

6 December 2016

**DESPATCH OF OFFER DOCUMENT FOR UNDERWRITTEN NON-
RENOUNCEABLE ENTITLEMENT ISSUE**

On 30 November 2016, buyMyplace.com.au Limited (ASX Code: BMP) (**the Company**) announced a non-renounceable entitlement issue of 1 fully paid ordinary share (**Share**) for each 6.5252 Shares held by eligible shareholders to raise approximately \$3,000,000 (**Offer**).

The closing date of the Offer is 5.00pm AEDT on 15 December 2016.

The Company confirms that the Offer Document setting out the terms and conditions of the Offer has today been despatched to eligible shareholders. Please refer to the attached letter issued to those shareholders.

Further information

For further information please refer to the Offer Document, which has been despatched and is available on the Company's website (<http://www.buymyplace.com.au>) or contact the Company at:

buyMyplace.com.au Limited
8-12 Alma Road, St Kilda
VIC 3182

Telephone: 1300 289 697
Facsimile: +61 3 9686 8881

Yours faithfully,



MATTHEW DRISCOLL
Non-executive Chairman

-ends-

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About buyMyplace

buyMyplace, is an online real estate company enabling Australians to sell their homes without paying fees and commissions to real estate agents. The company 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 3,000 customers having sold their own properties using buyMyplace since 2009. buyMyplace generates revenues by charging an up-front listing fixed fee plus a range of additional services, which incorporate a margin on prices charged to the vendor.

buyMyplace holds 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. Up to seven additional portals are available to vendors as well as a range of additional products and services is also available, including professional photography, negotiation support, auctioneers, featured listings on the major property portals plus unlimited phone and online vendor support until their property is sold.

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OFFER DOCUMENT ENTITLEMENT ISSUE

buyMyplace.com.au Limited
ACN 132 204 561

For a fully underwritten non-renounceable entitlement issue of 1 Share for each 6.5252 Shares held by Eligible Shareholders registered at the Record Date at an issue price of \$0.355 (35.5 cents) per Share to raise up to approximately \$3,000,000.

The rights issue is fully underwritten by Shaw and Partners Limited. Eligible Shareholders may also apply for Shortfall Shares under the Shortfall Offer.

IMPORTANT INFORMATION

This Offer Document is provided for information purposes only and is not a prospectus, product disclosure statement or other form of disclosure document. This Offer Document is dated 30 November 2016. This Offer Document does not contain all the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, Shares offered under this Offer Document. This Offer Document is issued pursuant to section 708AA of the Corporations Act for the offer of shares without disclosure to investors under Part 6D.2 of the Corporations Act.

The Offer Document should be read in its entirety. If after reading this Offer Document, you have any questions about the Offer or this Offer Document or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

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1. Key details of Offer

1.1 Key terms of Offer

Detail	Terms
Issue Price	\$0.355 (35.5 cents)
Entitlement	1 Share for each 6.5252 Share held at the Record Date
Maximum gross proceeds of issue*	\$3,000,000
Record Date**	Monday 5 December 2016
Closing Dates**	Thursday 15 December 2016

1.2 Key indicative dates**

ACTION	Date
Announcement of Offer	Wednesday 30 November 2016
Cleansing Notice and Lodgement of Offer Document and Appendix 3B with ASX	Wednesday 30 November 2016
Notice sent to Shareholders	1 December 2016
Ex Date	Friday 2 December 2016
Record Date for determining Entitlements	Monday 5 December 2016
Offer Document despatched to Eligible Shareholders and Company announces despatch has been completed	Tuesday 6 December 2016
Closing Date	Thursday 15 December 2016
Securities quoted on a deferred settlement basis	Friday 16 December 2016
ASX notified of under subscriptions	Monday 19 December 2016
Issue date	Thursday 22 December 2016

* This amount may be slightly higher (by no more than \$500) as a result of rounding up of fractional entitlements described in section 4.2 of this Offer document.

**The above timetable is indicative only and subject to change. Subject to the ASX Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice. The Directors may extend the period of the Offer or bring forward the Closing Date at their discretion. Any change to the Closing Date will have a consequential effect on other dates.

2. Chairman's Letter

Dear Shareholders

On behalf of the Board, I am pleased to invite you to participate in this non-renounceable entitlement issue of one Share for every 6.5252 Shares held in the Company at an issue price of \$0.355 (35.5 cents) (**Offer**). Your Entitlement will provide you with the opportunity to increase your exposure to the upside of the Company moving forward.

On 15 March 2016, the Company was reinstated to the official list of ASX. Since that date, the Company has firmly established its position as one of Australia's leading commission-free online real estate company and is building a strong foundation for the future for both shareholders and customers.

For the financial year ended 30 June 2016, the BMP Business' revenue increased by 26 percent to \$1,176,992 (2015: \$934,607). The BMP Business' revenue for Q4 for FY16 and Q1 for FY17 has increased by 89 percent when compared to the prior corresponding period (being Q4 for FY15 and Q1 for FY16).

Furthermore, the BMP Business' gross margin increased by 18 percent to 74 percent up from 62 percent last financial year whilst generating cost efficient growth and simultaneously increasing Average Order Value (AOV) and gross profit.

The proceeds of the Offer will be used to fund potential strategic acquisitions, on-going working capital requirements and costs associated with the offer. The Company will be well placed to continue to disrupt the traditional real estate industry.

I encourage all Shareholders to review closely our investor presentations issued on 24 October 2016 and 30 November 2016 and a copy of the Company's prospectus and supplementary prospectus issued on 23 December 2015 and 19 February 2016 respectively for more details on the Company's plans and activities. Copies of these documents are available on the Company's website, on ASX's website or upon request from the Company at the relevant contact numbers set out in this Offer Document.

Potential investors should be aware that subscribing for Shares involves a number of risks. The key risk factors of which investors should be aware are set out in section 6 of this Offer Document. Investors should carefully consider the risk factors that affect the Company specifically and the estate agency industry in which it operates.

On behalf of the Board, I would like to thank you for your continued support and invite you to seriously consider this compelling investment opportunity.

Yours Sincerely,



Mr. Matthew Driscoll
Non-Executive Chairman
Buymyplace.com.au Limited

3. Important Information

This Offer Document is dated 30 November 2016. This Offer Document is not a prospectus, product disclosure statement or other form of disclosure document under the Corporations Act and has not been lodged with ASIC. The Offer Document is for information purposes only. The information in this Offer Document is not intended to be comprehensive and should be read in conjunction with the more detailed information released by the Company under its continuous disclosure obligations.

