

17 March 2016

PRE-QUOTATION DISCLOSURE NOTICE

The following information is required to be provided to ASX Limited for release to the market in connection with the official quotation of, and commencement of trading of the fully paid ordinary shares in, N1 Holdings Limited ACN 609 268 279 (**N1**).

Unless otherwise defined, capitalised terms in this notice have the meaning under the prospectus lodged by N1 with the Australian Securities and Investments Commission on 13 January 2016 (**Prospectus**).

1. Close of the initial public offer

N1 is pleased to confirm that its initial public offer has now closed. N1 received applications of 25,000,000 shares at \$0.20 to raise a total of \$5,000,000 (before fees and expenses).

2. Completion of Acquisition Agreement and issue of securities

N1 confirms the completion of the Acquisition Agreement dated 14 December 2015 entered into between the N1 and the following parties:

- Ren H Wong Pty Ltd being the sole shareholder in N1 Loans Pty Ltd;
- holders of convertible noteholders in N1 Loans Pty Ltd; and
- holders of options in N1 Loans Pty Ltd,

providing for the issue of securities under the Vendor Offer, being:

- 56,403,750 fully paid ordinary shares; and
- 4,977,500 options exercisable at \$0.20 expiring 5 years after the date of issue.

N1 confirms the issue of the shares and options pursuant to the Vendor Offer.

3. Issue of options

N1 confirms the issue of the following options pursuant to the Prospectus:

- 1,000,000 options exercisable at \$0.20 expiring 2 years after the date of issue under the Director Options Offer; and
- 1,000,000 options exercisable at \$0.30 expiring 2 years after the date of issue under the Lead Manager Options Offer.

4. Despatch of holding statements

N1 confirms that it has now despatched holding statements to all of its Security holders.

5. Indicative statement of the 20 largest Shareholders

An indicative statement setting out the names of the 20 largest Shareholders and the number and percentage of Shares to be held by those Shareholders is set out in **Attachment 1**.

6. Indicative distribution schedule of Shareholders

An indicative distribution schedule of the number of Shareholders is set out in **Attachment 2**.

7. Corporate governance statement

A statement outlining the extent to which N1 will follow, as at the date of its admission to ASX's official list, the Corporate Governance Principles and Recommendations 3rd Edition, as set by the ASX Corporate Governance Council is set out in **Attachment 3**.

8. Escrowed Securities

A statement setting out the number of Securities subject to mandatory escrow and the escrow period applied to those Securities is set out in **Attachment 4**.

9. Confirmation of clearance of funds

N1 confirms that it has received cleared funds for the complete amount of the issue price of every Security issued to every successful applicant for Securities under the Prospectus.

10. Intended use of funds

A statement setting out the intended use of funds from the proceeds of the Offers is set out in **Attachment 5**.

11. Updated pro-forma statement of financial position based on actual amount of funds raised

A statement setting out the updated pro-forma statement of financial position based on the amount of funds raised is set out in **Attachment 6**.

ATTACHMENT 1**Top 20 Investors – N1 Holdings Limited**

Rank	Investor	Current Balance (fully paid ordinary shares)	% issued capital
1	Ren H Wong Pty Ltd	50,000,000	61.70%
2	The Three Horseshoes Pty Ltd	3,750,000	4.63%
3	Tin Family SMSF Pty Ltd <Tin Family SMSF A/C>	3,000,000	3.70%
4	Jianrong Sun	1,250,000	1.54%
5	Tin Family SMSF Pty Ltd	1,250,000	1.54%
6	MXJ Pty Ltd	625,000	0.77%
7	Mr Yoke Meng Chan	600,000	0.74%
8	Australia Wide Development Group Pty Ltd	500,000	0.62%
9	LC Family Super Pty Ltd <Liang Family Super Fund A/C>	500,000	0.62%
10	Mr Tong Chai Tan	500,000	0.62%
11	Ven Tan Pty Ltd <Super Fund A/C>	500,000	0.62%
12	Ms Mun Ching Wang	500,000	0.62%
13	Westbourne Asset Management Pty Ltd <Milarm Family A/C>	500,000	0.62%
14	Zhaojia He	425,000	0.52%
15	Silian Zhao	418,750	0.52%
16	Miss Manni Fu	350,000	0.43%
17	Ms Huey Charng Wong	350,000	0.43%
18	Ipoh Yap SMSF Co Pty Ltd	300,000	0.37%
19	Mr Jiliang Zhang	300,000	0.37%
20	Mr Xirong Xiang	260,000	0.32%
	Top 20 Shareholders	65,878,750	81.29%
	Balance of Shareholders	15,165,000	18.71%
	Total Shares on issue	81,043,750	100%

