

Dear Shareholder

### Share Purchase Plan Offer to Eligible Shareholders

On behalf of the Board, I am pleased to offer you the opportunity to apply for New Shares in Mint Payments Limited (ACN 122 043 029) (**Mint**) (ASX: MNW) under the Mint Share Purchase Plan 2018 (**SPP**).

The SPP is being conducted in conjunction with a placement announced on 14 May 2018 where AU\$2,900,000 was raised by the issue of fully paid new ordinary shares (**Shares**).

Under the SPP, Eligible Shareholders are offered Shares at an issue price of AU 3.03 cents per Share.

Net funds raised under the SPP will be combined with existing cash and used to fund capital expenditure to pursue growth opportunities through the:

- technology, product development, systems integration and implementation costs for the recently announced (14 March 2018) Heads of Agreement with United Overseas Bank (Malaysia) Limited (“UOBM”) to license and distribute Mint’s payment solutions in Malaysia
- sales and market support of Mint’s launch with NETS in Singapore
  - NETS is Singapore’s leading payments solutions group owned by Singapore’s largest banks (DBS, OCBC & UOB)
  - As of 2018, NETS has over 100,000 merchant payment acceptance points in the country, as well as online payments
  - Mint signed a 5 year + 5 year software license and distribution agreement with NETS. Product launch commenced in Singapore on 30 April 2018 and Mint is working with NETS around the acceleration of the roll out with sales and marketing support.
- growth of Mint’s Direct to Market channel in Australia including its rollout of the digital acquisition strategy; and
- general working capital purposes.

The SPP allows each Eligible Shareholder to subscribe for up to AU\$15,000 of additional Shares in Mint without participants being required to pay brokerage or other costs that would normally apply to an on-market purchase of Shares.

### The SPP is scheduled to remain open until 5.00pm (AEST) on 6 June 2018

The offer price is AU 3.03 cents per Share, representing a discount of 18.11% discount to Mint’s closing Share price on ASX on 9 May 2018 of AU\$0.037 (being the last trading day before the SPP was announced) and a 19.84% discount to the volume weighted average market price of Shares over the last 5 days of trading in the Company’s securities (being AU\$0.0378).

#### REGISTERED ADDRESS

Mint Payments Limited | Level 4, 450 Victoria Road, Gladesville NSW 2111 Australia | ABN: 51 122 043 029 | An ASX listed company (MNW)

#### SYDNEY

Level 4, 450 Victoria Road  
Gladesville NSW 2111 Australia  
Ph+61 2 8752 7888  
Mailing: P.O. Box 336, Gladesville NSW 1675

#### SINGAPORE

Marina Bay Financial Centre  
Tower 2, Level 39, 10 Marina Blvd  
Singapore 018983  
Ph: +65 6818 6399

#### AUCKLAND

Level 27, PwC Tower  
188 Quay Street, Auckland  
1010 New Zealand  
Ph: +64 9 363 2933

Participation in the SPP is optional and is open to Eligible Shareholders who were holders of Shares in Mint at 7.00pm (AEST) on Friday, 11 May 2018 (the **Record Date**) and whose address on the Mint Share register is in Australia or New Zealand. The SPP is also being offered to Eligible Shareholders who are custodians to participate in the SPP on behalf of certain eligible beneficiaries on the terms and conditions set out in this document.

Mint may in its discretion undertake a scale back of Applications for New Shares. Therefore, you may receive less than the parcel of New Shares for which you have applied. Should this happen, the balance of any Application money that is not applied to acquire New Shares will be refunded to you, without interest.

### Key Points of the SPP

The SPP will open on 16 May 2018 and close on 6 June 2018. Details of the SPP are set out in the accompanying Terms and Conditions. You should read the Terms and Conditions in their entirety before deciding whether to participate.

Key points of the SPP are as follows:

- Under the SPP, you may acquire up to AU\$15,000 worth of New Shares in Mint in the following parcels:

Number of Shares	Amount Payable (AUD)
<b>33,003</b> (Minimum)	<b>1,000</b>
<b>66,006</b>	<b>2,000</b>
<b>165,016</b>	<b>5,000</b>
<b>330,033</b>	<b>10,000</b>
<b>495,049</b>	<b>15,000</b>

- The subscription price of the New Shares is AU 3.03 cents per Share.
- Shares allocated under the SPP will rank equally in all respects with existing fully paid ordinary Shares quoted on the ASX.

