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, 04/03/13

Name of entity

Pengana Capital Group Limited

ABN

43 059 300 426

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	Fully paid preference shares (Alignment Shares)
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	4,909,228

3	Principal terms of the +securities (e.g. 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)	Alignment Shares are fully paid preference shares in Pengana Capital Group Limited, issued to Pengana Investment Management Limited (PIML) as trustee of the Pengana Private Equity Trust (PE1), and are registered in the name of BNP Paribas Securities Services (Custodian), the custodian of PE1. The terms of the Alignment Shares are set out in Annexure A of the Explanatory Notes of the Notice of Extraordinary General Meeting lodged with the ASX on 31 December 2018. Each Alignment Share will be converted into one fully paid ordinary share in PCG (Ordinary Share) if and when the Alignment Shares are transferred from PE1.
4	Do the +securities rank equally in all respects from the +issue date 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	No. On conversion of the Alignment Shares they will be converted into fully paid ordinary shares in PCG (Ordinary Share), which will rank equally with all other Ordinary Shares on issue. If the Company pays dividends to Shareholders, the holder of the Alignment Shares is also entitled to dividends in the same amount as it would have received had the Alignment Shares been converted into Ordinary Shares on the record date for the applicable dividend. Alignment Shares rank for payment of any dividend equally to Ordinary Shares and behind any other classes of shares that by their terms rank in priority to Alignment Shares. On liquidation or in a winding-up of the Company, Alignment Shares rank for payment in priority to all holders of other classes of shares in the capital of the Company, equal to the aggregate of the amount paid upon the Alignment Shares and the amount of all dividends declared but unpaid in respect of the Alignment Shares. The holder of the Alignment Shares will otherwise not have the right to participate in any surplus assets or profits of the Company on the liquidation or winding up of the Company in respect of the Alignment Shares.

+ See chapter 19 for defined terms.

5	Issue price or consideration	A nominal aggregate amount of A$1.00.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Alignment Shares issued in accordance Resolutions passed at the Extraordinary General Meeting held 31 January 2019.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable
6c	Number of +securities issued without security holder approval under rule 7.1	Nil
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	4,909,228 Meeting dated 31 January 2019.
6f	Number of +securities issued under an exception in rule 7.2	Not applicable
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.	Not applicable

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	Not applicable
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	Not applicable
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	23 April 2019

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	103,277,160	Fully paid ordinary shares 33,762,767 of these shares are subject to a voluntary escrow, refer to Schedule A for details

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	4,909,228	Fully paid preference shares (Alignment Shares)

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	All Ordinary Shares and Alignment Shares on issue at the record date in respect of any declared dividend or interim dividend will be eligible to participate in that dividend.

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable
12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the +securities will be offered	Not applicable
14	+Class of +securities to which the offer relates	Not applicable
15	+Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
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	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements *in full* through a broker?	Not applicable
31	How do security holders sell *part* of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Issue date	Not applicable

+ See chapter 19 for defined terms.

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

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	Not applicable
39	+Class of +securities for which quotation is sought	Not applicable
40	Do the +securities rank equally in all respects from the +issue date 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	Not applicable
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)	Not applicable

		Number	+Class
42	Number and +class of all +securities quoted on ASX (*including* the +securities in clause 38)	Not applicable	Not applicable

+ See chapter 19 for defined terms.

SCHEDULE "A"

[Item 8]

Number and +class of all +securities quoted on ASX

Details of voluntary escrow

Number of securities	Class
3,666,171	Fully paid ordinary shares subject to a voluntary escrow agreement until 15 February 2019
74,574	Fully paid ordinary shares subject to a voluntary escrow agreement until 29 June 2019
3,671,816	Fully paid ordinary shares subject to a voluntary escrow agreement until 15 February 2020
137,350	Fully paid ordinary shares subject to a voluntary escrow agreement until 19 June 2020
6,408,806	Fully paid ordinary shares subject to a voluntary escrow agreement until 15 February 2021
6,408,806	Fully paid ordinary shares subject to a voluntary escrow agreement until 15 February 2022
6,981,194	Fully paid ordinary shares subject to a voluntary escrow agreement until 31 May 2022
6,414,050	Fully paid ordinary shares subject to a voluntary escrow agreement until 15 February 2023

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.

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 is not available now, we 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: .... Date: 29 April 2019
(Director/Company secretary)

Print name: Paula Cristina Ferrao

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