



21 October 2009

Company Announcements Office
ASX Limited
Exchange Centre
Level 6, 20 Bridge Street
Sydney NSW 2000

Appendix 3B

Share Placement

Further to Entellect Solutions Limited's (Company) announcement of 23 July 2009 regarding its business strategy and capital raising program, the Directors are pleased to advise that the Company has raised additional working capital to meet the ongoing operating costs of the business and to implement the strategies detailed in that announcement. The Company has raised \$716,000 through a placement of 179,000,000 fully paid ordinary shares at a price of \$0.004 cent per share which was approved at the Company's EGM held on 30 September 2009 and which were allotted on 15 October 2009.

At the EGM, the Company approved the allocation of 164,250,000 options for nil consideration having an exercise price of \$0.01 and an expiry date of 30 September 2012.

The Company raised \$10,000 through placement of 1,000,000 ordinary shares at a price of \$0.01 per share in June 2008 which was applied to working capital.

Notice Under Section 708A (5)(e)

Entellect Solutions Limited has resolved to issue a total of –

1. 179,000,000 fully paid ordinary shares at an issue price of \$0.004 per share;
and
2. 1,000,000 fully paid ordinary shares at an issue price of \$0.01 per share.

Entellect Solutions Limited gives notice that:

- (1) this notice is being given under Section 708A(5)(e) of the Corporations Act 2001 (Corporations Act);
- (2) Entellect Solutions Limited will issue the New Shares without disclosure to investors under Part 6D.2 of the Corporations Act;
- (3) as at the date of this notice, Entellect Solutions Limited has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act as they apply to Entellect Solutions Limited; and
 - (b) section 674 of the Corporations Act; and

e NTELLECT SOLUTIONS LTD
Level 19, 9 Hunter St
Sydney NSW 2000
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ABN 41 009 221 783

- 4) except as may be set out in this notice, there is no other information that is excluded information as at the date of this notice which is required to be set out in this notice under Section 708A(6)(e) of the Corporations Act.

A copy of Appendix 3B as required by Listing Rule 3.10.3 is attached.

Yours sincerely

A handwritten signature in black ink, appearing to read 'David Michel', with a horizontal line underneath.

David Michel
Company Secretary

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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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Entellect Solutions Limited

ABN

41 009 221 783

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 | <ol style="list-style-type: none">1. Fully paid ordinary shares2. Fully paid ordinary shares3. Unquoted options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ol style="list-style-type: none">1. 179,000,000 shares2. 1,000,000 shares3. 164,250,000 options |
| 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) | <ol style="list-style-type: none">1. Fully paid ordinary shares at a purchase price of \$0.004 cents per share;2. Fully paid ordinary shares at a purchase price of \$0.01 cents per share;3. Options are issued for Nil consideration with an exercise price 1cent and expiry date of 30 September 2012 |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>Yes. Rank equally with fully paid ordinary shares in all respects from date of allotment</p>				
<p>5 Issue price or consideration</p>	<ol style="list-style-type: none"> 1. \$0.004 per share 2. \$0.01 per share 3. Option consideration \$nil per option, exercise price 1 cent per option 				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>As detailed in the attached announcement</p>				
<p>7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates</p>	<p>15 October 2009</p>				
<p>8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1534 997 1579">Number</th> <th data-bbox="997 1534 1294 1579">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1579 997 1796">1,692,171,922</td> <td data-bbox="997 1579 1294 1796">Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	⁺ Class	1,692,171,922	Fully paid ordinary shares
Number	⁺ Class				
1,692,171,922	Fully paid ordinary shares				

+ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	⁺ Class	
			<u>OPTIONS</u>	
			<u>Expiry Date</u>	<u>Exercise Price</u>
		650,000	1 Jun 2010	20 cents
		100,000	1 Dec 2010	12 cents
		1,000,000	30 Apr 2013	8 cents
		1,000,000	30 Apr 2014	8 cents
		1,000,000	30 Apr 2015	8 cents
		1,000,000	30 Apr 2016	8 cents
		1,000,000	30 Apr 2017	8 cents
		1,000,000	30 Jun 2013	8 cents
		1,000,000	30 Jun 2014	8 cents
		1,000,000	30 Jun 2015	8 cents
		500,000	31 Dec 2015	8 cents
		500,000	30 Jun 2016	8 cents
		500,000	31 Dec 2016	8 cents
		500,000	30 Jun 2017	8 cents
		17,183,334	30 June 2011	10 cents
		93,798,058	28 Feb 2013	8 cents *
		325,000,000	31 Dec 2009	1 cent
		52,606,693	31 Dec 2009	0.1 cent
		20,000,000	21 May 2011	1 cent
		10,000,000	18 August 2011	1 cent
		20,000,000	31 Dec 2011	1 cent
		10,000,000	21 May 2012	1 cent
		32,700,000	21 October 2013	1 cent
		3,000,000	21 May 2014	1 cent
		<u>164,250,000</u>	30 September 2012	1 cent
	Total	760,288,085		
			* Exercise price is 5 cents if exercised on or prior to 28 February 2011	

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Full participation in any future dividends
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Part 2 - Bonus issue or pro rata issue

Questions 11 to 33	Not applicable
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+ See chapter 19 for defined terms.

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 NOT APPLICABLE

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)

Questions 38 to 42

Not applicable

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 not available now, 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.

Sign here:



(Director/Company Secretary)

Date: 21 October 2009

Print name: **David Michel**

+ See chapter 19 for defined terms.