

26 June 2019

Section 708A Cleansing Notice and Appendix 3B

Auctus Alternative Investments Limited (ASX: AVC) (**Auctus** or **the Company**) is pleased to advise that it has completed a partial allotment of shares in accordance with the Company's announcement dated 26 June 2019.

It is also advised that the Company has issued 1,500,000 in relation to achievement of the second and third milestones with respect to the High line Alternative Investments Pty Ltd acquisition as approved by shareholders on 5 March 2018.

Section 708A Cleansing Notice

This notice is given by the Company under Section 708A(5)(e) of the Corporations Act 2001 (Cth) (Corporations Act).

The Company hereby confirms that:

- a) It has issued 1,300,500 fully paid ordinary shares (**Shares**) issued at an issue price of \$0.35 per share to new and existing sophisticated and professional investors in accordance with the Placement as announced on 26 June 2019 without disclosure to investors under part 6D.2 Corporations Act;
- b) It has also issued 1,500,000 Shares subject to a 12 month voluntary escrow, in relation to the Highline Alternative Investments Pty Ltd acquisition;
- c) The Company is providing this notice under section 708A(5)(e) of the Corporations Act;
- d) As at the date of this notice the company, as a disclosing entity under the Corporations Act, has complied with:
 - i. The provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - ii. Section 674 of the Corporations Act as it applies to the Company; and
- e) As at the date of this announcement, there is no excluded information of the type referred to in Sections 708A(7) and 708A(8) of the Corporations Act.

Additional Disclosure under ASX LR3.10.5A

The Company provides the below additional disclosure in accordance with ASX Listing Rules 7.1A(b) and 3.10.5A following the issue of 1,300,500 fully paid ordinary shares in this day.

ASX ANNOUNCEMENT (ASX: AVC)

- a) Details of the dilution to new and existing holders of ordinary securities caused by the issue:

	Number	Dilution
Shares on issue prior to Placement	28,994,462	
Shares to be issued under LR7.1A placement capacity	1,300,500	4.49%
Total Shares on issue after completion of Placement	30,294,962	

- b) The Company issued the relevant shares under ASX Listing Rule 7.1A as it considered that the issue, was the most cost-efficient and expedient method available to it at the time for raising, at an appropriate price, raising the funds required by the Company to achieve its objectives.
- c) There were no underwriting arrangements in relation to the Placement.
- d) There were no Placement fees incurred for the issue in accordance with ASX Listing Rule 7.1A.

An Appendix 3B relating to the share issue noted above is attached to this announcement.

On behalf of the board:

Justin Mouchacca
Company Secretary

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

Auctus Alternative Investments Limited

ABN

76 149 278 759

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 | (1) Ordinary Fully Paid Shares
(2) Ordinary Fully Paid Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (1) 1,300,500
(2) 1,500,000 |
| 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) | (1) Ordinary Fully Paid Shares
(2) Ordinary Fully Paid Shares escrowed for a period of 12 months from issue date |

+ See chapter 19 for defined terms.

4	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <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 	<p>(1) Yes</p> <p>(2) Yes</p>
5	Issue price or consideration	<p>(1) \$0.35 (35 cents) per ordinary fully paid shares</p> <p>(2) Nil</p>
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(1) Partial allotment of shares in accordance with capital raising as announced on 26 June 2019 to professional and sophisticated investors.</p> <p>(2) Issued Pursuant to Resolution 3 of the Company's Notice of General Meeting approved by Shareholders on 5 March 2018 and satisfaction of Milestones 2 and 3 of the Highline Acquisition and in accordance with the ASX waiver announced on 2 February 2018.</p>
6a	<p>Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	29 November 2018
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	Nil
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	(1) 1,300,500

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	(1) 1,500,000 – 5 March 2018				
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.	(1) The price of \$0.35 was set on 24 June 2019 and the shares have been issued on 26 June 2019. An issue price calculated as 75% of 15 day VWAP was \$0.23 and the issue was completed at a premium to the VWAP. The calculation of the VWAP was carried out by the Company.				
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				
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	Refer to Annexure 1				
7	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	26 June 2019				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>31,794,962</td><td>Fully Paid Ordinary Shares</td></tr></table>	Number	+Class	31,794,962	Fully Paid Ordinary Shares
Number	+Class					
31,794,962	Fully Paid Ordinary Shares					
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td></td><td>Please refer to Annexure A following this Appendix 3B</td></tr></table>	Number	+Class		Please refer to Annexure A following this Appendix 3B
Number	+Class					
	Please refer to Annexure A following this Appendix 3B					

+ See chapter 19 for defined terms.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the *securities will be offered	N/A
14	*Class of *securities to which the offer relates	N/A
15	*Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
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.</small> <small>Cross reference: rule 7.7.</small>	N/A
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
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

+ See chapter 19 for defined terms.

32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	*Issue date	N/A

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	N/A	
39	+Class of +securities for which quotation is sought	N/A	
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <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 	N/A	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A	
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	Number	+Class

+ See chapter 19 for defined terms.

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.
 - 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:

.....
Company secretary

Date: 26 June 2019

Print name:

Justin Mouchacca

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⁺ See chapter 19 for defined terms.

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 fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	22,252,920
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 Note: <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 	2,267,100 – 16 August 2018 403,611 – 12 September 2018 620,000 – 26 September 2018 555,556 – 24 October 2018 905,575 - 14 December 2018 750,000 – 14 December 2018 314,700 – 27 December 2018 110,500 – 15 January 2019 670,000 – 21 January 2019 1,500,000 - 26 June 2019
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
“A”	30,349,962

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	4,552,494
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <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 <p>Note:</p> <ul style="list-style-type: none"> <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>100,000 Ordinary fully paid shares – 14 December 2018</p> <p>22,250 Unlisted option – 14 December 2018</p> <p>44,500 ordinary fully paid shares – 27 December 2018</p>
“C”	166,750
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>	4,552,494
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	(166,750)
Total [“A” x 0.15] – “C”	4,385,744 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

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>	30,349,962
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	3,034,996
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 Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>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</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	1,300,500 - 26 June 2019
“E”	1,300,500

+ See chapter 19 for defined terms.

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>	3,034,996
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	(1,300,500)
Total [“A” x 0.10] – “E”	1,734,496 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Annexure A

Number	Options
1,775,000	Options \$0.60, to acquire one (1) share in the company exercisable on or before 1 December 2021
1,875,000	Options \$1.20, to acquire one (1) share in the company exercisable on or before 1 December 2021
2,225,000	Options \$2.20, to acquire one (1) share in the company exercisable on or before 1 December 2021
1,335,357	Options \$1.00, to acquire one (1) share in the company exercisable on or before 24 December 2021
3,000,000	Options \$1.00, to acquire one (1) share in the company exercisable on or before 21 November 2021
310,000	Options \$1.00, to acquire one (1) share in the company exercisable on or before 14 December 2021
22,250	Options \$1.00, to acquire one (1) share in the company exercisable on or before 27 December 2021
10,542,607	Total

Number	Performance Rights
4,100,000	Performance Rights

+ See chapter 19 for defined terms.