

For immediate release - ASX announcement

30 April 2019

BuildingIQ Announces A\$1.65 million private placement

Sydney – BuildingIQ, Inc. (ASX: BIQ) is pleased to announce that it has received commitments to raise A\$1.65 million.

BuildingIQ will undertake a private placement of CHESSE Depository Interests (CDIs) of the Company to certain sophisticated and professional investors, who are existing substantial security holders, and one of its directors (subject to security holder approval), to raise A\$1.65m (Placement).

Supporting the growth of our greenfield business, this Placement provides certainty in relation to working capital for the Company as it moves towards its goal of achieving positive operating cash flow.

The receipt of funds and the issue of CDIs under the Placement will occur in two tranches. The price per CDI is the amount determined as a 20% discount to the volume weighted average price (VWAP) for the period of 15 days on which BIQ CDIs traded on the ASX immediately prior to the day that is 5 trading days before the closing date for each tranche.

It is intended that the Placement will be made under the Company's existing placement capacity in accordance with ASX Listing Rules 7.1 and 7.1A as follows:

- (a)** Tranche 1: A\$880,000 of CDIs (representing 24,858,758 CDIs at a price per CDI of A\$0.0354 of which 23,728,814 CDIs will be issued on or around 1 May 2019 under the Company's ASX Listing Rule 7.1A capacity and 1,129,944 CDIs following receipt of shareholder approval under Listing Rule 10.11); and
- (b)** Tranche 2: A\$770,000 of CDIs to be issued on or around 31 August 2019 under the Company's ASX Listing Rule 7.1 placement capacity (number of CDIs to be determined based on the VWAP calculation described above) with the issue of \$35,000 worth of CDIs being subject to shareholder approval under Listing Rule 10.11.

The CDIs will rank equally in all respects with CDIs on issue at the time of allotment.

The issue of the CDIs in Tranche 2 is subject to the Company having sufficient placement capacity under ASX Listing Rules 7.1 and 7.1A at the time of issue. The Company will seek security holder approval under Listing Rule 7.1 or 7.4 to refresh its capacity prior to the issue of the Tranche 2 CDIs. Security holder approval will be required under Listing Rule 10.11 for the issue of CDIs under Tranches 1 and 2 to one of the Company's directors, Gerd Goette. The Company will seek security holder approval for the investment of A\$75,000 by Mr. Goette in the Placement on the above terms at a Special Meeting of Stockholders to be convened in or around August 2019.

Information required under Listing Rule 3.10.5A and 7.1.A.4(b):

- 23,728,814 CDIs are being issued on or around 1 May 2019 pursuant to the Company's 7.1A Capacity (**7.1A Placement**);
- The CDIs being issued under the 7.1A Placement represent 8.67% of the capital of the Company (post-issuance on an undiluted basis). The overall interest of securityholders (assuming all shareholders hold their shares as CDIs) other than any participating investors who are already CDI holders in BuildingIQ will therefore be diluted by 8.67% following the 7.1A Placement;

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- BuildingIQ elected to issue CDIs as a placement to certain existing securityholders who are sophisticated and professional investors, rather than as a pro-rata issue, as this was considered to be the timeliest and most cost-effective method of raising funds. The Company also considered a placement provided greater certainty;
- The issue of CDIs under the 7.1A Placement was not underwritten;
- No broker fees or commissions were incurred in connection with the Placement although the Company will incur listing fees and external legal fees.

Ends.

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About BuildingIQ

BuildingIQ (ASX: BIQ) helps building owners and operators worldwide lower energy use, increase building operations efficiency and enhance tenant comfort. The Company's 5i cloud-based platform and Managed Services deliver on the promise of Internet of Things (IoT) for buildings. More than 125M square feet of building space is currently under management with BuildingIQ. www.buildingiq.com

Foreign Ownership Restrictions

BuildingIQ's CHES Depositary Interests (CDIs) are issued in reliance on the exemption from registration contained in Regulation S of the US Securities Act of 1933 (Securities Act) for offers or sales which are made outside the US. Accordingly, the CDIs have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the US. The holders of BuildingIQ's CDIs are unable to sell the CDIs into the US or to a US person unless the re-sale of the CDIs is registered under the Securities Act or an exemption is available. To enforce the above transfer restrictions, all CDIs issued bear a 'FOR US' designation on the ASX. This designation restricts any CDIs from being sold on ASX to US persons. In addition, hedging transactions with regard to the CDIs may only be conducted in accordance with the Securities Act.

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