

13 June 2019

ASX release

*Unless otherwise defined, capitalised terms used in this notice have the meaning given to them in the prospectus dated 16 May 2019 (**Prospectus**).*

SATISFACTION OF CONDITIONS FOR CONDITIONAL MARKET

Prospa Group Limited (**Prospa**) (ASX: PGL) advises that the conditions for the conditional market have been satisfied, namely:

1. completion of the Restructure;
2. settlement under the Underwriting Agreement for the Offer; and
3. the issuance of Shares to successful Applicants under the Offer.

Prospa confirms that it expects that despatch of holding statements, transaction of confirmation statements and refunds to Applicants who have applied and paid for Shares in excess of their allocation will occur on or before Friday, 14 June 2019. Following despatch of holding statements, normal settlement trading is expected to commence on Monday, 17 June 2019.

ISSUANCE OF INCENTIVE SECURITIES

Prospa further confirms that the following incentive securities have been issued:

1. 330,000 Shares issued to the CFO and other executives upon the vesting and exercise of the rights into Shares;
2. 50,926 rights with a nil exercise price issued to non-executive directors under the Non-Executive Director Equity Plan;
3. 75,000 Options exercisable at \$4.347 each on the day following release of the FY20 full year audited results until 11 June 2024 issued to the non-executive directors under the Equity Incentive Plan Rules;
4. 543,123 Options exercisable at \$3.33 on or before 13 May 2024 and 743,517 Options exercisable at \$3.78 on or before 13 May 2024 issued to executive director Greg Moshal as Replacement Options for Options held in Prospa Advance;

5. 543,123 Options exercisable at \$3.33 on or before 13 May 2024 and 743,517 Options exercisable at \$3.78 on or before 13 May 2024 issued to executive director Beau Bertoli as Replacement Options for Options held in PropSA Advance; and
6. 9,756,705 Options exercisable at various prices and expiry on various dates issued to other Option holders as Replacement Options for Options held in PropSA Advance.

For further enquiries, please contact:

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