

DIVERSA

GROUP

18 December 2013

ASX MARKET RELEASE

Issue of Placement Shares

Further to the announcement dated 25 September 2013, Diversa Limited (ASX: DVA) advises that it has allotted a further 11,033,334 ordinary shares raising \$0.33m and completing the placement raising a total of \$1.25m in total. Attached to this announcement is an ASX Appendix 3B - New Issue Announcement.

Bizzell Capital Partners Pty Ltd, an entity associated with Stephen Bizzell a director of Diversa, acted as lead manager to the Placement.

The current issued capital of Diversa is as follows:

452,856,010	Ordinary shares (DVA)
578,450	Performance rights in relation to FY2012 (30,000 rights vested)
1,303,299	Performance rights in relation to FY2013 (13,300 rights vested)
13,958,677	Performance rights in relation to FY2014 (nil vested)
2,000,000	Options exercisable at \$0.11 on or before 31 December 2013
7,166,666	Options exercisable at \$0.11 on or before 31 October 2016 (4,999,996 options vested)

Expiry of Options

Diversa advises that 4,000,000 options exercisable at \$0.20 on or before 30 November 2013 have expired unexercised.

Additional Placement Details

In accordance with listing rule 3.10.5A, Diversa advises as follows in respect of the share issue covered by the Appendix 3B released on 2 October 2013 for the issue of 30,633,334 shares:

1. The dilution to existing shareholders as a result of the of the placement :
 - (a) Issue under listing rule 7.1: 5.2%
 - (b) Issued under listing rule 7.1A: 9.8%resulting in a total dilution of 15%
2. Further details of the approximate percentage of the issued capital post the placement (234,336,546 shares) held by pre-placement shareholders and new shareholders is as follows:
 - (a) Pre-placement shareholders who did not participate: 87%
 - (b) Pre-placement shareholders who did participate: 5%
 - (c) Placement participants who were new shareholders: 8%
3. Diversa issued the shares as a placement under listing rule 7.1A as it believed that this was the most efficient and expedient mechanism for raising funds at the time.
4. No underwriting agreements were in place for the placement.
5. Bizzell Capital Partners Pty Ltd, an entity associated with Stephen Bizzell a director of Diversa, acted as lead manager to the Placement and was paid a fee of 6% of the funds raised.

Angus Craig
Company Secretary

Diversa Limited ABN 60 079 201 835 Level 9, Waterfront Place, 1 Eagle Street, Brisbane, Queensland 4000

T (07) 3212 9250 F (07) 3211 8307 E mail@diversa.com.au W www.diversa.com.au

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

Name of entity

DIVERSA LIMITED

ABN

60 079 201 835

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 | Ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 11,033,334 shares |
| 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) | Same as existing ordinary shares. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	<p>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 	yes
5	Issue price or consideration	\$0.03 per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Placement as announced on 25 September 2013 to raise capital to complete integration activities, drive growth initiatives and provide working capital.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	28 November 2013
6c	Number of +securities issued without security holder approval under rule 7.1	n/a
6d	Number of +securities issued with security holder approval under rule 7.1A	n/a

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	11,033,334 shares – approved at annual general meeting held on 28 November 2013
6f	Number of securities issued under an exception in rule 7.2	n/a
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.	n/a
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	n/a
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	Rule 7.1 – 63,915,601 Rule 7.1A – 44,936,401
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	18 December 2013

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in section 2 if applicable)	Number	⁺ Class
		452,856,010	Ordinary shares (DVA)
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in section 2 if applicable)	Number	⁺ Class
		7,166,666	Options exercisable at \$0.108 on or before 31/10/2016
		2,000,000	Options exercisable at \$0.108 on or before 31/12/2013
		578,450	Performance rights in respect of FY2012 subject to vesting conditions
		1,303,299	Performance rights in respect of FY2013 subject to performance criteria and vesting conditions
		13,958,677	Performance rights in respect of FY2014 subject to performance criteria and vesting conditions
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	n/a	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
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	

⁺ See chapter 19 for defined terms.

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 issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
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 prospectus or Product Disclosure Statement will be sent to persons entitled	

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- | | | |
|----|---|--|
| 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 | ⁺ Despatch date | |

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

⁺ See chapter 19 for defined terms.

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
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment 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
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+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

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)

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42 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 38)

Number	⁺ Class

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.

⁺ See chapter 19 for defined terms.

- 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:Angus Craig..... Date: 18 December 2013
(Company secretary)

Print name: ANGUS CRAIG

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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

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 date of issue or agreement to issue	97,535,758
Add the following: <ul style="list-style-type: none"> 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: <ul style="list-style-type: none"> 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 	1,976,000 shortfall of SPP (shareholder approval November 2012) 1,242 conversion of notes 178,550 exchange of performance rights 759,850 exchange of performance rights 21,424,587 Accelerated Entitlement Offer 9,150,439 Retail Entitlement Offer 31,715,546 Shortfall of Entitlement Offer 2,645,511 Diversa share plan 16,640,169 interest reinvestment plan 6,413,006 Shortfall of Entitlement Offer 411,500 exchange of performance rights 12,247,054 Interest reinvestment plan 1,303,705 Diversa Share Plan 1,692,150 exchange of performance rights 203,605,275 conversion of notes 30,633,334 placement (approved 28 November 2013) 11,033,334 placement (this Appendix 3B)
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil

+ See chapter 19 for defined terms.

"A"	449,364,010
Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	67,404,601
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>2,604,000 – placement of SPP shortfall December 2012</p> <p>885,000 - Deferred consideration issue October 2013</p>
"C"	3,489,000
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 <i>Note: number must be same as shown in Step 2</i>	67,404,601
Subtract "C" <i>Note: number must be same as shown in Step 3</i>	3,489,000
Total ["A" x 0.15] – "C"	63,915,601 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ 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” <i>Note: number must be same as shown in Step 1 of Part 1</i>	449,364,010
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	44,936,401
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 <i>Notes:</i> <ul style="list-style-type: none"> • 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 – previous issue under listing rule 7.1A has been subsequently ratified by shareholders at the AGM on 28 November 2013
“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 <i>Note: number must be same as shown in Step 2</i>	44,936,401
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	44,936,401 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.