] Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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

VTX HOLDINGS LIMITED

ABN

80 096 870 978

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. Options to be listed ("VTXO" - TBC)
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	1. 13,500,000 2. 2,700,000
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)	1. Fully paid ordinary shares 2. Options; exercisable at $0.025 on or before 25 October 2015. Subject to satisfaction of the listing rules the Company is seeking to have the Attaching Options quoted on ASX.

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 - Previously unlisted options to be listed ("VTXO" - TBC) exercisable at $0.025 on or before 25 October 2015. Subject to satisfaction of the listing rules the Company is seeking to have the Attaching Options quoted on ASX.
5	Issue price or consideration	1. $0.01 per Share 2. NIL - free attaching
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	It is proposed that the funds will be used for due diligence associated with the proposed Sale of the ShieldLiner System, due diligence associated with new project appraisal and for working capital purposes.
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	21 October 2014
6c	Number of +securities issued without security holder approval under rule 7.1	Nil
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6f	Number of +securities issued under an exception in rule 7.2	13,500,000

+ See chapter 19 for defined terms.

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.	Nil
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	Nil
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 35,977,301 7.1A 59,962,168
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.	7 November 2014

8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	Number	+Class
		239,848,671	Ordinary Fully Paid Shares
		158,950,000	Options exercisable at $0.025 on or before 25 October 2015.

9	Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	Number	+Class
		69,250,000	Options exercisable at $0.025 on or before 31 August 2018.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

Part 2 - Pro rata issue

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 Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
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

+ See chapter 19 for defined terms.

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 *in full* through a broker?	N/A
31	How do security holders sell *part* of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

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

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	158,950,000
39	+Class of +securities for which quotation is sought	Options exercisable at $0.025 on or before 25 October 2015.

+ 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	No - Previously unlisted options to be listed ("VTXO" - TBC) exercisable at $0.025 on or before 25 October 2015. Subject to satisfaction of the listing rules the Company is seeking to have the Attaching Options quoted on ASX.
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)	The Directors considered it prudent to vary the terms of the Class A Options in order to assist the Company in satisfying the "spread" requirements by seeking that the SPP Options and the Class A Options be on identical terms, and be quoted on ASX as a single class of option. Accordingly, variation of the terms of the Class A Options was approved by shareholders at the Company's Annual General Meeting on 21 October 2014.
42	Number and +class of all +securities quoted on ASX (*including* the +securities in clause 38)	

Number	+Class
239,848,671	Ordinary Fully Paid Shares
158,950,000	Options exercisable at $0.025 on or before 25 October 2015.

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.



Loren Jones
Company Secretary
12 November 2014

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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	157,098,612 (on a 1 : 20 post-consolidation basis)
Add the following: • 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*	13,500,000 69,250,000
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
"A"	**239,848,612**

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	35,977,301
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period *not counting* those issued: • Under an exception in rule 7.2 • 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*	NIL
"C"	**NIL**
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	35,977,301
Subtract "C" *Note: number must be same as shown in Step 3*	NIL
Total ["A" x 0.15] – "C"	35,977,301 *[Note: this is the remaining placement capacity under rule 7.1]*

+ 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" *Note: number must be same as shown in Step 1 of Part 1*	**239,848,612**
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	23,984,867
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:* • *This applies to equity securities – not just ordinary securities* • *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* • *It may be useful to set out issues of securities on different dates as separate line items*	NIL
"E"	**NIL**

+ 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 *Note: number must be same as shown in Step 2*	23,984,867
Subtract "E" *Note: number must be same as shown in Step 3*	NIL
Total ["A" x 0.10] – "E"	23,984,867 *Note: this is the remaining placement capacity under rule 7.1A*

+ See chapter 19 for defined terms.



VTX HOLDINGS LIMITED OPTIONS EXP 25/10/15 $0.025
Top 20 Listing



				Current Date - 11/11/2014 Time - 16.37.36		Previous Top * As at: 7/11/14 *		
	Rank	Holder Name	Designation	Current Securities	%	Prev. Securities	%	Rank
*	1	BURFORD JOANNE RUTH		20,800,000	13.09%	20,800,000	13.09%	1
	2	CORR JOHN FRANCIS	BAWNLUSK PORTFOLIO	18,750,000	11.80%	18,750,000	11.80%	2
	3	BAY STREET MINERAL CORP		17,800,000	11.20%	17,800,000	11.20%	3
*	4	CORR THOMAS FRANCIS		10,875,000	6.84%	10,875,000	6.84%	4
	5	RIDE JAMES DAVID LINDSAY	CHARDONNE A/C	9,000,000	5.66%	9,000,000	5.66%	6
*	6	VENUS ANETAC PL	RGC FAM A/C	7,500,000	4.72%	7,500,000	4.72%	7
*	7	AVANTE HLDGS PL		6,925,000	4.36%	6,925,000	4.36%	8
	8	PENINSULA INV WA PL		5,000,000	3.15%	5,000,000	3.15%	9
	9	RUCK PL		5,000,000	3.15%	5,000,000	3.15%	10
*	10	MOVIDO PL		5,000,000	3.15%	5,000,000	3.15%	11
	11	WECK LORAINE VON DER W		5,000,000	3.15%	9,375,000	5.90%	5
	12	GIBRALTAR RES PL		4,500,000	2.83%	4,500,000	2.83%	12
	13	MOUNT STREET INV PL		4,500,000	2.83%	4,500,000	2.83%	13
	14	DISTINCT RACING & BREEDIN		4,000,000	2.52%	4,000,000	2.52%	14
*	15	PERSHING AUST NOM PL	INDIAN OCEAN A/C	4,000,000	2.52%	4,000,000	2.52%	15
	16	VENUS CORP PL	JAH SUPER A/C	3,125,000	1.97%	3,125,000	1.97%	16
*	17	VERDE TRADING PL		3,125,000	1.97%	3,125,000	1.97%	17
*	18	ACP INV PL		3,000,000	1.89%	3,000,000	1.89%	18
*	19	SABRELINE PL	JPR INV A/C	2,675,000	1.68%	300,000	0.19%	32
	20	GAB S/F PL		2,500,000	1.57%	2,500,000	1.57%	19
			TOP 20 TOTAL	143,075,000	90.05%	145,075,000	91.31%	

* Denotes merged holders.
Note: All holders are included in the report.

Security Transfer Registrars
Today's Registry, Since 1983

VTX HOLDINGS LIMITED OPTIONS EXP 25/10/15 $0.025
Spread Analysis
Date - 11/11/2014 Time - 16.37.36

Spread of Holdings	Holders	Securities	% of Issued Capital
NIL holding	0	0	0.00%
1 - 1,000	0	0	0.00%
1,001 - 5,000	0	0	0.00%
5,001 - 10,000	0	0	0.00%
10,001 - 100,000	13	500,000	0.31%
100,001 - 9,999,999	37	158,450,000	99.69%
TOTAL ON REGISTER	50	158,950,000	
Analysis by Location			
Overseas	4	44,100,000	27.74%
Australia:	46	114,850,000	72.26%
ACT	0	0	0.00%
NSW	6	9,360,000	5.89%
VIC	2	40,000	0.03%
QLD	3	640,000	0.40%
SA	2	340,000	0.21%
WA	33	104,470,000	65.73%
TAS	0	0	0.00%
NT	0	0	0.00%
Address Unknown	0	0	0.00%
TOTAL ON REGISTER	50	158,950,000	

Note: All holders are included in the report, with common holders merged into one holding.