The amount to be raised under the SPP will not be capped. The offer is non-renounceable, which means that the rights of Eligible Shareholders to participate in the SPP are not transferable. Participation in the SPP is optional.

To the extent the SPP does not raise AU\$1,000,000, Mint has received binding commitment letters from TAAJ Corporation Pty Ltd (ACN 115 046 743) (**TAAJ**) (a company associated with Managing Director Alex Teoh), Terry Cuthbertson (or an entity associated with him), and Peter Wright (or an entity associated with him), to subscribe for an aggregated AU\$700,000 of the SPP if less than AU\$1,000,000 is raised under the SPP (**Shortfall**), subject to any necessary Shareholder approval, should the Board call upon them to subscribe for the Shortfall.



MINT PAYMENTS™

**To participate in the SPP you must fill out the enclosed personalised Application Form and return it with your payment to Mint's Share registry, Link Market Services Limited, by no later than 5.00pm (AEST) time on 6 June 2018. You can subscribe and pay electronically using BPAY® in accordance with the instructions set out in the personalised Application Form or make your payment by cheque.**

Any queries concerning the SPP offer should be directed to Mint's Share registry, Link Market Services Limited, on:

Tel (within Australia): +61 1300 405 577 (toll free within Australia)

Tel (outside Australia): +61 1300 405 577

The Directors recommend to you this offer under the SPP and welcome your ongoing support.

Yours sincerely

**Terry Cuthbertson**  
Chairman

**Mint Payments Limited**

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ACN 122 043 029

**SHARE PURCHASE PLAN 2018**

This is an important document and should be read in its entirety. If you have any doubts as to what you should do, you should seek advice from your stockbroker, accountant, solicitor or other professional advisor.

## Share Purchase Plan Offer - Terms and Conditions

### Key Offer Dates

Date	Event	Description
11 May 2018 (7.00pm (AEST))	Record Date	The date on which Mint determines Eligible Shareholders
14 May 2018	Announcement Date	SPP announced
16 May 2018	Offer Opens	The date from which applications for New Shares can be submitted
6 June 2018 (5.00pm (AEST))	Closing Date	SPP closes
13 June 2018	Issue Date	Shares issued under the SPP
14 June 2018	Quotation Commences	Shares issued under the SPP expected to commence quotation on ASX

The above timetable is indicative only. Mint reserves the right to vary any of the key dates above, including the Closing Date and the Issue Date, without further notice.

### SPP Terms and Conditions

Mint's SPP allows Eligible Shareholders to acquire up to AU\$15,000 worth of New Shares at a subscription price of AU 3.03 cents per Share. This offer is made in accordance with ASIC Class Order [CO 09/425] which grants relief from the requirement to prepare a prospectus for the offer of Shares under an SPP.

#### 1. Eligibility

To be eligible to participate in the SPP, you:

- (a) must be an Eligible Shareholder as at the Record Date; and
- (b) must not be in the United States and must not be acting for the account or benefit of a person in the United States.

Each offer to Eligible Shareholders is made on the same terms and conditions.

#### 2. Application for Shares

If you are an Eligible Shareholder, you may apply for New Shares in the following parcels of Shares, subject to discretionary scale back by Mint as described in clause 6. Participation in the SPP is optional.

Number of Shares	Amount Payable (AUD)
33,003 (Minimum)	1,000
66,006	2,000

<b>165,016</b>	<b>5,000</b>
<b>330,033</b>	<b>10,000</b>
<b>495,049</b>	<b>15,000</b>

The parcel of Shares you apply for under the SPP may not be equal to the whole dollar amount indicated above, on the basis of the issue price being AU 3.03 cents per Share. As such, the value of the shares allotted to you will be rounded down to the nearest Share and the Company will pay an amount equal to any balance remaining to a charity nominated by the Board of the Company. You will not receive a refund for this amount, which will always be less than the price of one Share (that is, a maximum of AU 3.03 cents). This will be detailed on your transaction confirmation statement.

#### *Joint/Multiple Holdings*

Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for new Shares but may not apply for new Shares with an aggregate value of more than AU\$15,000. Joint holders of shares are taken to be a single registered holder of shares for the purposes of determining whether they are an Eligible Shareholder and the certification required to be given as part of the Application Form will be taken to have been given by all of them.

