

Letter to Optionholders

K2fly Ltd (**K2F** or **the Company**) advises that the attached letter was sent to all holders of K2FOA listed options (**Options**) which are exercisable at \$0.20 each on or before 5:00pm WST on Monday, 18 May 2020 (**Expiry Date**).

Official quotation of the Options will cease at close of trading on 12 May 2020, being four business days before the Expiry Date.

Holders of the Options can exercise all or part of their Options prior to the Expiry Date by providing the Company a completed written exercise notice specifying the number of Options being exercised and a payment of funds for the total exercise price for the number of Options being exercised.

Announcement released with authority of K2fly Board.

ENDS

For further information, please contact:

Brian Miller
CEO
K2fly Limited
T: +61 422 227 489
E: brian@k2fly.com

Investor Inquiries
Paul Hart
Canary Capital
T: +61 421 051 474
E: phart@canarycapital.com.au

About K2fly

K2fly Ltd is an ASX listed technology company which targets asset intensive industries. It supplies people, products and strategic alliances focussed on solving problems for clients.

K2fly owns the following Software Solutions:

- **Mineral Resource Governance - RCubed** a resource and reserve reporting solution that supports reporting codes such as JORC, NI43101 and SAMREC across the major stock exchanges – including NYSE, LSE, TSX, ASX and JSE; and
- **Natural Resource Governance - Infoscope**, an Enterprise Land Management, Natural Resource Governance and Stakeholder Relations solution for the Energy and Resources market.

K2fly has strategic alliances with global technology companies such as Esri (USA), SAP (Germany) and ABB (Switzerland).

K2fly also re-sells market leading software which has been developed by industry leaders in the USA, Europe and the UK. These solutions come from Kony (USA), ABB (Switzerland), and Capita plc (UK), where they have an outstanding track record of delivering benefits to clients.

In addition, K2fly provides cutting edge advice, consultancy and services when it deploys its subject matter experts who have extensive domain knowledge in such areas as Rail, Electricity, Gas, Water, Mining, Oil & Gas, and Facilities Management.

K2fly Limited ACN 125 345 502

E info@k2fly.com

Registered Office Level 1, 26 Railway Road, Subiaco WA 6008

www.k2fly.com

14 April 2020

Dear Option Holder,

NOTICE OF EXPIRY OF K2FOA OPTIONS

The 18 May 2020 expiry date for K2fly Limited listed options is approaching and the Company would like to remind option holders that 12,883,941 options **NOT** exercised by 18 May 2020 **will automatically lapse**.

Please find below information required to be provided to you in accordance with the ASX Listing Rules.

Number of shares to be issued on exercise of options	One fully paid ordinary share (ASX: K2F) per option that is exercised
Exercise price	\$0.20 per option
Due date for payment	18 May 2020
Consequence of non-payment	Options will lapse
Date quotation of K2FO on ASX will end	12 May 2020 (at end of trade)
Latest market price for K2F	\$0.20 (9 April 2020)
3 Month K2F low price	\$0.13 (20 March 2020)
3 Month K2F high price	\$0.285 (16 January 2020)
Underwriting	No underwriting in place

If you wish to exercise your options, you may do so in whole or in part.

Your enclosed option exercise form includes your personalised BPAY details.

The total exercise price for the options which you chose to exercise (if any) can be paid by BPAY, or by cheque, and the completed option exercise form must be forwarded to Advanced Share Registry Services, by either:

mail (together with the cheque if the payment is by cheque) to **PO Box 1156, Nedlands, Western Australia 6909**; or

email to **admin@advancedshare.com.au**,

and must be received and funds cleared by no later than Monday 18 May 2020.

If the option exercise form, together with cleared funds, is not received by Advanced Share Registry on or before the expiry date (Monday, 18 May 2020), then your K2FOA Options will expire with no value and no further entitlement will exist.

If you have any queries concerning this Notice or your option holding, please contact myself on 0422 227 489 or the Joint Company Secretary Melissa Chapman on 0488 099 831.

Yours faithfully

Brian Miller
CEO/Executive Director

K2fly Ltd

☎ (08) 6333 1833 @ info@k2fly.com

Registered Office Level 1, Grand Central, 26 Railway Road, Subiaco WA 6008

www.k2fly.com

I/We _____

Security holder Reference Number (S.R.N) / Holder Identification Number (H.I.N) _____

Contact Telephone Number _____

The registered holder(s) of the Options hereby exercise my/our Option for: _____

In figures *In words*

Ordinary Fully Paid Shares and enclose application money of 20 cents per share \$.....
(amount payable on exercise)

I/We whose full name(s) and address(es) appear above hereby apply for the number of Shares shown above. I/We agree to be bound by the Constitution of the Company.

Signature of Shareholder(s) (All joint holders must sign)	Companies Only Executed in accordance with the Company's Constitution and the Corporations Act.
x----- <div style="display: flex; justify-content: space-between; width: 90%; margin: 0 auto;"> Signature Date </div>	x----- <div style="display: flex; justify-content: space-between; width: 90%; margin: 0 auto;"> Sole Director and Sole Secretary Date </div>
x----- <div style="display: flex; justify-content: space-between; width: 90%; margin: 0 auto;"> Signature Date </div>	x----- <div style="display: flex; justify-content: space-between; width: 90%; margin: 0 auto;"> Director Date x----- Secretary Date </div>
x----- <div style="display: flex; justify-content: space-between; width: 90%; margin: 0 auto;"> Signature Date </div>	x----- <div style="display: flex; justify-content: space-between; width: 90%; margin: 0 auto;"> Director Date x----- Director Date </div>
Note: If signed under Power of Attorney, a Certified Copy of the relevant Power of Attorney document must be exhibited to the Registry. The Attorney declares that he/she has had no notice of revocation of the Power of Attorney.	

Terms and Conditions of Listed Options

- (a) Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.20 (Exercise Price).
- (c) Each Option will expire 3 years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
- (e) The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
- (g) Within 15 Business Days after the Exercise Date, the Company will:
 - (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
 If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- (h) Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (i) If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.
- (j) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (k) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (l) An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- (m) The Company will apply for quotation of the Options on ASX.
- (n) The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

METHOD OF ACCEPTANCE					
<input type="checkbox"/>	Please enter cheque, bank draft or money order details	Drawer	Bank	Branch	Amount
					\$
Cheque should be made payable to "K2FLY LIMITED" and crossed 'NOT NEGOTIABLE' and drawn on an Australian Bank and posted to Advanced Share Registry Limited, PO BOX 1156 Nedlands Western Australia 6909					
OR					
<input type="checkbox"/>		You can pay by BPAY. If you choose to pay by BPAY, please return the completed and signed form to us via post to the above-mentioned address or by email to admin@advancedshare.com.au .			

NOTE: OPTIONS NOT EXERCISED BY 18 MAY 2020 WILL AUTOMATICALLY EXPIRE.