3.1 Investment decisions

The information contained in this Offer Document is not intended to be relied on as advice. Before deciding to invest in the Company, potential investors should read the entire Offer Document and in particular the technical information and risk factors that could affect the future operations and activities of the Company and consult their professional advisers. The Offer contained in this Offer Document does not take into account the investment objectives, financial situation and particular needs of any investor.

3.2 Disclaimer

No person is authorised to give any information or to make any representations in connection with the Offer which is not contained in this Offer Document. Any information or representation not contained in this Offer Document may not be relied on as having been authorised by the Company in connection with the Offer.

3.3 Offer is only made in Australia and New Zealand

This Offer does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. In particular, the Offer (and any Shortfall Offer) is only being made in Australia and New Zealand.

The distribution of this Offer Document in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Offer Document should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. In particular, this Offer Document may not be distributed in the United States or any other country except Australia and New Zealand.

The Offer to New Zealand investors is made pursuant to the New Zealand *Securities Act (Overseas Companies) Exemption Notice 2013*. Pursuant to this Act, the only members of the public to whom the Shares are offered in New Zealand under the Offer are those who, at the Record Date, are holders of Shares in the Company.

As ASX does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the securities and trading may differ from securities markets that operate in New Zealand.

3.4 Forward-looking statements

This Offer Document contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Offer Document, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company.

We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Offer Document will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

3.5 Risk factors

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in section 6 of this Offer Document. Investors should carefully consider the risk factors that affect the Company specifically and the online real-estate industry in which it operates.

3.6 Defined terms and abbreviations

Terms and abbreviations used in this Offer Document are defined in section 8 of this Offer Document. All financial amounts shown in this Offer Document are expressed in Australian dollars unless otherwise stated.

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4. Details of the Offer

4.1 Purpose of the Offer

The purpose of this Offer is to:

- (a) raise funds for potential strategic acquisitions, on-going working capital requirements and costs associated with the offer; and
- (b) recognise Shareholders' ongoing support of the Company and provide the opportunity for Eligible Shareholders to participate in a discounted rights issue.

4.2 Entitlement and amount to be raised

The Company is making a pro-rata non-renounceable entitlement issue of 1 Share for every 6.5252 Shares held by Eligible Shareholders registered as at the Record Date at an issue price of \$0.355 (35.5 cents) per Share. To the extent that your entitlement results in you receiving a fraction of a Share, the number of Shares to which you are entitled to subscribe for will be rounded up.

Based on the capital structure of the Company as at the date of this Offer Document, a maximum of 8,450,708 Shares will be issued pursuant to this Offer to raise up to approximately \$3,000,000.

All Shares issued under this Offer Document will have the rights attaching to those securities as set out in section 4.5 of this Offer Document.

The intended use of funds raised is set out in section 5.1 of this Offer Document.

4.3 Minimum subscription

There is no minimum subscription in respect of the Offer.

4.4 Issue price

The issue price is \$0.355 (35.5 cents) for each Share payable in full in Australian currency on the acceptance of the Offer by cheque, money order or via BPAY® on the individual entitlement form.

Your completed Entitlement and Acceptance Form must reach the Share Registry and your payment must be received by the Company by no later than 5.00 pm AEST on the Closing Date.

4.5 Rights attaching to Shares

Shares issued pursuant to the Offer will be fully paid and rank equally with all other issued Shares, including in respect of dividends.

The rights attaching to Shares are set out in the Constitution and are regulated by the Corporations Act, the ASX Listing Rules and general law.

4.6 Non- renounceable offer

The rights to Shares under the Offer are non-renounceable. Accordingly, there will be no trading rights on the ASX (or any other exchange) and you may not dispose of your rights to subscribe for Shares under the Offer to any other party. If you do not take up your Entitlement to Shares under the Offer by the Closing Date, the Offer to you will lapse, you will receive no benefit and your interest in the Company may be diluted.

4.7 Acceptance

Acceptance of the Offer must be made by submitting the Entitlement and Acceptance Form accompanying this Offer Document and paying the Application Monies in accordance with the terms of the Offer.

You may participate in the Offer as follows:

- (a) take up your Entitlement in full and, if you do so, you may also apply for Additional Shares (refer to section 4.8 of this Offer Document);

Complete the Entitlement and Acceptance Form which accompanies this Offer Document by inserting the number of Shares for which you wish to accept the Offer under this Offer Document plus the number of Additional Shares (being more than your Entitlement as specified on the Entitlement and Acceptance Form).

- (b) take up your Entitlement in full without applying for Additional Shares;

Complete the Entitlement and Acceptance Form which accompanies this Offer Document in accordance with the instructions set out on that form.

- (c) take up part, but not all of your Entitlement;

Complete the Entitlement and Acceptance Form which accompanies this Offer Document by inserting the number of Shares for which you wish to accept in the Offer under this Offer Document (being less than your Entitlement as specified on the Entitlement and Acceptance Form).

To participate in the Offer, the Entitlement and Acceptance Form must be completed in accordance with the instructions on its reverse side.

If you do not wish to accept your Entitlement, you are not obligated to do anything in response to the Offer.

All Entitlement and Acceptance Forms and Application Monies must be received by the Closing Date, at the Share Registry at the following address:

Boardroom Pty Limited

Buymyplace.com.au Limited c/- GPO Box 3993, Sydney NSW 2001

or delivered to:

Boardroom Pty Limited

Buymyplace.com.au Limited c/- Level 12, 225 George Street, Sydney, NSW, Australia, 2000

An Eligible Shareholder may pay the Application Monies by cheque, money order or via BPAY® by the Closing Date. All cheques must be in Australian currency and made payable to "buyMyplace.com.au Limited – Share Account" and crossed "Not Negotiable" and must be received at the Share Registry by the Closing Date. No late postage will be accepted. Payments must be received by BPAY before **5.00 pm (Sydney time) on 15 December 2016**.

Access to a copy of the Offer Document and the Entitlement and Acceptance Form is available on the Company's website: www.buyMyplace.com.au

4.8 Additional Shares

Eligible Shareholders who have subscribed for their Entitlement in full may apply for Additional Shares in addition to their Entitlement. Please refer to section 4.7(a) of this Offer Document for further information as to how to apply for Additional Shares above your Entitlement.

It is possible that there will be few or no Additional Shares available, depending on the level of acceptance of Entitlements by Eligible Shareholders. There is therefore no guarantee that in the event that Additional Shares are available for issue, they will be allocated to all or any of the Eligible Shareholders who have applied for them.