#### *Trustee/Nominee Holdings*

If an Eligible Shareholder acts as a trustee or a nominee and is expressly noted on the Share register as holding shares on account of a named Beneficiary (that is, is a Custodian), the named Beneficiary will be taken to be the registered holder of those Shares and the Custodian may apply, on behalf of each beneficiary, for up to AU\$15,000 worth of New Shares per Beneficiary. Custodians wishing to participate on behalf of a Beneficiary or Beneficiaries must provide the certifications required by ASIC Class Order [CO 09/425] and contact the Registry by emailing **capitalmarkets@linkmarketservices.com.au** to request a custodian certificate that contains these certifications and other details required to be provided by the Custodian Certificate.

Mint, including its officers and agents, may accept or reject your Application for new Shares at its discretion including, without limit, if:

- (a) your Application does not comply with these terms and conditions;
- (b) it appears you are not an Eligible Shareholder;
- (c) your Application Form and cheque or BPAY® payment is not received by the Registry by the Closing Date;
- (d) if paying by cheque, your Application Form is incomplete or incorrectly completed or is otherwise determined by Mint to be invalid;
- (e) your cheque is dishonoured or has been incorrectly completed or your BPAY® payment is incomplete or invalid;
- (f) it appears that you are applying to purchase more than AU\$15,000 worth of new Shares in aggregate (including as a result of Shares you hold directly, jointly or through a trustee, nominee or Custodian); or

- (g) payment of the Application monies is not submitted in Australian currency or, if payment is made by cheque, the cheque is not drawn on an Australian financial institution.

If a person holds Shares as a trustee or nominee for another person, but is not a Custodian, it cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings apply (see “Joint/Multiple Holdings” above).

### **3. Non-renounceable Offer**

The offer under the SPP is non-renounceable. Eligible Shareholders cannot transfer their right to acquire shares under the SPP to another person.

### **4. Rights Attaching to Shares**

All New shares issued under the SPP will rank equally with the Company’s existing shares and will carry the same voting rights and other entitlements of existing Shares as at the Issue Date.

### **5. Price of New Shares**

The offer price of the New Shares is AU 3.03 cents each.

The offer price represents a discount of 18.11% discount to Mint’s closing Share price on ASX on 9 May 2018 of AU\$0.037 (being the last trading day before the SPP was announced) and a 19.84% discount to the volume weighted average market price of Shares over the last 5 days of trading in the Company’s securities (being AU\$0.0378).

The market price of the shares may change after the New Shares are offered under the SPP. However, this will not affect the price at which the Eligible Shareholder will receive the New Shares under the SPP. This means that the Issue Price for the New Shares under the SPP may be higher or lower than the market price of existing Shares at the date of allotment.

### **6. Number of Shares Issued**

There is no maximum amount to be raised under the SPP but the SPP is anticipated to raise around AU\$1,000,000. The Company reserves the right to scale back Applications on any basis it determines. When fewer New Shares are allotted than were applied for by an Eligible Shareholder, surplus application monies will be returned, without interest, after the Closing Date.

The number of New Shares issued to an Eligible Shareholder as a result of a scaling back will be rounded up to the nearest whole number of Shares.

The Company reserves the right to accept Applications which may result in the amount raised exceeding AU\$1,000,000.

### **7. How to Apply - Application Form**

Eligible Shareholders wishing to participate in the SPP must follow the instructions set out on the enclosed personalised Application Form. A completed Application Form together with your cheque must be sent in the reply paid envelope so that it is received by the Company’s Share registry by no later than the Closing Date unless the Closing Date is otherwise extended by the Company. Alternatively, you can subscribe and pay electronically in accordance with the instructions set out in the personalised Application Form.

### **8. Issue Date**

The New Shares will be issued under the SPP no later than 13 June 2018 and quotation on the ASX will commence the trading day following the Issue Date and no later than 14 June 2018.

You should receive your holding statement or transaction confirmation statement shortly after that date.

## **9. Cost of Participation**

No brokerage, commission, stamp duty or other transaction costs will be payable by you in respect of an issue of New Shares under the SPP.

## **10. Variation and Termination**

The Company reserves the right to modify, terminate or waive compliance with any provision of these Terms and Conditions at any time. The Company will notify the ASX of any modification, waiver or termination of the SPP.