ATTACHMENT 2

Indicative Distribution of Shareholders

Category	Number of holders of Shares
1 to 1,000	0
1,001 to 5,000	0
5001 to 10,000	157
10,001 to 100,000	236
100,001 and over	52
TOTAL	445

N1 HOLDINGS LIMITED
ACN 609 268 279
(Company)

CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement is current as at 9 March 2016 and has been approved by the Board of the Company on that date.

This Corporate Governance Statement discloses the extent to which the Company will, as at the date it is admitted to the official list of the ASX, follow the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations (**Recommendations**). The Recommendations are not mandatory, however the Recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt in lieu of the recommendation.

The Company has adopted a Corporate Governance Plan which provides the written terms of reference for the Company's corporate governance duties.

Due to the current size and nature of the existing Board and the magnitude of the Company's operations, the Board does not consider that the Company will gain any benefit from individual Board committees and that its resources would be better utilised in other areas as the Board is of the strong view that at this stage the experience and skill set of the current Board is sufficient to perform these roles. Under the Company's Board Charter, the duties that would ordinarily be assigned to individual committees are currently carried out by the full Board. Certain matters are also reserved for consideration by the independent director or directors who sit on the Board.

The Company's Corporate Governance Policies are available on the Company's website at www.n1holdings.com.au.

RECOMMENDATIONS (3 RD EDITION)	COMPLY	EXPLANATION
<i>Principle 1: Lay solid foundations for management and oversight</i>		
Recommendation 1.1 A listed entity should have and disclose a charter which sets out the respective roles and responsibilities of the Board, the Chair and management, and includes a description of those matters expressly reserved to the Board and those delegated to management.	Yes	The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management.

RECOMMENDATIONS (3 RD EDITION)	COMPLY	EXPLANATION
		<p>The Board Charter sets out the specific responsibilities of the Board, the roles and responsibilities of the Chairman and Company Secretary, Directors' access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy.</p> <p>A copy of the Company's Board Charter is available on the Company's website.</p>
<p>Recommendation 1.2</p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director; and</p> <p>(b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a Director.</p>	No	<p>Due to the size and stage of development of the Company, the Company does not consider that it is practicable to have a separate nomination committee with responsibility of the appointment of Directors or to implement a corresponding nomination committee charter. The appointment of new directors and undertaking of appropriate checks before appointment will be the responsibility of the entire Board. The Board will ensure that all material information to a decision on whether or not to elect or re-elect a Director is provided to security holders.</p>
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.</p>	Yes	<p>The Company has written agreements with each of its Directors and senior executives.</p>
<p>Recommendation 1.4</p> <p>The company secretary of a listed entity should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p>	Yes	<p>The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. In accordance with the Charter, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p>

RECOMMENDATIONS (3 RD EDITION)	COMPLY	EXPLANATION
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the Board or a relevant committee of the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period:</p> <p>(i) the measurable objectives for achieving gender diversity set by the Board in accordance with the entity's diversity policy and its progress towards achieving them; and</p> <p>(ii) either:</p> <p>(A) the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in the Workplace Gender Equality Act.</p>	No	<p>Given its current size and stage of development, the Company has not found it necessary to create a formal diversity policy. However, the Company has been and continues to remain committed to ideals of diversity throughout its business practices.</p> <p>The Board does not presently intend to set measurable gender diversity objectives because:</p> <ul style="list-style-type: none"> - it is the Board's view that the existing Directors and senior executives have sufficient skill and experience to carry out the Company's plans; - if it becomes necessary to appoint any new Directors or senior executives, the Board considered the application of a measurable gender diversity objective requiring a specified proportion of women on the Board and in senior executive roles will, given the small size of the Company and the Board, unduly limit the Company from making appointments based on skills and merit; and - the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes) for each financial year will be disclosed in the Company's Annual Report. <p>As the Company continues to grow, the Board intends to review its practices, and if deemed necessary in the future, the Board may consider adopting a formal diversity policy.</p>
<p>Recommendation 1.6</p> <p>A listed entity should:</p>	Partially	<p>As prescribed in the Board Charter, the Company's Board of Directors is responsible for evaluating the performance of the</p>