In the event all Entitlements are not taken up, the Directors reserve the right, subject to the Corporations Act and the ASX Listing Rules, to allocate any Additional Shares at their absolute discretion. The Company may issue to an Applicant a lesser number of Additional Shares or not proceed with the issuing of all or part of the Additional Shares. If the number of Additional Shares is less than the number applied for, surplus Application Monies will be refunded without interest.

Additional Shares allotted to Eligible Shareholders will be issued at the same price as the Offer (being \$0.355 (35.5 cents) per Additional Share) and will be allotted by the Directors in their absolute discretion.

4.9 Shortfall

Any Entitlement and Additional Shares not taken under the Offer will form part of the Shortfall. Whilst the Company expects to place the Shortfall (if any) under the Underwriting Agreement, the Shortfall Offer is a separate offer under this Offer Document and will remain open for three (3) months after the Closing Date.

The Directors reserve the right, within 3 months of the Closing Date, subject to the Corporations Act and the ASX Listing Rules, to place the Shortfall at their absolute discretion. Shortfall Shares issued pursuant to the Shortfall Offer will be issued at the Issue Price or higher. A person who wishes to subscribe for Shortfall Shares under the Shortfall Offer may complete the Shortfall Application Form.

If the Company receives applications for Shortfall Shares that would result in the Rights Issue being oversubscribed, the Company will not accept any oversubscriptions and will scale back applications received for Shortfall Shares on a pro-rata basis having regard to the number of Shortfall Shares applied for by each Eligible Shareholder.

In the event of an application for Shortfall Shares not being accepted, including because of a scale back, the application monies received for an unsuccessful application for Shortfall Shares (or the applicable portion if the application is partly successful) will be refunded to the Applicant, without interest, as soon as practicable.

No Shortfall Shares will be issued to an Applicant if to do so would, to the extent of the knowledge of the Company, result in a breach of the ASX Listing Rules or the restrictions on obtaining or increasing relevant interests of greater than 20% of the Company's issued voting shares under Chapter 6 of the Corporations Act or would otherwise be contrary to the Corporations Act or the ASX Listing Rules.

4.10 Underwriting

The Offer is fully underwritten by Shaw and Partners Limited (**Underwriter**). The Underwriter has agreed to fully underwrite the Offer on the terms set out in the Underwriting Agreement between the Company and the Underwriter dated 29 November 2016.

Any Shortfall Shares that are not subscribed for by Eligible Shareholders under the Shortfall Offer will be issued to the Underwriter in accordance with the Underwriting Agreement. The material terms of the Underwriting Agreement are briefly summarised below:

- (a) The obligation of the Underwriter to underwrite the Offer is subject to certain termination events. The Underwriter may terminate its obligations under the Underwriting Agreement on the occurrence of certain events. A summary of these events is set out in Section 6.9.
- (b) The Underwriter will receive an underwriting fee of \$180,000.
- (c) The Underwriter is entitled to reimbursement of all reasonable costs and expenses.

- (d) The Company has agreed to indemnify the Underwriter against its losses in connection with the Offer.
- (e) The Underwriting Agreement also provides that the Underwriter may appoint sub-underwriters.
- (f) The Underwriting Agreement also contains a number of indemnities, representations and warranties given by the Company to the Underwriter that are standard for an agreement of this type.
- (g) The Underwriter's obligations to underwrite the Offer is subject to the takeovers provisions in Chapter 6 of the Corporations Act.

4.11 ASX listing

Application for Official Quotation of the Shares offered pursuant to this Offer Document will be made in accordance with the timetable set out at the commencement of this Offer Document.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Offer or an interest in the Company.

4.12 Allotment

Shares issued pursuant to the Offer will be allotted in accordance with the ASX Listing Rules and timetable set out in section 1.2 of this Offer Document.

Additional Shares issued will be allotted on a progressive basis. Where the number of Shares issued is less than the number applied for, or where no allotment is made, surplus Application Monies will be refunded (without interest) as soon as practicable after the closing date of the Offer.

Pending the allotment and issue of the Shares or payment of refunds under this Offer Document, all Application Monies will be held by the Company on trust for the Investor in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Investor waives the right to claim interest.

Holding statements for Shares issued under the Offer and the Additional Shares will be mailed in accordance with the ASX Listing Rules and the timetable set out in section 1.2 of this Offer Document.

4.13 Offer Document and the Corporations Act

This Offer Document is issued pursuant to section 708AA of the Corporations Act without disclosure to investors under Part 6D.2 of the Corporations Act.

Accordingly, neither this Offer Document nor the Entitlement and Acceptance Form are required to be lodged or registered with ASIC and no prospectus for the offer will be prepared. In general terms, section 708AA permits certain companies to undertake rights issues without being required to use or provide to shareholders a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Document is significantly less than the level of disclosure required in, and what you would ordinarily expect in, a prospectus.

(a) ASIC relief

One of the conditions for a rights issue without disclosure pursuant to section 708AA(2)(c) is that trading in the class of securities on a prescribed financial market on which they are quoted was not suspended for more than a total of 5 days during the shorter of the period during which the class of securities is quoted and the period of 12 months before that day on which the offer is made.

The Company's securities were suspended from trading for approximately three and a half months from 30 November 2015 to 15 March 2016, when the Company completed its

backdoor listing on ASX, and therefore the Company does not technically satisfy this condition set out in section 708AA(2)(c).

On 29 November 2016, the Company was granted relief by ASIC in the context of section 708AA(2)(c) as follows:

"Chapter 6D of the Act applies to an offer for sale of securities in buyMyplace.com Limited ACN 132 204 561 (the Company) as if subparagraph 708AA(2)(c)(ii) of the Act were modified by deleting the words "12 months" and substituting the words "8 months and 14 days".

(b) **Cleansing Notice**

In accordance with the conditions imposed on the Company by section 708AA of the Corporations Act, the Company provided ASX with a notice that complied with the requirements of section 708AA(7) on 30 November 2016. The notice was required to:

- (i) set out information that had been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules and that Investors and their professional advisers would reasonably require, and would reasonably expect to find in a disclosure document, for the purpose of making an informed assessment of:
 - (A) assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (B) the rights and liabilities attaching to the Shares offer under this Offer Document; and
- (ii) state the potential effect of the issue of the Shares offer under this Offer Document on the control of the Company and the consequences of that effect.

4.14 Overseas Shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Offer Document.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

The Offer is being made in New Zealand pursuant to the *Securities Act (Overseas Companies) Exemption Notice 2013*.

