



REAL ESTATE
FINANCE
SETTLEMENT
INSURANCE

1 August 2019

Placement Shares allotted & Notice pursuant to S708A(5)(e) of the Corporations Act 2001 S708A Cleansing Notice

The Agency Group Australia (ASX: AU1) (“The Agency” or “the Company”), today announces that the Placement to Magnolia Capital and Honan Insurance Group has been fully completed with 16,923,077 Ordinary Shares issued and allotted.

The Company gives this notice pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) (“Act”). The Company has completed a private placement to sophisticated investors to raise \$1.1M at a price of \$0.065 by way of a private placement (“Placement”).

The Company has issued fully paid ordinary shares (“Shares”) in the capital of the Company as per the Appendix 3B accompanied by this notice.

The Company advises that the Shares were issued without disclosure to investors under Part 6D.2 of the Act. The Company, as at the date of this notice, has complied with:

- the provisions of Chapter 2M of the Act as they apply to the Company; and
- section 674 of the Act.

As at the date of this notice there is no information that is excluded information for the purposes of sections 708A(7) and (8) of the Act.

HEAD OFFICE 68 Milligan Street PERTH WA 6000
08 9204 7955 theagencygroup.com.au ABN 52 118 913 232



REAL ESTATE
FINANCE
SETTLEMENT
INSURANCE

The new capital structure of the Company is:

	Quoted	Un-Quoted	Total
Ordinary Shares	120,733,124	-	120,733,124
Options (4c) Exp 19/12/2019	-	1,722,222	1,722,222
Options (2c) Exp 28/12/2019	-	3,200,023	3,200,023
Options (4c) Exp 20/12/2020	-	66,667	66,667
Options (2.5c) Exp 20/12/2020	-	266,667	266,667
Options (30c) Exp 11/01/2022	-	333,333	333,333
Vendor Performance Rights		2,222,251	2,222,251
Incentive Performance Shares		1,555,558	1,555,558
			130,099,845

Your faithfully

Stuart Usher
Company Secretary
The Agency Group Australia Ltd

HEAD OFFICE 68 Milligan Street PERTH WA 6000
08 9204 7955 theagencygroup.com.au ABN 52 118 913 232

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

THE AGENCY GROUP AUSTRALIA LIMITED

ABN

52 118 913 232

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	Ordinary Fully Paid Shares
2 Number of +securities issued or to be issued (if known) or maximum number which may be issued	16,923,077 Ordinary Fully Paid Shares
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)	-
4 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 	Ordinary Fully Paid shares – yes

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

5 Issue price or consideration	Ordinary Fully Paid Shares \$1,100,000 (6.5 cents per share)
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Share Placement at an issue price of \$0.065 together with one (1) free Attaching Option for every two (2) Placement Shares. (NOTE – the options will be issued subject to receiving shareholder approval at a General Meeting to be convened shortly)
6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i> , and comply with section 6i	Yes
6b The date the security holder resolution under rule 7.1A was passed	28 November 2018
6c Number of +securities issued without security holder approval under rule 7.1	15,571,507
6d Number of +securities issued with security holder approval under rule 7.1A	1,351,570
6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
6f Number of +securities issued under an exception in rule 7.2	Nil
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.	Yes. VWAP \$0.0762, 75% of 15 day VWAP \$0.0571, as at 31-Aug 2019 (Source: Capital IQ)
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

+ See chapter 19 for defined terms.