Without limiting the above, the Company may issue to any Eligible Shareholder fewer New Shares than the Eligible Shareholder applied for under the SPP if, in the opinion of the Company, the proposed issue would contravene any applicable law or the Listing Rules of the ASX.

## **11. Disputes**

The Company may settle in any manner it thinks fit any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or Application and the decision of the Company will be conclusive and binding on all Shareholders and other persons to whom that determination relates.

The Company reserves the right to waive strict compliance with any provision of the Terms and Conditions.

## **12. Foreign Shareholders**

Distribution of the SPP offer documentation (including these Terms and Conditions and Application Form) in jurisdictions outside of Australia may be restricted by law.

This documentation does not constitute an offer of, or invitation to subscribe for securities in any place in which, or, to any person to whom, it would not be lawful to make such an offer or invitation.

Shareholders resident outside Australia should consult their professional advisers as to whether, in order to enable them to participate in the SPP, any governmental or other consent is required, or other formalities need to be observed.

Where this documentation has been sent to Shareholders with registered addresses outside Australia who are not entitled to participate, it is sent to them for information purposes only.

By returning this Application Form with a cheque or making a payment via BPAY®, you acknowledge and agree that:

- (a) you are not in the United States and are not acting for the account or benefit of a person in the United States (in which case, you will not be eligible to participate in respect of that person);
- (b) the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the New Shares may not be offered, sold or otherwise transferred in the United States without registration under the US Securities Act or unless the New Shares are offered, sold or otherwise transferred in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act, and any other applicable securities laws;



- (c) you have not, and will not, send, release or distribute this document or any material relating to the SPP to any person in the United States;
- (d) if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in a regular way on ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
- (e) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand, and you have not sent this document, or any materials relating to the SPP, to any person outside Australia and New Zealand.

### 13. Effect of Receipt

Receipt by the Company's Share registry of a completed Application Form will:

- (a) represent an acknowledgement that the Shareholder named on the Application Form (**Named Shareholder**) is an Eligible Shareholder;
- (b) constitute an irrevocable and unconditional acceptance of the offer in accordance with the Terms and Conditions and the constitution of the Company by the Named Shareholder;
- (c) represent a certification by the Named Shareholder that the aggregate of the application price for the Shares the subject of the Application and the application price for any other Shares in the Company applied for under the SPP or any other similar arrangement, or any other Shares acquired by a Custodian on behalf of the Named Shareholder in the last 12 months does not exceed AU\$15,000;
- (d) represent an acknowledgment that the Named Shareholder is lawfully permitted to accept the offer to acquire the Shares under the SPP and participate in the SPP in accordance with the laws applicable in Australia and any other applicable laws in the jurisdiction in which the Named Shareholder and / or the beneficial owner of the Shares is situated;
- (e) represent an acknowledgement that the Named Shareholder accepts the risk that the market price of the Shares may fall between the date on which the Application is submitted and the date the New Shares are issued and allocated;
- (f) authorise the Company (and its officers and agents) to correct any error in, or omission from the Named Shareholder's Application Form and to complete the Application Form by the insertion of any missing details;
- (g) constitute an acceptance by the Named Shareholder to indemnify the Company for, and to pay to the Company within 5 business days of the demand, any dishonour fees or other costs the Company may incur in presenting a cheque for payment which is dishonoured;
- (h) represent an acknowledgement by the Named Shareholder that the Company is not liable for any exercise of its discretions referred to in these Terms and Conditions; and
- (i) represent an acknowledgement by the Named Shareholder that under the Terms and Conditions, and to the maximum extent possible at law, the Named Shareholder releases the Company and its Directors and officers from any liability for any loss the Named Shareholder may suffer as a result of making any investment in the Company under the SPP.

## 14. Refunds

In the event of a scale back in accordance with clause 6, the difference between the value of the New Shares you are issued and the Application money you paid will be refunded to you by Mint, without interest, following the Issue Date.

If you are entitled to a refund of all or any of your Application monies, the refund will be paid to you, without interest, as soon as is practicable, by direct credit to the Australia bank account nominated by you for payment of Mint's dividends or refunds will be made by cheque to your address shown on the Register.

