

15 December 2017

CLEANSING NOTICE UNDER SECTION 708A OF THE CORPORATIONS ACT

On 15 December 2017, in accordance with the terms of the placement announced to the market on 7 December 2017 (**Placement**), RBR Group Limited (ASX: RBR) (**Company**) allotted 60,000,000 of the 70,000,000 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 3 free-attaching options for every 4 shares subscribed for under the Placement.

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: 564,536,078

	Shares	% of Post Placement Capital
Tranche 1 Placement issue under Listing Rule 7.1	3,546,393	0.57%
Tranche 1 Placement issue under Listing Rule 7.1A	56,453,607	9.04%
Total dilution as a result of the Tranche 1 Placement	60,000,000	9.61%

Number of shares on issue following the Tranche 1 Placement: 624,536,078

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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 (56,453,607 shares):

	% of Post Placement Capital
Pre-placement security holders who did not participate	87.33%
Pre-placement security holders who did participate	5.82%
Participants in the placement who were not previously security holders	6.28%

- 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 it was in receipt of expressed terms for an immediate placement of securities (shares and options) that was priced at and above the current trading prices and deemed likely not to be attractive to ordinary shareholders. With the onset of the Christmas period the Company did not believe delays due to documentation preparation otherwise required for a more broad based issue were warranted.
- c) No underwriting agreements were entered into with respect to the Placement.
- d) Commission fees of up to 3% of all funds raised under the Placement are to be paid to brokers assisting in the Placement along with the issue of 15,000,000 unquoted options exercisable at \$0.025 each and expiring 30 June 2020.

An Appendix 3B follows this announcement.

Yours faithfully

Patrick Soh
Company Secretary

Media and Investors

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ABOUT RBR GROUP: Perth-based RBR Group is a leading provider of holistic labour solutions to the resources and construction sectors globally. Through its subsidiaries, RBR has the capacity to deliver a range of services including labour broking, international standard training, permitting and visa coordination, pre-employment medicals, occupational health monitoring, injury management and on-site medical support. RBR is one of only a handful of companies that holds a labour broking licence in Mozambique, positioning it strongly to assist in meeting the substantial training and resourcing needs of the country's burgeoning construction, mining and liquefied natural gas industries. The company is also seeking to expand its presence in other emerging markets with strict local content laws and generally low levels of education and training and owns a registered training organisation in Australia.