The Offer Document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. It is not a product disclosure statement or disclosure document under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement or disclosure document under New Zealand law is required to contain.

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

4.15 Enquiries

Any questions concerning the Offer should be directed to Matthew Driscoll or the Company Secretary, Melanie Leydin on 1300 289 697.

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5. Use and effect of the Offer

5.1 Use of funds raised

The Offer will raise up to approximately \$3,000,000.

The funds raised from the Offer before costs and expenses will be approximately \$3,000,000, which is planned to be used for potential strategic acquisitions, on-going working capital requirements and costs associated with the offer (assuming the Offer is fully subscribed):

The above paragraph is a statement of current intentions as at the date of this Offer Document. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied.

5.2 Effect of the Offer

The principal effect of the Offer will be to:

- (a) increase the cash reserves and issued capital by up to approximately \$2,780,000 immediately after completion of the Offer prior to deducting the estimated expenses of the Offer; and
- (b) increase the total number of Shares on issue from 55,142,562 to up to 63,593,270 following completion of the Offer, subject to none of the following unlisted securities on issue in the Company being converted into Shares prior to the Closing Date:
 - (i) 7,500,000 director options;
 - (ii) 6,150,000 employee options;
 - (iii) 1,875,000 options; and
 - (iv) 15,525,000 performance rights.

Please see section 5.3 of this Offer Document for further details.

5.3 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming all Shares offered under the Offer Document are issued, is set out below.

Shares	Number
Shares on issue as at date of Offer Document	55,142,562
Shares offered pursuant to the Offer	8,450,708
Total Shares on issue after completion of the Offer	63,593,270

Options	Number
Options on issue as at date of the Offer Document:	
• \$0.25 director options expiring on 28 February 2021	2,500,000
	2,500,000

Options	Number
• \$0.30 director options expiring on 28 February 2021	
• \$0.35 director options expiring on 28 February 2021	2,500,000
• \$0.25 employee options expiring on 28 February 2021	1,750,000
• \$0.30 employee options expiring on 28 February 2021	1,750,000
• \$0.35 employee options expiring on 28 February 2021	1,750,000
• \$0.25 options expiring on 28 February 2021	625,000
• \$0.30 options expiring on 28 February 2021	625,000
• \$0.35 options expiring on 28 February 2021	625,000
• \$0.25 employee options expiring on 9 August 2021	300,000
• \$0.30 employee options expiring on 9 August 2021	300,000
• \$0.35 employee options expiring on 9 August 2021	300,000
Total unlisted options on issue after completion of the Offer*	15,525,000

* Presuming none of these options are exercised prior to the Closing Date

Performance Rights	Number
Performance rights on issue as at date of the Offer Document:	
• Tranche 1 expiring 30 June 2019 (24 month escrow)	2,500,000
• Tranche 2 expiring 30 June 2019 (24 month escrow)	2,500,000
• Tranche 3 expiring 30 June 2019 (24 month escrow)	2,500,000
• Tranche 1 expiring 30 June 2019	2,050,000
• Tranche 2 expiring 30 June 2019	2,050,000
• Tranche 3 expiring 30 June 2019	2,050,000
• Tranche 1 (B) expiring 30 June 2019 (24 month escrow)	625,000
• Tranche 2 (B) expiring 30 June 2019 (24 month escrow)	625,000
• Tranche 3 (B) expiring 30 June 2019 (24 month escrow)	625,000
Total performance rights on issue after completion of the Offer	15,525,000

5.4 Effect on control of the Company

The issue of the Shares under the Offer will have no immediate effect on the control of the Company. However, Shareholders should note that if they do not participate in the Offer, and the Offer and any Shortfall is fully subscribed, their holdings could be diluted by up to approximately 13.29%. Examples of how the dilution may impact Shareholders are set out in the table below:

Holder	Holding as at Record date	% at Record Date	Entitlements under the Offer	Holdings if Offer not taken up	% post Offer
Shareholder 1	12,000,000	21.76%	1,839,024	12,000,000	18.87%
Shareholder 2	4,000,000	7.25%	613,008	4,000,000	6.29%
Shareholder 3	1,000,000	1.81%	153,252	1,000,000	1.57%

Notes:

1. The table assumes that the Offer, and any Shortfall, is fully subscribed.
2. The table assumes that the Company's existing 15,525,000 unlisted options, summarised in section 5.3, are not exercised.
3. The table assumes that the Company's existing 15,525,000 performance rights, summarised in section 5.3, are not converted into Shares.
4. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are placed as Additional Shares or through the issue of Shortfall Shares. In the event all Entitlements are not accepted and some or all of the resulting Shortfall is not subsequently placed, the dilutionary impact for each Shareholder not accepting their Entitlement would be a lesser percentage.

5.5 Details of substantial holders

Based on publicly available information as at the close of trading on 28 November 2016, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares as at the date of this Offer Document	% Shares as at the date of this Offer Document	Shares if all Entitlements are accepted	% Shares if all Entitlements are accepted and no other shareholder entitlements are accepted
Changing Places Real Restate Consultants Pty Ltd	7,183,024	13.03%	8,283,837	14.49%
KM Custodians Pty Ltd	6,000,000	10.88%	6,919,513	12.10%

If a substantial holder of the Company does not participate in the Offer, and the Offer and any Shortfall is fully subscribed, their holding will be diluted.

6. Risk factors

6.1 Introduction

An investment in the Company is not risk free and should be regarded as speculative.

There are specific risks which relate directly to the Company's activities. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares and the underlying Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed and do not take into account the individual circumstances of Shareholders.

The Directors strongly recommend potential Investors to consider the risk factors described below, together with information contained elsewhere in this Offer Document and consult with their professional advisers before deciding whether to apply for Shares under this Offer Document.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

6.2 Specific risks

(a) Rate of online migration

The commission free real estate segment in Australia is currently small and consequently future growth of buyMyplace may require the segment to expand in size and proportion of the total market. Any reduction or cessation in the rate of property vendors migrating to sell their property online via a commission free real estate portal may reduce buyMyplace's future revenues.

(b) Licensing risk

BuyMyplace's wholly owned subsidiary Buymyhome (Agency) Pty Ltd holds real estate licences in each State of Australia, other than Tasmania where the licence is held directly by buyMyplace. In addition Mr Cameron Fisher, a Proposed Director, is also a licensed real estate agent and ensures compliance with licensing provisions in each State in which buyMyplace operates its business from. Maintenance of these licences will be dependent upon compliance with their terms. There is a risk that if the Company does not comply with terms of these licences they could be forfeited which would have a significant negative consequence to the Company.