## 15. Reliance on Terms and Conditions

These Terms and Conditions have been prepared in accordance with ASIC Class Order [CO 09/425], which relates to Share purchase plans that do not require a prospectus or disclosure document. Accordingly, the level of disclosure in these Terms and Conditions is considerably less than the level of disclosure required in a prospectus or other disclosure document.

Nothing in these Terms and Conditions constitutes financial or investment advice. In deciding whether or not to participate in the SPP, you should rely on your own knowledge of the Company, refer to disclosures made by the Company to ASX (which are available for inspection on the ASX's website at [www.asx.com.au](http://www.asx.com.au) and on the Company's website at [www.mintpayments.com](http://www.mintpayments.com)) and seek the advice of your professional adviser.

## 16. Privacy Notification

Mint, and the Registry value your privacy and will take reasonable steps to protect your personal information in accordance with applicable data privacy laws and regulations. Note, however, that Mint and the Registry are located primarily in Australia and data privacy laws may be less strict in Australia than those of the country in which you reside when you receive this offer.

This privacy statement sets out how information about you will be collected, held, used and disclosed to and accessed by third parties during your participation in the SPP and while you hold Shares.

Mint and the Registry are bound by the *Privacy Act 1988* (Cth) in relation to the collection, use and disclosure of any personal information about you. Chapter 2C of the Corporations Act requires personal information about you as a Shareholder (including your name, address and details of the Shares you hold) to be included in the public register of the entity in which you hold Shares. If we are unable to collect this personal information about you, you will be unable to participate in the SPP. This personal information must continue to be included in the public register if you cease to be a Shareholder.

## 17. Governing Law

The Terms and Conditions are governed by the laws in force in New South Wales and are to be interpreted in accordance with their spirit, intention and purpose.

## GLOSSARY

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In these Terms and Conditions, the following words have the following meanings unless the context requires otherwise

<b>AEST</b>	Australian Eastern Standard Time
<b>Announcement Date</b>	14 May 2018
<b>Application</b>	an application for New Shares under the SPP made in accordance with the instructions on the enclosed Application Form
<b>Application Form</b>	the personalised form accompanying these Terms and Conditions
<b>Application Money</b>	the application money required for a subscription of New Shares under this Share Purchase Plan, as applicable to the parcel option selected
<b>ASIC</b>	the Australian Securities and Investments Commission
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the securities exchange operated by ASX Limited (as the context requires)
<b>AU</b>	Australian currency
<b>Beneficiary</b>	either or both of the following: <ul style="list-style-type: none"><li>(a) one or more of the persons on whose behalf a Custodian holds Shares; and/or</li><li>(b) another Custodian (a <b>downstream custodian</b>) on whose behalf a Custodian holds Shares where the downstream custodian holds the beneficial interest in the Shares on behalf of one or more persons.</li></ul>
<b>Board</b>	the Board of Directors
<b>Closing Date</b>	the last date for accepting the offer under the SPP, being 5.00pm Sydney time on 6 June 2018, or such other date and/or time determined by the Board
<b>Company</b>	Mint Payments Limited (ACN 122 043 029)
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth)
<b>Custodian</b>	as defined in paragraph 14 of ASIC Class Order [CO 09/425]
<b>Custodian Certificate</b>	a custodian certificate that complies with the requirements of ASIC Class Order [CO 09/425]
<b>Directors</b>	the directors of the Company
<b>Eligible Beneficiary</b>	a Beneficiary of a Custodian resident in either Australia or New Zealand as at the Record Date, provided that such Beneficiary is not in the United States and is not acting for the account or benefit of a person in the United States.
<b>Eligible Shareholders</b>	Shareholders with a registered address in either Australia or New Zealand, at 5.00pm (AEST) on the Record Date
<b>Issue Date</b>	13 June 2018 or such other date determined by the Board
<b>Listing Rules</b>	the official listing rules of ASX

<b>New Share</b>	a Share to be issued pursuant to these Terms and Conditions
<b>Record Date</b>	7.00pm (AEST) on 11 May 2018
<b>Share</b>	a fully paid ordinary Share in the capital of the Company
<b>Shareholder</b>	a registered holder of Shares
<b>SPP</b>	the Share purchase plan as set out in these Terms and Conditions and the Application Form
<b>Terms and Conditions</b>	the terms and conditions under which the offer in respect of the Share Purchase Plan is being made
<b>US Securities Act</b>	the United States Securities Act of 1933, as amended from time to time.