

Appendix 3C

Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Pengana Capital Group Limited	43 059 300 426

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	On market buy-back within 10/12 limit
2	⁺ Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	Ordinary Shares
3	Voting rights (eg, one for one)	One for one
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully paid
5	Number of shares/units in the ⁺ class on issue	103,277,160
6	Whether shareholder/unitholder approval is required for buy-back	No
7	Reason for buy-back	Capital management initiative

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8 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (*eg, details of any proposed takeover bid*)

Nil

On-market buy-back

9 Name of broker who will act on the company's behalf

Taylor Collison

10 Deleted 30/9/2001.

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11 If the company/trust intends to buy back a maximum number of shares - that number

Note: This requires a figure to be included, not a percentage.

Up to a maximum of 10,161,444 ordinary shares (being 10% of the smallest number of votes attaching to voting shares of the Company over the last 12 months)

12 If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention

12 months from 27 June 2019

13 If the company/trust intends to buy back shares/units if conditions are met - those conditions

n/a

Employee share scheme buy-back

14 Number of shares proposed to be bought back

n/a

15 Price to be offered for shares

n/a

⁺ See chapter 19 for defined terms.

Selective buy-back

- | | | |
|----|--|-----|
| 16 | Name of person or description of class of person whose shares are proposed to be bought back | n/a |
| 17 | Number of shares proposed to be bought back | n/a |
| 18 | Price to be offered for shares | n/a |

Equal access scheme

- | | | |
|----|---|-----|
| 19 | Percentage of shares proposed to be bought back | n/a |
| 20 | Total number of shares proposed to be bought back if all offers are accepted | n/a |
| 21 | Price to be offered for shares | n/a |
| 22 | +Record date for participation in offer
<small>Cross reference: Appendix 7A, clause 9.</small> | n/a |

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.



Sign here: Date: 27 June 2019
Company secretary
Print name: Paula Ferrao

⁺ See chapter 19 for defined terms.