



Aspen Group Limited  
ABN 50 004 160 927

Aspen Property Trust  
ARSN 104 807 767

Level 3, 37 Pitt Street  
Sydney NSW 2000

Telephone: 02 9151 7500  
Facsimile: 02 9151 7599

Email: [homemail@aspengroup.com.au](mailto:homemail@aspengroup.com.au)

**23 July 2018**

**Buy back and cancellation of securities**

Aspen Group (ASX:APZ) advises that 3,319,436 stapled securities have been cancelled and 10,766 stapled securities under the employee share scheme have been cancelled. Following this cancellation, the balance of classes on issue is as follows:

|            |                    |
|------------|--------------------|
| 96,321,775 | Stapled Securities |
| 1,002,597  | Performance Rights |

In accordance with the Listing Rules, we attach a copy of the ASIC Form 484's lodged with ASIC. As the APZ security consists of one Aspen Property Trust unit stapled to one Aspen Group Limited share, the amount stated as paid on the Aspen Group Limited cancelled shares in the Form 484's has been split between the Aspen Property Trust unit and the Aspen Group Limited share.

Regards

Mark Licciardo  
Joint Company Secretary



# Change to company details

Sections A, B or C may be lodged independently with this signed cover page to notify ASIC of:

A1 Change of address  
A2 Change of name - officeholders and proprietary  
company members  
A3 Change - ultimate holding company

B1 Cease company officeholder  
B2 Appoint company officeholder  
B3 Special purpose company

C1 Cancellation of shares  
C2 Issue of shares  
C3 Change to share structure  
C4 Changes to the register of members for proprietary  
companies

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

## Company details

Refer to guide for information about  
corporate key

Company name

ASPEN GROUP LIMITED

ACN/ABN

004 160 927

Corporate key

## Lodgement details

An image of this form will be available as  
part of the public register.

Who should ASIC contact if there is a query about this form?

ASIC registered agent number (if applicable)

33942

Firm/organisation

MERTONS CORPORATE SERVICES PTY LTD

Contact name/position description

Telephone number (during business hours)

03 86899997

Email address (optional)

gerrid@mertons.com.au

Postal address

C/- MERTONS CORPORATE SERVICES PTY LTD LEVEL 7, 330 COLLINS STREET

Suburb/City

MELBOURNE

State/Territory

VIC

Postcode

3000

## Signature

This form must be signed by a current officeholder of the company.

I certify that the information in this cover sheet and the attached sections of this form are true and complete.

Name

CLEMINSON, BELINDA ANN

Capacity

☐ Director

☒ Company secretary

Signature

Date signed

2 1 / 0 6 / 1 8  
[D] [D] [M] [M] [Y] [Y]

## Section C completion guide

### Standard share codes

Refer to the following table for the share class codes for sections C1, C2, C3 and C4

| Share class code | Full title      | Share class code | Full title                           |
|------------------|-----------------|------------------|--------------------------------------|
| A                | A               | PRF              | preference                           |
| B                | B ...etc        | CUMP             | cumulative preference                |
| EMP              | employee's      | NCP              | non-cumulative preference            |
| FOU              | founder's       | REDP             | redeemable preference                |
| LG               | life governor's | NRP              | non-redeemable preference            |
| MAN              | management      | CRP              | cumulative redeemable preference     |
| ORD              | ordinary        | NCRP             | non-cumulative redeemable preference |
| RED              | redeemable      | PARP             | participative preference             |
| SPE              | special         |                  |                                      |

If you are using the standard share class codes you do not need to provide the full title for the shares, just the share class code.

If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title.

### Sections to complete

Use the table below to identify the sections of this form to complete (please indicate the sections that have been completed). Completion of this table is optional.

|                                                                                        | C1 - Cancellation of shares | C2 - Issue of shares | C3 - Change to share structure table | C4 - Change to members register |
|----------------------------------------------------------------------------------------|-----------------------------|----------------------|--------------------------------------|---------------------------------|
| <b>Issue of shares</b>                                                                 |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company                                           | Not required                | ✓                    | ✓                                    | ✓                               |
| <input type="checkbox"/> Public company                                                |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | Not required                | ✓                    | ✓                                    | Not required                    |
| <input type="checkbox"/> if not in response to the Annual company statement            | Not required                | ✓                    | ✓ Preferred                          | Not required                    |
| <b>Cancellation of shares</b>                                                          |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company                                           | ✓                           | Not required         | ✓                                    | ✓                               |
| <input type="checkbox"/> Public company                                                |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | ✓                           | Not required         | ✓                                    | Not required                    |
| <input checked="" type="checkbox"/> if not in response to the Annual company statement | ✓                           | Not required         | ✓ Preferred                          | Not required                    |
| <b>Transfer of shares</b>                                                              |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company                                           | Not required                | Not required         | Not required                         | ✓                               |
| <input type="checkbox"/> Public company                                                |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | Not required                | Not required         | Not required                         | Not required                    |
| <input type="checkbox"/> if not in response to the Annual company statement            | Not required                | Not required         | Not required                         | Not required                    |
| <b>Changes to amounts paid</b>                                                         |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company                                           | Not required                | Not required         | ✓                                    | ✓                               |
| <input type="checkbox"/> Public company                                                |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | Not required                | Not required         | ✓                                    | Not required                    |
| <input type="checkbox"/> if not in response to the Annual company statement            | Not required                | Not required         | Not required                         | Not required                    |
| <b>Changes to beneficial ownership</b>                                                 |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company                                           | Not required                | Not required         | Not required                         | ✓                               |
| <input type="checkbox"/> Public company                                                |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | Not required                | Not required         | Not required                         | Not required                    |
| <input type="checkbox"/> if not in response to the Annual company statement            | Not required                | Not required         | Not required                         | Not required                    |

