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**13 September 2019**

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

Dear Sir/Madam

**ANNOUNCEMENT OF A\$2.4M PLACEMENT BY YELLOW BRICK ROAD HOLDINGS LIMITED**

Yellow Brick Road Holdings Limited (ASX:YBR) (**YBR** or the **Company**) is pleased to announce that it has agreed to issue to affiliates of Magnetar Capital (**Magnetar**) 40,000,000 ordinary fully paid shares in the capital of the Company (**New Shares**) at an issue price of A\$0.06 per New Share (**Issue Price**) to raise A\$2,400,000 via a private placement (the **Placement**).

Founded in 2005 and headquartered in Evanston, Illinois in the U.S., Magnetar is an international alternative asset manager that seeks to deliver diversified return streams by employing a wide-range of alternative credit and fixed income, energy and infrastructure, and systematic investing strategies. It has approximately US\$12.9 billion\* in assets under management. More information about Magnetar can be found at [www.magnetar.com](http://www.magnetar.com).

The New Shares to be issued under the Placement will be issued in reliance on the Company's available placement capacity under ASX Listing Rule 7.1. Accordingly, no YBR shareholder approval is required for the issue of the New Shares to Magnetar. The Company chose to issue the New Shares pursuant to its available placement capacity under ASX Listing Rule 7.1 due to the speed of execution and minimal costs associated with issuing the New Shares without the requirement to obtain YBR shareholder approval and having regard to the fact that the New Shares were issued at a price which represented only a small discount to recent traded prices of the Company's ordinary shares on ASX. The Placement is not underwritten.

The Placement will be conducted in two tranches with:

- (a) Tranche 1 comprising 14,000,000 New Shares (**Tranche 1 Shares**) being issued within 5 business days of today, raising \$840,000; and
- (b) the issue of Tranche 2 comprising 26,000,000 New Shares (**Tranche 2 Shares**), conditional on Magnetar receiving approval from the Australian Treasurer to the effect that there are no objections under the *Foreign Acquisitions and Takeovers Act 1975* (Cth) to Magnetar subscribing for and being issued the Tranche 2 Shares (**FIRB Condition**). The issue of the Tranche 2 Shares will raise a further \$1,560,000.

Assuming the FIRB Condition is satisfied and Magnetar is issued with the full 40,000,000 New Shares which it has subscribed for under the Placement, such New Shares, once issued, will constitute approximately 12.33% of the Company's expanded issued capital comprising 324,300,722 ordinary fully paid shares (all of which are quoted on ASX Limited). The New Shares to be issued pursuant to the Placement will, with effect from their date of issue, rank pari passu with all other ordinary shares on issue and application will be made for them to be officially quoted on the ASX on their date of issue.

The New Shares will be subject to voluntary escrow for a period of 12 months from the date of issue of the Tranche 1 Shares and the Tranche 2 Shares (as applicable).

The funds to be raised by the Placement will be deployed by the Company for working capital purposes and to accelerate its securitisation initiative, details of which have previously been announced to the market.

For and on behalf of

**YELLOW BRICK ROAD HOLDINGS LIMITED**



Mark Bouris  
Executive Chairman

\* Assets Under Management (AUM) reflects approximate investor capital managed by Magnetar and its affiliated investment managers, on a discretionary and non-discretionary basis, including designated investments in side pockets and unfunded commitments (money committed to any fund managed by Magnetar and its affiliated investment managers as of the report date, but not yet transferred by the investors), as of July 1, 2019.