RECOMMENDATIONS (3 RD EDITION)	COMPLY	EXPLANATION
<p>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>		<p>Board and individual Directors on an annual basis. It may do so with the aid of an independent advisor.</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>No</p>	<p>As prescribed in the Board Charter, the Board is responsible for evaluating the performance of the Company's senior executives. The Board has further responsibility for evaluating the remuneration of the Company's senior executives. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a non-executive Director.</p> <p>The Company intends to complete performance evaluations in respect of the senior executives (if any) for each financial year in accordance with the applicable processes.</p>
<p>Principle 2: Structure the Board to add value</p>		
<p>Recommendation 2.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, <p>and disclose:</p> <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and 	<p>No</p>	<p>The Company does not currently have a Nomination Committee. The Company's Board Charter provides that the Board will comprise at least 3 directors.</p> <p>The Company does not have a Nomination Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Nomination Committee. Upon listing, the Company proposes to consider whether a Nomination Committee should be established given the change in the Company's activities.</p>

RECOMMENDATIONS (3 RD EDITION)	COMPLY	EXPLANATION
<p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.</p>		
<p>Recommendation 2.2</p> <p>A listed entity should have and disclose a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.</p>	No	<p>The Board strives to ensure that it comprises directors with a blend of skills, experience and attributes appropriate for the Company and its business. The Board is of the belief that a board skills matrix is not required given the stage of development of the business. The board will continue to monitor whether it will be appropriate for the Company to adopt a board skills matrix as the Company continues to develop.</p>
<p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <p>(a) the names of the Directors considered by the Board to be independent Directors;</p> <p>(b) if a Director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (3rd Edition), but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion; and</p>	Yes	<p>At the time of listing, the only independent Director will be Mr Tarun Kanji. The Company will disclose in its Annual Report and ASX website any instances where this applies and an explanation of the Board's opinion why the relevant Director is still considered to be independent.</p> <p>The Company's Annual Report will disclose the length of service of each Director, as at the end of each financial year.</p>

RECOMMENDATIONS (3 RD EDITION)	COMPLY	EXPLANATION
(c) the length of service of each Director		
Recommendation 2.4 A majority of the Board of a listed entity should be independent Directors.	No	<p>At the time of listing, one of the total of three directors will be considered independent.</p> <p>The Board does not currently consider an independent majority of the Board to be appropriate given:</p> <ul style="list-style-type: none"> (a) the Company considers at least two (2) Directors need to be executive Directors for the Company to be effectively managed; (b) the Company considers it necessary, given the nature and scale of its activities, to attract and retain suitable Directors by offering Directors an interest in the Company; and (c) the Company considers it appropriate to provide remuneration to its Directors in the form of securities. <p>The Board has taken the following steps to structure the Board to add value despite not having an independent majority of Directors:</p> <ul style="list-style-type: none"> (a) membership of the Board is focused on providing the Company with a broad base of industry, business, technical, financial and corporate skills and experiences considered necessary to fulfil the business objectives of the Company; and (b) membership of the Board is reviewed on an on-going basis by the Chairman of the Board to determine if additional core strengths are required to be added to the Board in light of the nature of the Company's business and its objectives.
Recommendation 2.5 The Chair of the Board of a listed entity should be an independent Director and, in particular, should not be the	No	<p>The Board's current Executive Chairman, Mr Ren Hor Wong, does not satisfy the criteria of an independent director as specified in</p>

