

25 November 2016

The Manager  
Company Announcement Office  
ASX Limited  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

**Xenith IP Group Limited (ACN 607 873 209) (ASX:XIP) (Xenith): Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (Act)**

This notice is given by Xenith under section 708AA(2)(f) of the Act as notionally modified by the Australian Securities and Investments Commission (**ASIC**) Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**ASIC Instrument**).

Xenith has announced an acquisition of Griffith Hack and pro-rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) of 1 fully paid ordinary share in Xenith (**New Shares**) for every 1.33 shares held in Xenith as at 7.00pm (Sydney time) on the Record Date of Tuesday 29 November 2016.

Xenith confirms that:

1. The New Shares will be offered by Xenith without disclosure under Part 6D.2 of the Act.
2. This notice is being given under section 708AA(2)(f) of the Act as modified by the ASIC Instrument.
3. As at the date of this notice, Xenith has complied with:
  - (a) the provisions of Chapter 2M of the Act as they apply to Xenith; and
  - (b) section 674 of the Act.
4. As at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) or 708AA(9) of the Act that is required to be set out in this notice under section 708AA(7) of the Act.
5. The potential effect that the issue of New Shares will have on the control of Xenith and the consequences of that effect, will depend on a number of factors including investor demand. At this time, the issue of New Shares under the Entitlement Offer is not expected to have a material effect or consequence on the control of Xenith given:
  - (a) the Offer is structured as an accelerated non-renounceable pro-rata entitlement offer. If all Xenith's Eligible Shareholders take up their entitlement to New Shares, Eligible Shareholders will continue to hold the same percentage interest in Xenith;
  - (b) the current level of holdings of substantial holders (based on substantial holding notices that have been given to Xenith and lodged with ASX on or before the date of this notice); and

(c) no shareholder will become a controller of Xenith as a result of the Entitlement Offer.

Yours sincerely

A handwritten signature in black ink that reads "Lesley Kennedy". The signature is written in a cursive style with a large initial 'L' and a long, sweeping underline.

Lesley Kennedy  
CFO & Company Secretary  
Ph: + 61 2 9777 1146  
[lesleykennedy@xenithip.com](mailto:lesleykennedy@xenithip.com)