(c) Reliance on key personnel

The responsibility of overseeing the day to day operations and the strategic management of the Company and buyMyplace depend substantially on their senior management and key personnel. There can be no assurance given that there will be no detrimental impact on the Company or buyMyplace if one or more of these employees cease their employment or if one or more of the Directors leaves the Board.

(d) Supplier risk

BuyMyplace sources a number of products and services from outsourced suppliers. Examples include the listing of customer's homes on third party real estate portals and the delivery and installation of "For sale" boards of customer's homes. Any material changes in trading terms and/or supply from outsourced suppliers may impact

buyMyplace's ability to provide the current suite of products and services to its customers at the current pricing and gross margin.

(e) **Technology risk**

BuyMyPlace's business relies upon customers accessing the buyMyplace website, which is hosted by Agent Point, a company providing website design and hosting services to a number of real estate companies in Australia. Any interruption to the daily service, operation and maintenance of this website plus failure or delay to continue to develop new functionality to the website may have a material impact on buyMyplace's current and future revenues and market share. BuyMyplace also relies on a number of management information systems to enable the efficient running of the business. Whilst standard back-up, storage and recovery procedures are implemented, including offsite storage of back-up data, any event that causes harm or destroys the original and back-up data may have a material impact on the Company's ability to maintain continuous operations for the period of time required to remedy the cause of business interruption.

(f) **Security risk**

BuyMyplace relies upon the security of its management information systems, payment systems, website and customer database. Any breaches of security including cyber-attacks to the website or database that may cause damage, loss of operation or access to customer records by unauthorised parties could cause material impact or interruption to buyMyplace's continuous operation and therefore financial results. Damage, loss or misuse of customer records may cause a loss of confidence in buyMyplace by its customers as well as reputational damage.

(g) **Increased competition**

Any increase in competition in the market from entry of new or existing providers may impact buyMyplace's market position and have an adverse effect on its earnings.

6.3 General risks

(a) **Economic risks and market conditions**

Factors, such as, but not limited to, world economic conditions, political instability, property market trends, interest rates, exchange rates, inflation levels, industrial disruption, environmental impacts, international competition, taxation changes and legislative or regulatory changes may all have an adverse impact on our revenues, operating costs, profit margins and Share price. These factors are beyond the control of the Company and the Company cannot predict how they will impact its business.

(b) **Additional requirements for capital**

Further funds may be required for the Company to achieve its current objectives. Additional equity financing may be dilutive to Shareholdings and debt financing, if available, may involve restrictions on financing and operating activities. There are no assurances that additional financing will be available on terms acceptable to us, or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its proposed growth.

(c) **Implications of Chapter 6 of the Corporations Act**

Shareholders may be prevented from acquiring Shares under this Offer Document where to do so would contravene the takeovers prohibition in section 606 of the Corporations Act. Section 606 prohibits a person from acquiring a "relevant interest" (as defined in the Corporations Act) in issued voting shares in a listed company if, because of the transaction, that person's or someone else's voting power in the listed company increases from 20% or below to more than 20% or from a starting point that is above 20% and below 90%, unless an exception applies. There are various exceptions to the general prohibition. However, there is no guarantee that an

exception would be available in the relevant circumstances and, even if an exception was potentially available, there is a risk that the exception could not be relied upon without significant cost or delay.

Additional information

6.4 Continuous disclosure obligations

The Company is listed on the ASX and its Shares are quoted on the ASX under the code: BMP. The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) , which require it to disclose to ASX any information of which it is or becomes aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of the Company's securities.

This Offer Document is issue pursuant to section 708AA of the Corporations Act without disclosure to investors under Part 6D.2 of the Corporations Act. Given that the Company's securities were suspended from trading for more than 5 trading days in the lead up to its backdoor listing on ASX, which completed on 15 March 2016, ASIC granted the Company relief to vary a condition of the rights issue the subject of the Offer imposed by section 708AA(2)(c). Further detail of this ASIC relief is set out in section 4.13(a) of this Offer Document.

This Offer Document is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus or other disclosure document that is required to satisfy the Corporations Act. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Offer Document which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

6.5 Market price of Shares

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date this Offer Document and the respective dates of those sales were:

Highest	\$0.47	01/11/2016
Lowest	\$0.30	02/09/2016
Last	\$0.37	28/11/2016

6.6 Interests of Directors

The interests of the Directors hold either directly or through their controlled entities in the securities of the Company as at the date of this Offer Document are as follows:

Director	Shares	Options	Performance Rights	Entitlement (Shares)
Mr. Matthew Driscoll	2,658,911	1,875,000	1,875,000	407,484
Mr Cameron Fisher	7,270,324	1,875,000	1,875,000	1,114,192
Mr. Peter Butterss	2,991,236	1,875,000	1,875,000	458,413
Mr. Robert Kipp	1,377,422	1,875,000	1,875,000	211,093

Director	Shares	Options	Performance Rights	Entitlement (Shares)
Mr. Paul Spottiswood	250,000	82,720	82,720	38,313

*In addition to the above Shares, Mr C Fisher also holds 4,362,195 deferred consideration shares in related parties in which C Fisher has an interest. Mr P Butterss also holds an additional 1,794,741 in deferred consideration shares in related parties in which P. Butterss has an interest.

The Board recommends all Eligible Shareholders take up their Entitlements.

6.7 Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

6.8 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company currently operates an electronic issuer-sponsored register and an electronic CHES sub-register. The two sub-registers together will comprise the Company's register of Shares.

The Company will not issue certificates. Investors who are allotted Shares under this Offer Document will be provided with a transaction confirmation statement which sets out the number of Shares allotted to the Investor. Investors who elect to hold Shares on the issuer-sponsored sub-register will be provided with a holding statement (similar to a bank account statement) which sets out the number of Shares allotted to the Shareholder under this Offer Document. For Investors who elect to hold their Shares on the CHES sub-register, the Company will issue an advice that sets out the number of the Shares allotted to the Investor under this Offer Document. At the end of the month of allotment, CHES, acting on behalf of the Company, will provide those Shareholders with a holding statement that confirms the number of Shares held and any transactions during that month.

A holding statement (whether issued by CHES or the Company) will also provide details of the applicable Holder Identification Number in case of a holding on the CHES sub-register or Reference Number in case of a holding on the issuer-sponsored sub-register. Following distribution of these initial holding statements, a holding statement will also be provided to each Shareholder at the end of any subsequent month during which the balance of that Shareholder's holding of securities in the Company changes.