RECOMMENDATIONS (3 RD EDITION)	COMPLY	EXPLANATION
same person as the CEO of the entity.		the Recommendations. However, the Board considers Mr Wong's role as Executive Chairman essential to the success of the Company in its current stage, wherein the company continues to refine its focus on the strategic development of the business.
Recommendation 2.6 A listed entity should have a program for inducting new Directors and providing appropriate professional development opportunities for continuing Directors to develop and maintain the skills and knowledge needed to perform their role as a Director effectively.	Yes	In accordance with the Company's Board Charter, the Board is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities. The Company Secretary is responsible for facilitating inductions and professional development.
Principle 3: Act ethically and responsibly		
Recommendation 3.1 A listed entity should: <ul style="list-style-type: none"> (a) have a code of conduct for its Directors, senior executives and employees; and (b) disclose that code or a summary of it. 	Yes	<ul style="list-style-type: none"> (a) The Company's Corporate Code of Conduct applies to the Company's Directors, senior executives and employees. (b) The Company's Corporate Code of Conduct is available on the Company's website.
Principle 4: Safeguard integrity in financial reporting		
Recommendation 4.1 The Board of a listed entity should: <ul style="list-style-type: none"> (a) have an audit committee which: <ul style="list-style-type: none"> (i) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and (ii) is chaired by an independent Director, who is not the Chair of the Board, 	No	The Company does not have an Audit and Risk Committee as the Board considers that, given the present size and scale of the Company's operations, the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board will carry out the duties that would ordinarily be carried out by the Audit and Risk Committee including processes to independently verify and safeguard the integrity of its financial reporting.

RECOMMENDATIONS (3 RD EDITION)	COMPLY	EXPLANATION
<p>and disclose:</p> <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>		<p>The Board will devote time at annual Board meetings to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors.</p> <p>All members of the Board will be involved in the Company's audit function to ensure the proper maintenance of the entity and the integrity of all financial reporting.</p> <p>Upon listing, the Company proposes to consider whether an Audit Committee should be established as it continues to monitor the scale of its activities.</p>
<p>Recommendation 4.2</p> <p>The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Yes	<p>The Company intends to obtain a sign off from the Company's Executive Chairman and CFO fulfilling the function typically fulfilled by a risk and audit committee each of its financial statements in each financial year.</p>
<p>Recommendation 4.3</p> <p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	YES	<p>The Company intends on ensuring that its external auditor will attend its AGM and be available to answer questions from security holders relevant to the audit.</p>

RECOMMENDATIONS (3 RD EDITION)	COMPLY	EXPLANATION
Principle 5: Make timely and balanced disclosure		
Recommendation 5.1 A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	Yes	(a) The Board Charter provides details of the Company's disclosure policy. (b) The Continuous Disclosure Policy is available on the Company website.
Principle 6: Respect the rights of security holders		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information about the Company and its governance is available in the investor relations section on the Company's website.
Recommendation 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	No	The Company does not have a formal investor relations program in place, but ensures that all material information is conveyed to investors via the Investor Relations section of the Company's website.
Recommendation 6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	Shareholders are encouraged to participate at all general meetings and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material stating that all Shareholders are encouraged to participate at the meeting.
Recommendation 6.4 A listed entity should give security holders the option to receive communications from, and send communications	Yes	Security holders of the Company can register to receive email notifications when an announcement is made by the Company

RECOMMENDATIONS (3 RD EDITION)	COMPLY	EXPLANATION
to, the entity and its security registry electronically.		<p>to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.</p> <p>Shareholders' queries should be referred to the Company Secretary at first instance.</p>
Principle 7: Recognise and manage risk		
<p>Recommendation 7.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.</p>	No	<p>The Company does not have an Audit and Risk Committee as the Board considers that, given the present size and scale of the Company's operations, the Company will not benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee. The Board will devote time at quarterly Board meetings to fulfilling the roles and responsibilities associated with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures.</p> <p>The Board will required management to design and implement risk management and internal control systems to manage the Company's material business risks and require management to report to it on whether those risks are being managed effectively.</p> <p>The Executive Chairman will report to the Board as to the effectiveness of the Company's management of its material business risks.</p> <p>Upon listing, the Company proposes to consider whether a Risk Committee should be established given the change in the Company's activities.</p>

RECOMMENDATIONS (3 RD EDITION)	COMPLY	EXPLANATION
<p>Recommendation 7.2</p> <p>The Board or a committee of the Board should:</p> <p>(a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose in relation to each reporting period, whether such a review has taken place.</p>	No	The Board will annually review and approve the risk management and oversight policies of the Company. However, the Board does not consider that disclosure of when these reviews takes place will be necessary.
<p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	Yes	The Company does not currently have an internal audit function. The Board plays an active role in monitoring the daily affairs of the Company. Each Board member has access to external auditors and the auditor has access to each Board Member. In the event of a resignation of external auditors, the Board will appoint a new external auditor which is subsequently ratified by shareholders in general meeting. In all other cases an external auditor is appointed by shareholders in general meeting. An external auditor can be removed by shareholders in general meeting. The Board does not have a policy for the rotation of external audit engagement partners.
<p>Recommendation 7.4</p> <p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	The Company's Board Charter requires the Company to monitor any material exposure to economic, environmental and social sustainability risks. The Company will disclose this information in its Annual Report and on its ASX website as part of its continuous disclosure obligations.

