

31 March 2017

ASX Announcement

ASX Listing Rule 3.10.5A Disclosure and Cleansing Notice

Empired Limited (ASX:EPD) ("**Empired**" or "**the Company**") is pleased to advise that it has issued 30,450,000 fully paid ordinary shares ("**Tranche 1**") at \$0.44 per share under ASX Listing Rule 7.1 and 7.1A as announced on 24 March 2017.

Subject to shareholder approval at a general meeting to be held on or around 18 May 2017, the Company will issue a further 5,913,636 shares ("**Tranche 2**"). The Company will send a notice of meeting to shareholders in due course with respect to, amongst other things, the approvals required for the issue of shares pursuant to Tranche 2.

Disclosure under ASX Listing Rule 7.1A.4(b) and 3.10.5A

The Company provides the following disclosures under ASX Listing Rules 3.10.5A and 7.1A.4(b):

(a) The dilutive effect of Tranche 1 on existing shareholders is as follows:

	Number of shares issued	% of post Tranche 1 issued share capital
Ordinary shares issued under Listing Rule 7.1	18,256,586	11.96%
Ordinary shares issued under Listing Rule 7.1A	12,193,414	7.99%
	30,450,000	19.95%

The percentage of the post Tranche 1 issued capital held (in aggregate) relating to shares issued under Tranche 1 is as follows:

Pre-Tranche 1 shareholders who did not participate in Tranche 1	68.5%
Pre-Tranche 1 shareholders who did participate in Tranche 1	31.5%
Participants in Tranche 1 who were not previously shareholders	61.0%

- (b) The Company issued the shares as a placement under ASX Listing Rule 7.1A to sophisticated and professional investors as it was of the view that this was the most efficient and expedient mechanism to raise the funds required to achieve its stated objectives.
- (c) The Company confirms that no underwriting agreements were entered into in respect of Tranche 1.
- (d) The fee payable by the Company in connection with Tranche 1 comprises a cash fee of 5% (excluding GST) of gross funds raised pursuant to Tranche 1.

Notice pursuant to Section 708A(5)(e) of the Corporations Act 2001

The Corporations Act 2001 ("Act") restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A of the Act. By giving this notice, the shares issued pursuant to Tranche 1 ("**Shares**") and noted in the attached Appendix 3B will fall within the exemption in section 708A(5) of the Act.

Pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) ("Corporations Act"), the Company gives notice that:

- (a) the Company issued the Shares without disclosure under Part 6D.2 of the Corporations Act; and
- (b) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and section 674 of the Corporations Act; and
- (c) as at the date of this notice, there is no information to be disclosed which is excluded information (as defined in section 708A(7) of the Corporations Act) that is reasonable for investors and their professional advisers to expect to find in a disclosure document.

The Appendix 3B in respect to the shares issued pursuant to the Tranche 1 Placement follows.

For further information, please contact:

Russell Baskerville
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Empired Limited