To notify ASIC about a division or conversion of a class of shares, you must lodge a Form 211 within 28 days after the change occurring.

To notify ASIC about a conversion of shares into larger or smaller numbers, you must lodge a Form 2205B within 28 days after the change occurring.

C1 Cancellation of shares

Reason for cancellation  
Please indicate the reason that shares have been cancelled (select one or more boxes)

☐

Redeemable preference shares — S.254J

☐ Redeemed out of profits

☐ Redeemed out of proceeds of a fresh issue of shares

☐

Capital reduction — S.256A – S.256E

☐ Single shareholder company

☐ Multiple shareholder company. A Form 2560 must be lodged before a capital reduction takes place

☐

Share buy-back. — ss.257H(3)

☒ Minimum holding buy-back by listed company

☐ Other buy-back type. A form 280 or 281 must be lodged at least 14 days, and no more than 1 year before the share buy-back can take place

☐

Forfeited shares — S.258D

☐

Shares returned to a public company — ss.258E(2) & (3)

☐ Under section 651C, 724(2), 737 or 738

☐ Under section 1325A (court order)

☐

Other

Description

Give section reference

Details of cancelled shares

List the details of shares cancelled in the following table

| Share class code | Number of shares cancelled | Amount paid (cash or otherwise) |
|------------------|----------------------------|---------------------------------|
| ORD              | 3,319,436                  | 256,699.81                      |
|                  |                            |                                 |
|                  |                            |                                 |
|                  |                            |                                 |
|                  |                            |                                 |

Earliest date of change

Please indicate the earliest date that any of the above changes occurred.

2

[D]

1

[D]

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[M]

6

[M]

/

1

[Y]

8

[Y]

## C2 Issue of shares

List details of new share issues in the following table.

| Share class code | Number of shares issued | Amount paid per share | Amount unpaid per share |
|------------------|-------------------------|-----------------------|-------------------------|
|                  |                         |                       |                         |
|                  |                         |                       |                         |
|                  |                         |                       |                         |
|                  |                         |                       |                         |
|                  |                         |                       |                         |

### Earliest date of change

Please indicate the earliest date that any of the above changes occurred

/   /

[D D] [M M] [Y Y]

If shares were issued for other than cash, were some or all of the shares issued under a written contract?

☐

**Yes**

if yes, proprietary companies must also lodge a Form 207Z certifying that all stamp duties have been paid. Public companies must also lodge a Form 207Z and either a Form 208 or a copy of the contract.

☐

**No**

if no, proprietary companies are not required to provide any further documents with this form. Public companies must also lodge a Form 208.

## C3 Change to share structure

Where a change to the share structure table has occurred (eg. as a result of the issue or cancellation of shares), please show the updated details for the share classes affected. Details of share classes not affected by the change are not required here.

| Share class code | Full title if not standard | Total number of shares (current after changes) | Total amount paid on these shares | Total amount unpaid on these shares |
|------------------|----------------------------|------------------------------------------------|-----------------------------------|-------------------------------------|
| ORD              | ORDINARY SHARES            | 98,091,626                                     | 129,100,028.28                    | 0.00                                |
|                  |                            |                                                |                                   |                                     |
|                  |                            |                                                |                                   |                                     |
|                  |                            |                                                |                                   |                                     |
|                  |                            |                                                |                                   |                                     |

### Earliest date of change

Please indicate the earliest date that any of the above changes occurred

[D D] [M M] [Y Y]

/   /

## Lodgement details

Is this document being lodged to update the Annual Company Statement that was sent to you?

☐

Yes

☒

No



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Name

CLEMINSON, BELINDA ANN

Capacity

☐ Director

☒ Company secretary

Signature

Date signed

0 2 / 0 7 / 1 8  
[D] [D] [M] [M] [Y] [Y]

## Section C completion guide

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| MAN              | management      | CRP              | cumulative redeemable preference     |
| ORD              | ordinary        | NCRP             | non-cumulative redeemable preference |
| RED              | redeemable      | PARP             | participative preference             |
| SPE              | special         |                  |                                      |

If you are using the standard share class codes you do not need to provide the full title for the shares, just the share class code.