RECOMMENDATIONS (3 RD EDITION)	COMPLY	EXPLANATION
Principle 8: Remunerate fairly and responsibly		
<p>Recommendation 8.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	No	<p>The Company does not have a Remuneration Committee as the Board considers that, given the present size and scale of the Company's operations, the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Remuneration Committee.</p> <p>The board will continue to monitor whether the establishment of a remuneration committee becomes appropriate in the future.</p>
<p>Recommendation 8.2</p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives and ensure that the different roles and responsibilities of non-executive Directors compared to executive Directors and other senior executives are reflected in the level and composition of their remuneration.</p>	No	<p>The Company will disclose its remuneration policy in its annual report.</p>

RECOMMENDATIONS (3 RD EDITION)	COMPLY	EXPLANATION
<p>Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	<p>The Company does not currently have an equity based remuneration scheme. The Company does not have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.</p> <p>If in the future the Company adopts an equity based remuneration scheme, a copy or a summary of the policy will be disclosed.</p>

ATTACHMENT 4**Escrowed Securities**

Escrow Period	Number and type of security	Type of escrow
For the period commencing on the date of official quotation (18 March 2016) and ending 24 months after the date of official quotation.	51,437,500 Ordinary shares	ASX Mandatory
For the period commencing on the date of official quotation (18 March 2016) and ending 24 months after the date of official quotation.	4,000,000 Options	ASX Mandatory
For the period commencing 12 months from the date of issue (10 March 2016) for a period of 12 months after the date of issue.	4,606,250 Ordinary shares	ASX Mandatory
For the period commencing 12 months from the date of issue (10 March 2016) for a period of 12 months after the date of issue.	2,977,500 Options	ASX Mandatory

ATTACHMENT 5

USE OF FUNDS

The proceeds of the Offers will be applied to the following:

	\$5m maximum subscription under the General Offer (\$)	% of Funds
Costs of the Offers	\$676,320	14%
Expansion of sales and mortgage brokering team	\$500,000	10%
Branding	\$750,000	15%
Sales promotion	\$500,000	10%
Digital Marketing	750,000	15%
Sponsorship	\$250,000	5%
Public Relations	\$250,000	5%
Working capital to fund N1's ongoing growth	\$823,680	16%
Business acquisitions including purchasing trail book, acquisition of related business.	\$500,000	10%
Total	\$5,000,000	100%

ATTACHMENT 6

N1 LOANS PTY LIMITED PRO-FORMA CONSOLIDATED BALANCE SHEET

The following table presents the Historical Balance Sheet as at 30 June 2015 and the Historical Pro-Forma Balance Sheet as at 30 June 2015. The Historical Pro-forma Balance Sheet as at 30 June 2015 has been adjusted to reflect the capital raising and associated costs as if they had taken place as at 30 June 2015.

	Statutory FY15 30-Jun-15	Pro-Forma FY15
	(\$)	(\$)
Current Assets		
Cash & cash equivalents	647,857	5,536,857
Trade and other receivables	466,167	466,167
Other assets	205,631	205,631
Total Current Assets	1,319,655	6,208,655
Non-Current Assets		
Other assets	28,500	28,500
Plant and equipment	131,320	131,320
Intangible assets	68,599	68,599
Deferred tax asset	64,624	64,624
Total Non-Current Assets	293,043	293,043
Total Assets	1,612,698	6,501,698
Current Liabilities		
Trade and other payables	343,216	788,536
Income tax liability / (refund)	61,874	61,874
Borrowings	809,076	42,076
Provisions	374,643	374,643
Total Current Liabilities	1,588,809	1,267,129
Non-Current Liabilities		
Borrowings	106,029	106,029
Provisions	1,950	1,950
Total Non-Current Liabilities	107,979	107,979
Total Liabilities	1,696,788	1,375,108
Net Assets / (Liabilities)	(84,090)	5,126,590
Equity		
Issued capital	100	5,967,100
Equity raising fees	-	(429,000)
Reserves	-	104,334
Accumulated profit/(losses)	(84,190)	(515,844)
Total Equity	(84,090)	5,126,590