6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">7.1</td> <td style="width: 10%;"></td> <td style="width: 80%; text-align: right;">-</td> </tr> <tr> <td>7.1A</td> <td></td> <td style="text-align: right;">9,029,435</td> </tr> </table>	7.1		-	7.1A		9,029,435																		
7.1		-																								
7.1A		9,029,435																								
7	+Issue dates	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 100%; text-align: center;">1 August 2019</td> </tr> </table> <p style="font-size: small; margin-top: 5px;">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.</p>	1 August 2019																							
1 August 2019																										
8	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2" style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="width: 60%; text-align: center;">120,733,124</td> <td></td> <td>Ordinary Shares</td> </tr> </tbody> </table>	Number		+Class	120,733,124		Ordinary Shares																		
Number		+Class																								
120,733,124		Ordinary Shares																								
9	Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2" style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="width: 60%; text-align: center;">1,722,222</td> <td></td> <td>Options @ \$0.04 expiring 19-Dec 2019</td> </tr> <tr> <td style="text-align: center;">3,200,023</td> <td></td> <td>Options @ \$0.02 expiring 28 Dec 2019</td> </tr> <tr> <td style="text-align: center;">66,667</td> <td></td> <td>Options @ \$0.04 expiring 20-Dec 2020</td> </tr> <tr> <td style="text-align: center;">266,667</td> <td></td> <td>Options @ \$0.025 expiring 20-Dec 2020</td> </tr> <tr> <td style="text-align: center;">333,333</td> <td></td> <td>Options @ \$0.30 expiring 11-Jan-2022</td> </tr> <tr> <td style="text-align: center;">2,222,251</td> <td></td> <td>Vendor Performance Shares</td> </tr> <tr> <td style="text-align: center;">1,555,558</td> <td></td> <td>Incentive Performance Shares</td> </tr> </tbody> </table>	Number		+Class	1,722,222		Options @ \$0.04 expiring 19-Dec 2019	3,200,023		Options @ \$0.02 expiring 28 Dec 2019	66,667		Options @ \$0.04 expiring 20-Dec 2020	266,667		Options @ \$0.025 expiring 20-Dec 2020	333,333		Options @ \$0.30 expiring 11-Jan-2022	2,222,251		Vendor Performance Shares	1,555,558		Incentive Performance Shares
Number		+Class																								
1,722,222		Options @ \$0.04 expiring 19-Dec 2019																								
3,200,023		Options @ \$0.02 expiring 28 Dec 2019																								
66,667		Options @ \$0.04 expiring 20-Dec 2020																								
266,667		Options @ \$0.025 expiring 20-Dec 2020																								
333,333		Options @ \$0.30 expiring 11-Jan-2022																								
2,222,251		Vendor Performance Shares																								
1,555,558		Incentive Performance Shares																								
10	Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in section 2 if applicable) Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)																									

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	-
12	Is the issue renounceable or non-renounceable?	-
13	Ratio in which the *securities will be offered	-
14	*Class of *securities to which the offer relates	-
15	*Record date to determine entitlements	-
16	Will holdings on different registers (or sub-registers) be aggregated for calculating entitlements?	-
17	Policy for deciding entitlements in relation to fractions	-
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	-
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A

+ See chapter 19 for defined terms.

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	*Issue date	-

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)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders

36 If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over

37 A copy of any trust deed for the additional *securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of *securities for which *quotation is sought

-

39 *Class of *securities for which quotation is sought

-

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:
 • 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

-

41 Reason for request for quotation now
 Example: In the case of restricted securities, end of restriction period
 (if issued upon conversion of another *security, clearly identify that other *security)

-

	Number	*Class
42 Number and *class of all *securities quoted on ASX (including the *securities in clause 38)	120,733,124	Ordinary Shares
43		

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.

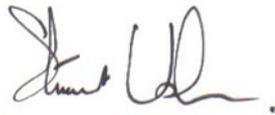
- The issue of the *securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those *securities should not be granted *quotation.
- An offer of the *securities for sale within 12 months after their issue will not require disclosure under section 707(3) 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.

+ See chapter 19 for defined terms.

- 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:

Date 1 August 2019

Print name:

STUART USHER
Company Secretary

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	
STEP 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of <u>fully paid ordinary securities</u> on issue 12 months before date of issue or agreement to issue	22,793,101
Add 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 	13,676,946 67,340,000
<i>Note:</i> <ul style="list-style-type: none"> • Include only ordinary securities here – other classes of equity securities cannot be added • Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed • It may be useful to set out issues of securities on different dates as separate line items 	
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	-
“A”	103,810,047
STEP 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	15,571,507
STEP 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of <u>equity</u> securities issued or agreed to be issued in that 12 month period <u>not</u> counting those issued: <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 	15,571,507
<i>Note:</i> <ul style="list-style-type: none"> • This applies to equity securities, unless specifically excluded – not just ordinary securities • Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed • It may be useful to set out issues of securities on different dates as separate line items 	
“C”	15,571,507

+ See chapter 19 for defined terms.

Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 <i>Note: number must be same as shown in Step 2</i>	15,571,507
Subtract "C" <i>Note: number must be same as shown in Step 3</i>	(15,571,507)
Total ["A" x 0.15] – "C"	-
	<i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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>	103,810,047
Step 2: Calculate 10% of "A"	
"D" <i>[Note: this value cannot be changed]</i>	0.10
Multiply "A" by 0.10	10,381,005
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"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items 	1,351,570
"E"	1,381,005
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>	10,381,005
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	(1,381,005)
Total ["A" x 0.10] – "E"	9,029,435
	<i>[Note: this is the remaining placement capacity under rule 7.1A]</i>

+ See chapter 19 for defined terms.