

ASX release

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NEARMAP SHARE PURCHASE PLAN OPENS

12 December 2016 - SYDNEY

Further to the announcement made by Nearmap Limited (ASX:NEA) (**Nearmap** or **Company**) on 24 November 2016, the Board of Directors of Nearmap is pleased to provide an opportunity for all eligible shareholders (defined below) to subscribe for new fully paid ordinary shares in Nearmap (**Shares**) pursuant to a share purchase plan (**SPP**). The offer under the SPP opens at 9.00am (Sydney time) today, 12 December 2016, and is expected to close at 5.00pm (Sydney time) on 23 December 2016.

Details of the terms and conditions of the SPP are set out in the attached copy of the SPP Letter to Shareholders, Terms and Conditions and Application Form (which are given to the Australian Securities Exchange (**ASX**) for the purposes of ASX Listing Rule 3.17).

The SPP Letter to Shareholders, Application Form and Terms and Conditions are expected to be sent to eligible Nearmap shareholders today, Monday, 12 December 2016. 'Custodians' (as defined in Australian Securities and Investments Commission Class Order [09/425]) will also be sent a custodian certificate which they will be required to complete and return to Nearmap no later than 5.00pm (Sydney time) 23 December 2016 in order to participate on behalf of any beneficiaries.

KEY DATES*

Event	Date
Record Date	7.00pm (Sydney time), Tuesday, 22 November 2016
SPP opens	9.00am (Sydney time), Monday, 12 December 2016
SPP closes	5.00pm (Sydney time), Friday, 23 December 2016
Issue of Shares under SPP	Wednesday, 4 January 2017
Expected date for quotation of Shares issued under the SPP on ASX	Thursday, 5 January 2017
Dispatch of Holding Statements/Confirmation Advice	Friday, 6 January 2017

*Nearmap retains the discretion to alter any or all of these key dates

The SPP is open to all eligible shareholders of Nearmap, being holders of Shares on Nearmap's register of members as at 7.00pm (Sydney time) on 22 November 2016 whose registered address is in Australia or New Zealand (and who otherwise meet the eligibility criteria set out in the attached SPP Terms and Conditions) (**Eligible Shareholders**).

For the purposes of ASX Listing Rule 3.10.3, the following additional information is provided in relation to the SPP:

- Shares issued under the SPP will be new Shares and will rank equally in all respects with existing Shares from their date of issue.
- Shares will be issued under the SPP at an issue price of A\$0.70 per Share, being the same issue price as the price per Share paid by sophisticated, professional and institutional investors under the placement announced by Nearmap on 23 November 2016 (**Placement**) (which represents a 5.4% discount to Nearmap's closing Share price on ASX on 22 November 2016).

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- The maximum amount to be raised under the SPP is A\$5 million (equivalent to 7,142,857 Shares). Nearmap will scale back applications received under the SPP if they exceed A\$5 million in aggregate.
- The purpose of the SPP is to provide Eligible Shareholders of Nearmap with an opportunity to acquire Shares at the same price as the price paid by institutional investors under the Placement, without brokerage or transaction costs. The additional capital raised under the SPP will be used to expand Nearmap's sales and marketing capability and its capture program, to develop HyperCamera2 units for oblique imagery capture, to provide additional working capital and other general corporate purposes.
- Nearmap will not be seeking shareholder approval for the issue of Shares under the SPP.
- The issue will be made to certain Eligible Shareholders of Nearmap. The eligibility criteria for participation in the SPP is set out in the attached SPP Terms and Conditions.

Yours faithfully

A handwritten signature in black ink that reads "Shannon Coates".

Shannon Coates
Company Secretary

About Nearmap

Built around proprietary PhotoMaps™ aerial imagery technology, Nearmap is a visual analytics company with a focus on empowering businesses with timely and reliable information on which to make decisions quickly and with confidence.

Our breakthrough technology enables imagery to be updated much more frequently than other providers. With populations of multiple countries covered regularly, Nearmap is changing the way governments, companies and communities see their world.

Further Information

Investors

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