

Lodged via ASX Online

22 May 2018

The Manager
Company Announcements Office
ASX Limited
Level 4, 20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

Dispute Regarding Resi Earn-Out

Yellow Brick Road Holdings Limited (ASX:YBR) (**YBR** or the **Company**) advises that it received today a Summons which commence legal proceedings in relation to a dispute over the Earn-Out provisions contained in the Share Sale Agreement dated 8 July 2014 (**SSA**) under which YBR acquired (the **Acquisition**) Resi Mortgage Corporation Pty Ltd (**Resi**).

As was set out in YBR's ASX Announcement dated 8 July 2014, an Earn-Out amount of up to \$2.5 million in cash was agreed to be paid by YBR to the vendors of Resi on or about the first anniversary of the completion of the Acquisition if certain Earn-Out conditions were satisfied.

The proceedings deal with the issue as to whether the Earn-Out conditions have been satisfied or not.

Based on advice it has received to date, YBR is confident that its interpretation of the SSA is correct, and that no Earn-Out amount is payable. YBR intends to defend the proceedings.

Yours faithfully,

YELLOW BRICK ROAD HOLDINGS LIMITED



Richard Shaw
Company Secretary