

BMP EXECUTES BINDING TERM SHEET – KM CUSTODIANS TO ACQUIRE KEY BMP SUBSIDIARIES

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Board of Directors:

Matthew Driscoll, Non- Exec Chairman
Cameron Fisher, Executive Director
Paul Spottiswood, Non-Exec Director
Stephen Moulton, Non-Exec Director

Chief Executive Officer:

Colin Keating

Company Secretary:

Melanie Leydin

Securities on Issue:

BMP: 67,508,545 ordinary shares

Website:

<http://www.buymyplace.com.au>

- KM Custodians to acquire key BMP subsidiaries in exchange for consideration of \$100,000 and forgiveness of all debt, amounting to \$5 million
- BMP shareholders to retain ownership of listed vehicle and MyPlace Conveyancing Pty Ltd. A non-binding indicative offer for sale of these assets has been executed (subject to conditions), and represents an opportunity for additional value to be derived
- Board continues to explore superior offers for BMP shareholders, however in the absence of an alternative proposal recommends shareholders support the Transaction

Melbourne, Australia, 13 November 2018: buyMyplace.com.au Limited, (ASX:BMP) (“buyMyplace” or “the Company”) today announced it has executed a Binding Term Sheet with KM Custodians Pty Ltd (“KMC”).

Under the Binding Term Sheet, KMC will acquire 100% of BMP’s shares held in its key real estate service subsidiaries being BuyMyHome Pty Ltd, BuyMyHome (Agency) Pty Ltd and BuyMyPlace Finance Pty Ltd (collectively the “Sale Subsidiaries”) in consideration for the payment of \$100,000 and forgiveness of all debt owing to KMC under the loan agreement between the parties (“the Transaction”).

In addition, the Transaction will provide for BMP to receive up to a further \$500,000 from KMC to enable the Company to fund its operations until 21 December 2018, when a General Meeting of BMP shareholders, required to approve the Transaction, will occur.

The business will continue to operate as normal, and KMC has stated its intention to appropriately capitalise the company and grow the business in a private environment, following the GM.

The BMP Board is in discussions with other parties and continues to explore alternative opportunities that may derive additional value for BMP shareholders. BMP has no contractual obligation to complete the Transaction should the Company receive a superior offer for any of the Sale Subsidiaries.

The Transaction is subject to a number of additional conditions precedent.

Forgiveness of debt: KMC Loan Agreement

In April 2018, KMC and BMP entered into a \$3 million bridge finance facility to enable completion of a substantial capital raising to fund two acquisitions, technology and marketing investment and working capital requirements. The bridge facility contained a number of key terms including a premium on the loan amount due on repayment (depending on the date of repayment).

Following an extension of the loan facility of a further \$500,000 in October 2018 and another proposed extension (an additional \$500,000 in funds to be provided to BMP as outlined above), the outstanding loan amount payable to KMC (inclusive of the relevant premium payable) in December 2018 will be \$5 million.

Transaction rationale

The BMP Board is committed to securing the best possible outcome for BMP shareholders. Over the past few months an extensive capital raising process has been conducted. Although there were a number of supportive investors in the initial stages, the increased volatility in listed equity markets, particularly affecting micro-cap stocks, meant a number of potential investors have since declined to participate in the capital raising and BMP has been unable to complete the capital raising to the scale desired and in the required timeframe.

The current Transaction proposed to shareholders is an alternative to defaulting on the KMC loan agreement and provides value to shareholders through their continuing interest in the listed BMP vehicle, which will also continue to operate MyPlace Conveyancing Pty Ltd.

While this loan had a repayment date of 30 June 2020, it was repayable on the happening of an event of default including insolvency. BMP is able to continue to trade with the support provided by KMC up until 21 December 2018 but no further funding from KMC is likely beyond that date.

The Board are committed to exploring further sale options for the business as a whole, and that could deliver additional shareholder value than the proposed Transaction, especially given that BMP has no contractual obligation to complete the Transaction should the Company receive a superior offer for the Sale Subsidiaries.

BuyMyPlace's Chief Executive Officer, Mr Colin Keating said "Despite undertaking an extensive capital raising process and working with a number of supportive investors, we could not complete the necessary raising. KMC has been a supportive financier, however their intention was to provide bridge financing to a capital raise, not longer-term funding for a listed company. This proposed Transaction represents a baseline offer for BMP shareholders and discussions are underway to deliver our shareholders additional value. The Board and Management remain highly committed to pursuing a superior offer that is capable of acceptance prior to the shareholder meeting in December".

Non-binding agreement for sale of listed vehicle and MyPlace conveyancing executed

In addition, the Directors have at this stage executed a non-binding indicative term sheet with a property services company to undertake a merger with BMP following the completion of the Transaction. This has the potential to deliver additional value for BMP shareholders. This is conditional on a number of terms including disposal by BMP of the Sale Subsidiaries as required under the Transaction with KMC.

Pleased.Property acquisition

BMP announced its intention to acquire Pleased.Property for consideration of \$2 million in August 2018. This transaction was subject to, amongst other things, BMP completing a \$10 million capital raising.

Given BMP has been unable to successfully complete this capital raising the acquisition of Pleased.Property will not progress.

Timing and Shareholder Approval

The Transaction is subject to BMP shareholder approval under Listing Rule 10.1 and 11.2. A General Meeting will be convened for the purpose of obtaining this approval, on Friday 21 December 2018. BMP will be sending all shareholders a Notice of Meeting and Explanatory Statement on 22 November 2018.

In the absence of a superior proposal, the Board of Directors unanimously recommend to BMP shareholders to support the Transaction.

For more information, please contact:

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About buyMyplace.com.au: buyMyplace is part of an online real estate group enabling Australians to sell their properties without paying fees and commissions to real estate agents. The group was established to capitalise on an anticipated trend in the Australian property market of selling homes privately online, mirroring the adoption of this practice in the US, Canada and Europe. The business model has been validated with over 4,500 customers having sold their own properties using the BMP group since 2009.

The BMP group generates revenues and profits by charging an up-front listing fixed fee, which incorporates a margin on the services it provides to the vendor. Related entities of buyMyplace hold real estate licenses in every state of Australia and customers can choose from four packages providing an automatic listing on major property portals realestate.com.au and Domain, a 'for sale' signboard, brochure ware plus unlimited free online and telephone support until sold. A range of additional products and services is also available, including professional photography, negotiation support, auctioneers, featured listings on the major property portals and expert advice from our team of real estate professionals.

The BMP group provides a full service offering, including a licensed real estate agent, to vendors who seek an alternative offering and is an addition to the existing advertising and marketing services provided by the group assisting vendors to sell their properties.