



JUSTKAPITAL

Litigation Partners Limited

16 November 2016

ASX Announcement (ASX: JKL)

New \$5 million loan facility with Lucerne and quotation of voluntary escrowed shares

Further to the ASX announcements on 28 October 2016, the board of directors of JustKapital Litigation Partners Limited (**JustKapital** or **Company**) is pleased to announce that the Company has entered into a Loan Facility Agreement with Lucerne Composite Fund (**Lucerne**).

Under the Loan Facility Agreement, Lucerne will provide a 12 month revolving corporate credit facility for A\$5 million to the Company to fund working capital for the costs associated with the Company's litigation funding, disbursement funding and general lending business, with the first draw down of A\$1 million.

The Company also advises that it has today lodged an Appendix 3B seeking quotation of 11,500,000 voluntarily escrowed shares, which remain subject to holding lock. There are no changes to the share capital of the Company.

Authorised by:

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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

JUSTKAPITAL LITIGATION PARTNERS LIMITED

ABN

72 088 749 008

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

N/A

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

N/A

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)

N/A

4	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	N/A
5	Issue price or consideration	N/A
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	N/A
6a	<p>Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Yes.
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2015
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	N/A
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	N/A
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of ⁺ securities issued under an exception in rule 7.2	N/A

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.	N/A					
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	N/A					
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A	7.1 – 1,384,468 7.1A – 10,422,979					
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.	N/A					
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="790 1052 997 1097">Number</th> <th data-bbox="997 1052 1386 1097">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="790 1097 997 1252">109,479,790</td> <td data-bbox="997 1097 1386 1252">Fully paid ordinary shares</td> </tr> </tbody> </table>		Number	⁺ Class	109,479,790	Fully paid ordinary shares
Number	⁺ Class						
109,479,790	Fully paid ordinary shares						

9 Number and ⁺class of all ⁺securities not quoted on ASX (including the ⁺securities in section 2 if applicable)

Number	⁺ Class
7,500,001	Shares - restricted Unlisted fully paid ordinary shares (to be released 2 April 2017) (ASX: JKLAB)
3,680,000	Options Unlisted options with an exercise price of \$0.25 expiring on 31 December 2016 (Management Options) (ASX: JKLAB)
398,558	Unlisted options with an exercise price of \$0.25 expiring on 27 March 2018 (Vendor Options) (ASX: JKLAB)
1,195,673	Unlisted options with an exercise price of \$0.25 expiring on 10 March 2018 (Vendor Options) (ASX: JKLAB)
1,500,000	Unlisted options with an exercise price of \$0.25 expiring on 22 January 2019 (voluntarily escrowed until 22 January 2019) (Vendor Options) (ASX: JKLAB)
4,000,000	Unlisted and unvested options which vest when the Company's share price has traded at \$0.40 or above for an average of 20 business days (using the 20 day VWAP), with an exercise price of \$0.25, expiring on 10 March 2018 (Performance Options) (ASX: JKLAB)
1,500,000	Unlisted and unvested options which vest when the Company's share price has traded at \$0.40 or above for an average of 20 business days (using the 20 day VWAP), with an exercise price of \$0.25, expiring on 27 March 2018 (Performance Options) (ASX: JKLAB)
1,200,000	Unlisted and unvested options which vest when the Company's share price has traded at \$0.40 or above for an average of 20 business days (using the 20 day VWAP), with an exercise price of \$0.25, expiring on 10 March 2018 (Management Options) (ASX: JKLAB)
50,000	Convertible securities Unlisted, unsecured convertible bonds (subject to shareholder approval) (ASX: JKLAB)

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

No change to existing policy.

Part 2 - Pro rata issue

Not applicable

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)

Not applicable

Entities that have ticked box 34(b)

38	Number of ⁺ securities for which ⁺ quotation is sought	11,333,333 unlisted fully paid ordinary shares (Vendor Shares) 166,667 unlisted fully paid ordinary shares (Walker Shares)
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39	⁺ Class of ⁺ securities for which quotation is sought	Fully paid ordinary shares
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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: <ul style="list-style-type: none">• 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	Yes, although the Vendor Shares are subject to voluntary escrow until 22 January 2018 and the Walker Shares are subject to voluntary escrow until 27 October 2017.
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<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	<p>Quotation is sought for the Vendor Shares and the Walker Shares now although the Vendor Shares remain voluntarily escrowed until 22 January 2018 and the Walker Shares remain voluntarily escrowed until 27 October 2017.</p>
<p>42 Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)</p>	<p>109,479,790</p>

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:

Company secretary

Diane Jones

Date: 16 November 2016

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	104,229,791 (see Annual Report dated 30 June 2015 and Notice of Meeting dated 29 October 2015)
<i>Add</i> the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil.
<i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period	0
“A”	104,229,791

Step 2: Calculate 15% of “A”	
“B”	0.15
Multiply “A” by 0.15	15,634,468
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>11,333,333 fully paid ordinary shares (issued 22 January 2016)</p> <p>1,500,000 unlisted options (issued 22 January 2016)</p> <p>1,250,000 fully paid ordinary shares (17 October 2016)</p> <p>166,667 fully paid ordinary shares (17 October 2016)</p>
“C”	14,250,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	15,634,468
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	14,250,000
Total [“A” x 0.15] – “C”	1,384,468

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	104,229,791
Step 2: Calculate 10% of “A”	
“D”	0.10
Multiply “A” by 0.10	10,422,979
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“E”	0
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	10,422,979
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	10,422,979