

5 November 2013

The Manager
Company Announcements Office
ASX Limited
Level 6, 20 Bridge Street
SYDNEY NSW 2000

Dear sir/madam

Issue of Shares

Quickflix Limited (ASX:QFX) ("Quickflix" or the "Company") wishes to advise that allotment and issue of a total of 211,521,741 new fully paid ordinary shares ("Shares") has occurred today.

Following shareholder approval obtained at the 30 October 2013 Annual General Meeting, 140,000,000 shares have been issued today to parties who have provided loan funds to the Company and to professional and sophisticated investors at an issue price of \$0.01 per Share.

A further 404,123 Shares were issued today at an issue price of \$0.01 per share comprising the remaining shortfall shares from the fully underwritten renounceable entitlement offer which closed on 17 October 2013.

As a consequence of the high level of demand pursuant to the entitlement offer the Company has also taken the opportunity to place 66,348,868 Shares at an issue price of \$0.01 to institutional and professional investors who acted as sub-underwriters to the entitlement offer, to raise a further \$663,488.68.

4,768,750 Shares have also been issued today on vesting of 4,768,750 employee performance rights

Please find an Appendix 3B attached to this announcement.

Yours sincerely

Susan Hunter

Company Secretary











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 01/07/06 Origin: Appendix 5 Amended 01/07/08, 01/09/00, 01/07/00, 30/09/01, 11/03/02, 01/01/02, 24/10/05, 01/08/12

04/03/13		ja, airogryg, airo7/00, 30/09/01, 11/03/02, airo1/03, 24/10/05, 01/00/12,
Name	of entity	
Quicl	kflix Ltd	
ABN		
	2 459 352	
We (t	the entity) give ASX the following	g information.
	1 - All issues ust complete the relevant sections (attac	h sheets if there is not enough space).
1	*Class of *securities issued or to be issued	Fully paid ordinary shares.
2	Number of *securities issued or to be issued (if known) or maximum number which may be issued	 1. 140,000,000 fully paid ordinary shares. 2. 404,123 fully paid ordinary shares.
		3. 66,348,868 fully paid ordinary shares.
		4. 4,768,750 fully paid ordinary shares.
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)	Fully paid ordinary shares.

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⁺ See chapter 19 for defined terms.

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
- 5 Issue price or consideration

- 1. Yes shares issued rank equally with existing quoted fully paid ordinary shares.
- 2. Yes shares issued rank equally with existing quoted fully paid ordinary shares.
- 3. Yes shares issued rank equally with existing quoted fully paid ordinary shares.
- 4. No the fully paid ordinary shares are quoted but are subject to voluntary escrow until 1 January 2014. Following the release from voluntary escrow, the shares will rank equally with existing quoted fully paid ordinary shares.
- 1. \$0.01 per fully paid ordinary share.
- 2. \$0.01 per fully paid ordinary share.
- 3. \$0.01 per fully paid ordinary share.
- 4. Issued pursuant to terms of the Employee Performance Rights Plan approved by shareholders at the AGM held on 29 November 2011.
- 6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)
- 1. 140,000,000 shares issued to parties who have provided loan funds to the Company and to professional and sophisticated investors as approved by shareholders at the AGM held on 30 October 2013.
- 2. 404,123 shares issued as the remaining shortfall of the renounceable entitlements offer as announced to ASX on 10 September 2013.
- 3. 66,348,868 shares issued to institutional and professional investors who acted as sub-underwriters to the entitlement offer. Funds raised will be used to increase content and drive profitable customer growth through marketing and for general working capital.
- 4. 4,768,750 shares were issued on vesting of 4,768,750 employee performance rights.

6a	Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A?	Yes
	If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i	
6b	The date the security holder	30 October 2013
	resolution under rule 7.1A was passed	
6c	Number of *securities issued	66,348,868 fully paid ordinary shares.
	without security holder approval under rule 7.1	
<i>c</i> 1		
6d	Number of *securities issued with security holder approval under rule 7.1A	Nil.
6e	Number of *securities issued	140,000,000 fully paid ordinary shares
	with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	(shareholder approval - 30 October 2013).
- 0		
6f	Number of *securities issued under an exception in rule 7.2	404,123 fully paid ordinary shares (Exception 3).
		4,768,750 fully paid ordinary shares (Exception 9).
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.	Not applicable.
6h	If +securities were issued under	Not applicable.
	rule 7.1A for non-cash consideration, state date on	
	which valuation of	
	consideration was released to ASX Market Announcements	

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⁺ See chapter 19 for defined terms.

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

ASX Listing Rule 7.1 - 94,804,285
ASX Listing Rule 7.1A - 108,237,412

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.