If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title.

### Sections to complete

Use the table below to identify the sections of this form to complete (please indicate the sections that have been completed). Completion of this table is optional.

|                                                                                        | C1 - Cancellation of shares | C2 - Issue of shares | C3 - Change to share structure table | C4 - Change to members register |
|----------------------------------------------------------------------------------------|-----------------------------|----------------------|--------------------------------------|---------------------------------|
| <b>Issue of shares</b>                                                                 |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company                                           | Not required                | ✓                    | ✓                                    | ✓                               |
| → <input type="checkbox"/> Public company                                              |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | Not required                | ✓                    | ✓                                    | Not required                    |
| <input type="checkbox"/> if not in response to the Annual company statement            | Not required                | ✓                    | ✓ Preferred                          | Not required                    |
| <b>Cancellation of shares</b>                                                          |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company                                           | ✓                           | Not required         | ✓                                    | ✓                               |
| → <input type="checkbox"/> Public company                                              |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | ✓                           | Not required         | ✓                                    | Not required                    |
| <input checked="" type="checkbox"/> if not in response to the Annual company statement | ✓                           | Not required         | ✓ Preferred                          | Not required                    |
| <b>Transfer of shares</b>                                                              |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company                                           | Not required                | Not required         | Not required                         | ✓                               |
| → <input type="checkbox"/> Public company                                              |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | Not required                | Not required         | Not required                         | Not required                    |
| <input type="checkbox"/> if not in response to the Annual company statement            | Not required                | Not required         | Not required                         | Not required                    |
| <b>Changes to amounts paid</b>                                                         |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company                                           | Not required                | Not required         | ✓                                    | ✓                               |
| → <input type="checkbox"/> Public company                                              |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | Not required                | Not required         | ✓                                    | Not required                    |
| <input type="checkbox"/> if not in response to the Annual company statement            | Not required                | Not required         | Not required                         | Not required                    |
| <b>Changes to beneficial ownership</b>                                                 |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company                                           | Not required                | Not required         | Not required                         | ✓                               |
| → <input type="checkbox"/> Public company                                              |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | Not required                | Not required         | Not required                         | Not required                    |
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☐

Redeemed out of profits

☐

Redeemed out of proceeds of a fresh issue of shares

☐

Capital reduction — S.256A – S.256E

☐

Single shareholder company

☐

Multiple shareholder company. A Form 2560 must be lodged before a capital reduction takes place

☐

Share buy-back. — ss.257H(3)

☐

Minimum holding buy-back by listed company

☐

Other buy-back type. A form 280 or 281 must be lodged at least 14 days, and no more than 1 year before the share buy-back can take place

☒

Forfeited shares — S.258D

☐

Shares returned to a public company — ss.258E(2) & (3)

☐

Under section 651C, 724(2), 737 or 738

☐

Under section 1325A (court order)

☐

Other

Description

Give section reference

Details of cancelled shares

List the details of shares cancelled in the following table

| Share class code | Number of shares cancelled | Amount paid (cash or otherwise) |
|------------------|----------------------------|---------------------------------|
| ORD              | 10,766                     | 12,810.00                       |
|                  |                            |                                 |
|                  |                            |                                 |
|                  |                            |                                 |
|                  |                            |                                 |

Earliest date of change

Please indicate the earliest date that any of the above changes occurred.

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## C2 Issue of shares

List details of new share issues in the following table.

| Share class code | Number of shares issued | Amount paid per share | Amount unpaid per share |
|------------------|-------------------------|-----------------------|-------------------------|
|                  |                         |                       |                         |
|                  |                         |                       |                         |
|                  |                         |                       |                         |
|                  |                         |                       |                         |
|                  |                         |                       |                         |

### Earliest date of change

Please indicate the earliest date that any of the above changes occurred

/   /

[D D] [M M] [Y Y]

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☐

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| Share class code | Full title if not standard | Total number of shares (current after changes) | Total amount paid on these shares | Total amount unpaid on these shares |
|------------------|----------------------------|------------------------------------------------|-----------------------------------|-------------------------------------|
| ORD              | ORDINARY SHARES            | 96,321,775                                     | 128,960,268.98                    | 0.00                                |
|                  |                            |                                                |                                   |                                     |
|                  |                            |                                                |                                   |                                     |
|                  |                            |                                                |                                   |                                     |
|                  |                            |                                                |                                   |                                     |

### Earliest date of change

Please indicate the earliest date that any of the above changes occurred

[D D] [M M] [Y Y]

2 6 / 0 6 / 1 8

## Lodgement details

Is this document being lodged to update the Annual Company Statement that was sent to you?

☐

Yes

☒

No