A Shareholder may request a holding statement at any other time. However, a charge may be imposed by the Share Registry for additional statements.

6.9 Events for termination of the Underwriting Agreement

The Underwriter may terminate its obligations under the Underwriting Agreement on the occurrence of any of the following events:

- (a) **(Index fall)** The S&P/ASX 300 Index published by ASX is at any time up to and including the Settlement Date at a level that is 10% or more below its level as at 5.00pm on the ASX trading day immediately preceding the date of this agreement and remains below that level for a period of three consecutive Business Days or until the close of Business on the day prior to the Closing Date.
- (b) **(Offer Documents)**
 - (i) Any Offer Document, or any amendment or supplement to any Offer Document, is issued or distributed by or on behalf of the Company with its

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prior consent or knowledge, in a form and substance that has not been approved in writing by the Underwriter;

- (ii) any adverse new circumstance arises or becomes known which, if known at the time of issue of any of the Offer Documents, would have been included in the Offer Documents in order to avoid a contravention of section 1041H of the Corporations Act;
 - (iii) any Offer Document is or becomes false, misleading or deceptive (including by way of omission);
 - (iv) any Offer Document does not contain all information required to comply with the Corporations Act and all other applicable laws;
 - (v) any forecasts, guidance, forward looking statements, expressions of opinion, intention or expectation contained in the Offer Documents are not based on reasonable assumptions or do not have a reasonable basis;
 - (vi) an Offer Document or any aspect of the Offer does not or ceases to comply in any respect with the Corporations Act, the Listing Rules, the ASX Approvals, or any other applicable law or regulation.
- (c) **(Closing Certificate)** The Company fails to provide a Closing Certificate to the Underwriter as and when required by this agreement or a Closing Certificate given by the Company is false, misleading, deceptive or inaccurate.
- (d) **(Material adverse change)** There is a material adverse change, or any development involving or that may result in a prospective material adverse change, in the condition, financial or otherwise, or in the assets, liabilities, earnings, business, results of operations, management or prospects of the Company or a member of the Group, or affecting or relating to the industry in which the Company or a member of the Group operates, from that disclosed to the Underwriter prior to the date of this agreement or disclosed in the Offer Documents or Public Information.
- (e) **(ASIC action) ASIC:**
- (i) applies for an order under Part 9.5 of the Corporations Act in relation to the Offer or any Offer Document, unless that application is not made public and is withdrawn by the earlier of:
 - (A) 6.00pm on the second Business Day after it is made; and
 - (B) 8.00am on the Settlement Date;
 - (ii) holds, or gives notice of intention to hold, a hearing or investigation in relation to the Offer or any Offer Document under the Corporations Act or the Australian Securities and Investments Commission Act 2001 (Cth), unless that hearing, or notice, is not made public and is terminated (in the case of a hearing) or withdrawn (in the case of a notice) by the earlier of:
 - (A) 6.00pm on the second Business Day after it is made; and
 - (B) 8.00am on the Settlement Date; or
 - (iii) prosecutes or gives notice of an intention to prosecute, or commences proceedings or gives notice of an intention to commence proceedings against, the Company, any member of the Group or any of their respective directors, officers, employees or agents in relation to the Offer or any Offer Document.

- (f) **(Withdrawal)** The Company withdraws the Offer or the Offer fails to proceed.
- (g) **(Listing)** The Company ceases to be admitted to the Official List.
- (h) **(Suspension)** Trading in Shares on the financial market operated by ASX is suspended (other than with the prior written consent of the Underwriter), or the Shares cease to be officially quoted.
- (i) **(ASX approval)** ASX does not approve the granting of official quotation to the Offer Shares unconditionally or subject only to conditions acceptable to the Underwriter (acting reasonably) before 10.00am on the Allotment Date or if granted, any such approval is subsequently withdrawn, qualified (other than by conditions acceptable to the Underwriter, acting reasonably) or withheld (or ASX indicates to the Company or the Underwriter that any such approval is likely to be withdrawn, qualified or withheld).
- (j) **(Debt facilities)**
- (i) Without the prior written consent of the Underwriter, any of the Group's material debt or financing arrangements granted by any lender or financier of the Group is terminated, withdrawn, revoked, amended or varied;
 - (ii) the Company or a member of the Group breaches, or defaults under, any provision, undertaking, covenant or ratio of a material debt or financing arrangement or any related documentation to which that entity is a party;
 - (iii) an event of default, potential event of default, review event, or event which gives a lender or financier to the Company or a member of the Group the right to accelerate or require repayment of the debt or financing, or other similar material event, occurs under or in respect to any such debt or financing arrangement or related documentation; or
 - (iv) any lender or financier of the Group gives notice to the Company or member of the Group, or otherwise takes any action, to terminate any material debt or financing arrangements of the Group or enforce their rights under any material debt or financing arrangements or related documentation to which that entity is a party or exercises or enforces any security over any assets of the Group.
- (k) **(Insolvency of Company)** An Insolvency Event occurs in respect of the Company.
- (l) **(Timetable)** An event specified in the Timetable is delayed for more than five Business Days without the prior written consent of the Underwriter.
- (m) **(ASIC determination)** ASIC makes a determination under section 708AA(3) of the Corporations Act with respect to the Company.
- (n) **(Disclosure document required)** The Underwriter reasonably forms the view that a disclosure document or product disclosure statement is required to be issued by the Company in accordance with the Corporations Act in order for the Offer to be made;
- (o) **(Defective notice required but not issued)** The Underwriter reasonably forms the view that a notice under section 708AA(10) of the Corporations Act is required and the Company fails to provide such notice to the ASX in accordance with the Corporations Act.
- (p) **(Share transactions)** The Company does any of the following without the prior written consent of the Underwriter:
- (i) converts all or any of its Shares into a larger or smaller number of Shares;
 - (ii) resolves to reduce its share capital in any way;
 - (iii) enters into a buy-back agreement;