8 Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)

⁺ Class
Ordinary shares.
(Code: QFX)

9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)

Number	+Class
2,500,000	Options exercisable at \$0.085 on or before 9 December 2015.
36,500,000	Director Options exercisable at \$0.022* on or before 3 June 2016.
42,215,251	Options exercisable at \$0.0302* on or before 8 March 2018 subject to the terms and conditions in the 6 March 2013 Prospectus.
87,607,863	Redeemable convertible preference shares. Note - 10,500,000
	employee performance rights have lapsed.
	* Note change to option exercise prices
	following the renounceable
	entitlement offer in
	accordance with the
	terms and conditions of the options and the
	ASX Listing Rules.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable.
Part	2 - Pro rata issue	
11	Is security holder approval required?	N/A
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 offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	

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⁺ See chapter 19 for defined terms.

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	
26	Date entitlement and acceptance form and offer documents 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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> 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 Type of *securities 34 (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 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 If the *securities are *equity securities, the names of the 20 largest holders of the 35 additional *securities, and the number and percentage of additional *securities held by those holders If the *securities are *equity securities, a distribution schedule of the additional 36 *securities setting out the number of holders in the categories 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over A copy of any trust deed for the additional *securities 37 Entities that have ticked box 34(b) Number of *securities for which Not applicable. 38 +quotation is sought +Class of +securities for which

quotation is sought

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⁺ See chapter 19 for defined terms.

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 (if issued upon conversion of another *security, clearly identify that other *security)		
42	Number and +class of all	Number	+Class
42	Number and *class of all *securities quoted on ASX (including the *securities in clause 38)		
		1	1

Quotation agreement

- ⁺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.
- 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.
- 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.

	A Hum.	
Sign here:	(Company secretary)	Date: 5 November 2013
Print name:	SUSAN HUNTER	

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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	450,632,887	
 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 Note: Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	12/11/12 - Exercise of 2,000,000 Director options into shares under ASX Listing Rule 7.2 (Exception 14). 28/12/12 - Vesting of 850,000 performance rights into shares under ASX Listing Rule 7.2 (Exception 9). 28/12/12 - Issue and immediate vesting of 75,000 performance rights into shares under ASX Listing Rule 7.2 (Exception 9). 11/2/13 - 1,550,000 shares under ASX Listing Rule 7.2 (Exception 9). 8/3/13 - 24,847,967 shares. Approved by shareholders on 21 May 2013. 8/3/13 - 45,510,786 shares. Approved by shareholders on 30 October 2013. 17/9/13 - issue of 70,000,000 shares (approved by shareholders on 30/10/13). 25/10/13 - 341,734,611 shares under ASX Listing Rule 7.2. (Exceptions 1 and 2) 5/11/13 - 140,000,000 shares (approved by shareholders on 30/10/13). 5/11/13 - 404,123 shares (Exception 3). 5/11/13 - 4,768,750 shares (Exception 9).	
Subtract the number of fully paid +ordinary	Nil	

securities cancelled during that 12 month period		
"A"	1,082,374,124	
Step 2: Calculate 15% of "A"		
"B"	0.15	
	[Note: this value cannot be changed]	
<i>Multiply</i> "A" by 0.15	162,356,118	
Step 3: Calculate "C", the amount of 7.1 that has already been used	of placement capacity under rule	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month	11/2/13 - issue of 561,939 shares.	
period <i>not counting</i> those issued:	27/2/13 - issue of 641,026 shares.	
• Under an exception in rule 7.2	5/11/13 - issue of 66,348,868 shares.	
Under rule 7.1A		
• With security holder approval under rule 7.1 or rule 7.4		
 Note: This applies to equity securities, unless specifically excluded – not just ordinary securities Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 		
"C"	67,551,833	
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1		
"A" x 0.15	162,356,118	
Note: number must be same as shown in Step 2		
Subtract "C"	67,551,833	
Note: number must be same as shown in Step 3		
<i>Total</i> ["A" x 0.15] – "C"	94,804,285	
	[Note: this is the remaining placement capacity under rule 7.1]	

⁺ See chapter 19 for defined terms.

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•	Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
"A"	1,082,374,124	
Note: number must be same as shown in Step 1 of Part 1		
Step 2: Calculate 10% of "A"		
"D"	0.10	
	Note: this value cannot be changed	
Multiply "A" by 0.10	108,237,412	
<i>Insert</i> number of ⁺ equity securities issued or agreed to be issued in that 12 month period under rule 7.1A	Nil.	
or agreed to be issued in that 12 month	Nil.	
 Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed 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 		

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10	108,237,412
Note: number must be same as shown in Step 2	
Subtract "E"	Nil
Note: number must be same as shown in Step 3	
Total ["A" x 0.10] – "E"	108,237,412
	Note: this is the remaining placement capacity under rule 7.1A

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⁺ See chapter 19 for defined terms.