

25 June 2018

## CLEANSING NOTICE UNDER SECTION 708A OF THE CORPORATIONS ACT

In accordance with the terms of the placement announced to the market on 20 June 2018 (**Placement**), RBR Group Limited (ASX: RBR) (**Company**) allotted 57,700,000 fully paid ordinary shares at a price of \$0.007 per share to sophisticated and professional investors, being persons who come within one of the exemptions set out in Section 708 of the *Corporations Act 2001* (Cth) (**Corporations Act**). The Company also issued free-attaching options to the Placement participants on the basis of 1 free-attaching option for every 2 shares subscribed for under the Placement, exercisable at \$0.018 each and expiring on 31 July 2019.

The Company gives this notice pursuant to Section 708A(5)(e) of the Corporations Act.

The shares were issued without disclosure to investors under Part 6D.2, in reliance on Section 708A(5) of the Corporations Act.

The Company, as at the date of this notice, has complied with:

- (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
- (b) Section 674 of the Corporations Act.

There is no excluded information within the meaning of Sections 708A(7) and (8) of the Corporations Act which is required to be disclosed by the Company.

### Information required under LR3.10.5A

The Company provides the information as required under ASX Listing Rule 3.10.5A as follows:

- a) The dilutive effect of the first tranche of the Placement (**Tranche 1 Placement**) on existing shareholders is as follows:

Number of shares on issue prior to the Tranche 1 Placement: 642,036,078

	Shares	% of Post Placement Capital
Tranche 1 Placement issue under Listing Rule 7.1	-	0.00%
Tranche 1 Placement issue under Listing Rule 7.1A	57,700,000	8.25%
<b>Total dilution as a result of the Tranche 1 Placement</b>	<b>57,700,000</b>	<b>8.25%</b>

Number of shares on issue following the Tranche 1 Placement: 699,736,078

#### RBR GROUP LIMITED

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Details of the approximate percentage of the issued capital following the completion of the Tranche 1 Placement held by pre-Placement shareholders and new shareholders are as follows. Please note this information relates specifically to the portion of shares issued under Listing Rule 7.1A (57,700,000 shares):

	<b>% of Post Placement Capital</b>
Pre-placement security holders who did not participate	91.33%
Pre-placement security holders who did participate	0.57%
Participants in the placement who were not previously security holders	8.10%

- b) The Company issued the equity securities as a placement under Listing Rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing ordinary security holders would have been eligible to participate, as the funding sought was an interim measure to supplement capital whilst RBR continues to grow its contract revenues. A placement was deemed to be an expedient and cost efficient manner to raise capital for this purpose.
- c) No underwriting agreements were entered into with respect to the Placement.
- d) Commission fees of up to 6% plus GST of all funds raised under the Placement are to be paid to brokers assisting in the Placement.

An Appendix 3B follows this announcement.

Yours faithfully



Patrick Soh  
Company Secretary

### **Media and Investors**

**Ian Macpherson**  
Executive Chairman

**Richard Carcenac**  
Chief Executive Officer

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