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- (iv) resolves to approve the terms of a buy-back agreement under section 257C(1) or 257D(1) of the Corporations Act;
 - (v) issues Shares (other than to the extent it is committed to do so on the exercise of options currently on issue at the date of this agreement), or grants an option over its Shares, or agrees to make such an issue or grant such an option;
 - (vi) issues, or agrees to issue, convertible notes;
 - (vii) disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property;
 - (viii) enters into, or varies, any agreement or commitment which is material in the context of the Group or which contains a substantial or onerous obligation for the Group; or
 - (ix) Encumbers, or agrees to Encumber, the whole, or a substantial part, of its business or property.
- (q) **(ASX Approvals)** ASX withdraws, revokes or amends any of the ASX Approvals.
 - (r) **(Takeovers Panel proceedings)** The Takeovers Panel makes a declaration of unacceptable circumstances in relation to the Offer.
 - (s) **(Disclosures in Due Diligence Report)** The Due Diligence Report, Verification Materials or other Due Diligence Results or any other information supplied by or on behalf of the Company to the Underwriter is or becomes misleading or deceptive, including by way of omission.
 - (t) **(Insolvency of a member of the Group)** An Insolvency Event occurs in respect of a member of the Group (other than the Company), or any act occurs or any omission is made which may result in the occurrence of any such Insolvency Event.
 - (u) **(Breach)** The Company fails to perform or observe any of its material obligations under this agreement or there is a breach of any representation or warranty given by the Company under this agreement.
 - (v) **(Contravention)** The Company or any other member of the Group contravenes:
 - (i) any law, regulation, Authorisation, ruling, consent, judgment, order or decree of any Government Agency (including any legally binding requirement of ASIC or ASX);
 - (ii) the Constitution or another constituent document;
 - (iii) the Listing Rules;
 - (iv) the terms of the ASX Approvals;
 - (v) an Encumbrance or document which is binding on:
 - (vi) the Company or other member of the Group (as applicable); or
 - (vii) an asset of the Company or other member of the Group (as applicable); or
 - (viii) any contract which is material to the business of the Company or the member of the Group (as applicable) or the Group as a whole.

- (w) **(Unauthorised public statements)** The Company issues a public statement concerning the Offer which has not been approved by the Underwriter in breach of this agreement.
- (x) **(Hostilities)** In respect of any one or more of Australia, the United States of America, any member state of the European Union, Indonesia, Japan, Russia, the People's Republic of China (including Hong Kong), New Zealand, Singapore, Malaysia, North Korea or South Korea:
- (i) hostilities not presently existing commence (whether or not war has been declared);
 - (ii) a major escalation in existing hostilities occurs (whether or not war has been declared);
 - (iii) a declaration is made of a national emergency or war; or
 - (iv) a significant act of terrorism is perpetrated.
- (y) **(Change in law)** There is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of the Commonwealth of Australia or any State or Territory of Australia a new law, or the Government of Australia or any State or Territory of Australia, the Reserve Bank of Australia, or any Minister or other Government Agency of Australia or any State or Territory of Australia, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of this agreement).
- (z) **(Adverse change in financial markets)** Any of the following occurs:
- (i) any material adverse change or disruption to the political or economic conditions or financial markets of Australia, New Zealand, Hong Kong, Singapore, the United Kingdom, the United States of America, any member state of the European Union or the international financial markets;
 - (ii) a general moratorium on commercial banking activities in Australia, New Zealand, Hong Kong, Singapore, the United Kingdom, the United States of America or any member state of the European Union is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries; or
 - (iii) trading in all securities quoted or listed on ASX, the New Zealand Exchange, the Hong Kong Stock Exchange, the London Stock Exchange or the New York Stock Exchange is suspended or limited in a material respect.
- (aa) **(Possible insolvency of Company)** Any act occurs or any omission is made which may result in the occurrence of an Insolvency Event in respect of the Company.
- (bb) **(Change in management)** Any director or any member of the senior management of the Company dies or becomes permanently incapacitated.
- (cc) **(Regulatory action)**
- (i) A director or any member of the senior management of the Company is charged with a criminal offence relating to any financial or corporate matter;
 - (ii) any director of the Company is disqualified under the Corporations Act from managing a corporation; or
 - (iii) any Government Agency commences any investigation, public action or hearing against the Company, any other member of the Group or any of their respective directors or member of senior management, or publicly announces that it intends to take any such action.

6.10 Privacy Act

If you complete an application for Shares, you will be providing personal information to the Company (directly or by the Share Registry). The Company collects, holds and will use that information to assess your application, service your needs as a holder of equity securities in the Company, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or the Share Registry if you wish to do so at the relevant contact numbers set out in this Offer Document.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process the application.

6.11 CORPORATE DIRECTORY

Directors

Matthew William Driscoll
Chairman and Non-Executive Director

Robert Kipp
Non-Executive Director

Cameron Rutherford Fisher
Executive Director

Peter Butterss
Non-Executive Director

Paul Ieuan Spottiswood
Non-Executive Director

Registered Office

8-12 Alma Road, St Kilda
VIC 3182

Telephone: 1300 289 697
Facsimile: +61 3 9686 8881
Website: www.buyMyplace.com.au

Share Registry

Boardroom Pty Ltd
Level 12, 225 George Street,
Sydney, NSW
Australia, 2000

Telephone: (02) 9290 9600

Company Secretary

Melanie Jaye Leydin

Legal adviser

Gadens
Level 25, Bourke Place
600 Bourke Street
MELBOURNE VIC 3000

7. Definitions

AEDT means Australian Eastern Daylight Time.

Additional Shares means Shares in addition to an Eligible Shareholder's Entitlement for which an Applicant applies for pursuant to an Entitlement and Acceptance Form.

Applicant means an Eligible Shareholder who applies for Shares pursuant to the Offer or who applies for Additional Shares.

Application Monies means monies received by the Company from Applicants with respect to the Entitlement and Acceptance Form.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires.

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHESS.

BMP Business means the business conducted by BuyMyHome Pty Ltd (ACN 126 563 746)

Board means the board of Directors of the Company unless the context indicates otherwise.

Business Day means a day that is not a Saturday, Sunday or a public holiday in Melbourne, Victoria.

Closing Date means the date specified in the timetable set out at the commencement of this Offer Document (unless extended).

Company means buyMyplace.com.au Limited ACN 132 204 561.

Constitution means the constitution of the Company as at the date of this Offer Document.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company as at the date of this Offer Document.

Eligible Shareholder means a Shareholder who has a registered address in Australia or New Zealand.

Entitlement means the entitlement of an Eligible Shareholder who is eligible to participate in the Offer.

Entitlement and Acceptance Form means the entitlement and acceptance form either attached to or accompanying this Offer Document.

Issue Price means \$0.355 per Share.

Investor means an investor participating in the Offer.

Offer means the non-renounceable entitlement issue of 6.5252 Shares for each Share held by those Eligible Shareholders registered at the Record Date at the Issue Price.

Offer Document means this document under which the offer is made.

Official Quotation means official quotation on ASX.

