

17th November 2015

ASX ANNOUNCEMENT

First Growth Funds - Public-Democracy Pty Ltd

Transaction Update

- **First Growth Funds Limited ("FGF") announced to ASX on 6th October 2015 the entering into of binding Terms Sheet to acquire 100% of Public-Democracy Pty Ltd (Public-Democracy or PD) (Acquisition)**
- **Public-Democracy platform is an innovative and technologically advanced method of communication and engagement between politicians and their constituents.**
- **Co-Founders Gary Davis and Eric Gyors have extensive experience and relationships in the political arena with planned rollout in USA beginning early January 2016.**
- **FGF continues to progress due diligence on the acquisition and is well advanced on finalising all required meeting documentation.**

Sydney, Australia, 17th November 2015: First Growth Funds Limited (ASX:FGF) (FGF or Company), an Australian-based listed investment company, announced on 6th October 2015 that it had entered into a binding Terms Sheet to acquire 100% of Public-Democracy Pty Ltd **(Public-Democracy or PD) (Acquisition).**

The Board of FGF is pleased to confirm that the due diligence process on Public Democracy is progressing well, including having met with key US based stakeholders of the business such as principals and founders of the US database referred to in the previous announcement (~110 million users), key political campaign managers and principals of other potential future customers.

The Company is well advanced in the drafting of a final Share Sale Agreement, Notice of Meeting and Explanatory Memorandum (including Independent Experts Report) and required ASX submissions.

The Company anticipates it will be in a position to finalise all required meeting documentation during December 2015 with a view to holding a general meeting of its shareholders early to mid-January 2016.

Indicative Capital Structure

The current capital structure of FGF and the proposed capital structure following completion of the Acquisition is detailed below.

The proposed capital structure following completion of the Acquisition assumes that all regulatory and shareholder approvals are obtained and the ASX provides waivers in respect to ASX Listing Rule 1.1 Condition 11 and ASX Listing Rule 2.1 Condition 2 whereby FGF will not be required to conduct a share consolidation.

	Shares	Options (FGFO)	Options (FGFOA)	Performance Shares	Performance Options
Currently on Issue	446,444,834	173,562,598	272,866,800	-	-
Consideration for Acquisition	1,500,000,000	-	750,000,000	500,000,000	250,000,000
Melbourne Capital Option Placement (\$0.0001 per Option)	-	-	750,000,000	-	-
Proposed Capital Raising (not less than \$0.02 per share)	75,000,000	-	-	-	-
TOTAL	2,021,444,834	173,562,598	1,772,866,800	500,000,000	250,000,000