Record Date means the date specified in the timetable set out at the commencement of this Offer Document.

Share means a fully paid ordinary share in the capital of the Company.

Share Registry means Boardroom Pty Limited.

Shareholder means a holder of a Share.

Shortfall means the Shares for which valid Entitlement and Acceptance Forms have not been received by the Closing Date.

Shortfall Application Form means the shortfall application form either attached to or accompanying this Offer Document.

Shortfall Offer means the offer of Shortfall Shares on the terms set out in section 4.9 of this Offer Document.

Shortfall Shares means those Shares issued pursuant to the Shortfall.

Underwriter means Shaw and Partners Limited (ACN 003 221 583).

Underwriting Agreement means the agreement between the Company and the Underwriter to fully underwrite the Offer dated 29 November 2016.

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RIGHTS ISSUE ENTITLEMENT AND ACCEPTANCE FORM

Entitlement No.

Subregister

SRN/HIN.

Number of Shares held at 7pm
(Sydney time) on 5 December
2016

Offer Closes: 5pm (Sydney time) 15 December 2016

NON-RENOUNCEABLE ISSUE OF UP TO 8,450,708 NEW SHARES AT AN ISSUE PRICE OF \$0.355 EACH ON THE BASIS OF 1 NEW SHARE FOR EVERY 6.5252 ORDINARY SHARES HELD, PAYABLE IN FULL UPON ACCEPTANCE OF THIS OFFER.

A Rights Acceptance

If you wish to accept your **FULL ENTITLEMENT** please complete and return this form **WITH YOUR PAYMENT FOR THE AMOUNT SHOWN BELOW**. The return of this form by the close date with payment will constitute acceptance of the Offer. Your signature is only required when an alteration to your address is indicated by you over the page.

Entitlement to New Shares on the basis of 1 New Share for every 6.5252 Ordinary Shares held	Price Per Share	Amount Payable for Full Acceptance, at \$0.355 per New Share
	\$0.355 per Share =	

If you wish to accept **PART OF YOUR ENTITLEMENT ONLY** please complete this form showing in the box below the **NUMBER OF NEW SHARES BEING ACCEPTED** and the appropriate amount payable.

Number of New Shares accepted	Price Per Share	Amount Enclosed
	\$0.355 per Share =	\$

B Apply for Top Up Shares (if available)

If you wish to apply for additional Shares in addition to your Entitlement above please insert the number of additional Shares in the box below and the appropriate amount payable. These additional Shares will only be allotted if available.

Number of Additional Shares Applied for	Price Per Additional Share	Amount
	\$0.355 per Share =	\$

C Payment

Payment may only be made by BPAY or cheque. Cash will not be accepted via the mail or at the buyMyplace.com.au Limited Share Registry. Payments cannot be made at any bank.

Payment Option 1 - BPAY



Biller Code:
Ref:

Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.
More info: www.bpay.com.au
© Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY please contact your participating financial institution
- If paying by BPAY you do not need to return the Application Form
- If paying by BPAY the amount of your payment received in the account divided by the issue price will be deemed to be the total number of shares you are applying for.

Payment Option 2 – Cheque (Record cheque details below)

DRAWER	CHEQUE NO.	BSB NO.	ACCOUNT NO.	AMOUNT \$AUD
				\$

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to "buyMyplace.com.au Limited" and crossed "Not Negotiable".
- Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.

THIS FORM CONTINUES OVERLEAF

D Contact Details

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS
	()	()	

By submitting this Application Form or by using the BPAY facility to accept the Offer, I/We represent and warrant that I/we have read and understood the Offer Document to which this Application Form relates and declare that this Application is completed and lodged according to the Offer Document and the instructions on the reverse of the Application form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of buyMyplace.com.au Limited and agree to the terms and conditions of the Offer under this Offer Document. I/We represent and warrant that I/we have not relied on any other information provided by the Company other than as set out in this Offer Document when making my/our decision to invest.

LODGEMENT INSTRUCTIONS TO APPLICANTS

Please read these instructions carefully

ACCEPTANCE OF YOUR ENTITLEMENT IN FULL OR PART

Multiply the number of New shares for which you are accepting by \$0.355 then fill in the acceptance details, where necessary, in the space provided on the front of this form.

If you do not deal with your entitlement it will lapse at 5.00 pm (Sydney time) on 15 December 2016.

PAYMENT**Cheque or Draft**

Complete your cheque details on the front of this form and send your cheque/draft and completed form to:

Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

Telephone No. 1300 737 760 (within Australia) + 61 2 9290 9600 (International)
Facsimile No. 02 9279 0664

All cheques or drafts (expressed in Australian currency) are to be made payable to "buyMyplace.com.au Limited" and crossed "Not Negotiable".

BPAY

If you make payment using BPAY you must contact your Australian bank, credit union or building society to make this payment from your cheque or savings account. For more information: www.bpay.com.au. Refer to the front of this form for the Biller Code and Customer Reference Number. Payments must be received by BPAY before 5.00 pm (Sydney time) on 15 December 2016.

PAYMENT - OVERSEAS RESIDENTS

Overseas shareholders who are eligible to apply for shares must obtain a draft in Australian currency payable on a bank in Australia, or where the shareholder has an account with a bank in Australia, by a cheque drawn on that bank within Australia.

The Australian currency draft should be attached to your completed form and the document mailed to Boardroom Pty Limited at the above address.

OVERSEAS SHAREHOLDERS ARE ADVISED TO ENSURE THEIR DOCUMENTS ARE POSTED TO AUSTRALIA BY AIRMAIL.

Personal cheques drawn on overseas banks in Australian or any foreign currency will not be accepted. These will be returned and the acceptance deemed to be invalid.

INTERPRETATION

Terms used in this Entitlement and Acceptance Form have the same meaning as defined in the Offer Document.

CHANGES OF ADDRESS SUPPORTED BY YOUR SIGNATURE(S)

If your address is not exactly as shown, please provide details below. This is only relevant for Issuer Sponsored registered holdings. CHES holders must notify your sponsoring broker for amendments to holdings on the CHES Subregister.

CHANGE OF ADDRESS DETAILS – ISSUER SPONSORED ONLY		
SIGN HERE FOR ADDRESS AMENDMENTS:		

Shareholder 1 (Individual) /
Sole Director & Sole Company
Secretary

Joint Shareholder 2 (Individual) /
Director

Joint Shareholder 3 (Individual) /
Director/Company Secretary
(Delete one)

Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires 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. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form.

Our privacy policy is available on our website (<http://www.boardroomlimited.com.au/privacy.html>).