

17 June 2019

SHARE PURCHASE PLAN OFFER DOCUMENTS

CommsChoice Group Limited (ASX: CCG) ("CommsChoice" or the "Company") provides the attached offer documentation in respect to its recently announced partially underwritten Share Purchase Plan ("SPP Offer"), including a booklet which sets out the terms and conditions of the SPP Offer ("SPP Offer Booklet"). Baillieu Limited has partially underwritten the SPP Offer to \$1.0 million.

Each eligible shareholder under the SPP Offer is provided with the opportunity to acquire up to \$15,000 of new fully paid ordinary shares in the Company at an issue price of \$0.04 per share which is a 34.7% discount to the volume weighted average price of the Company's shares over the five ASX trading days immediately preceding the date the Offer was announced on Tuesday, 11 June 2019. The SPP Offer is available to those CommsChoice shareholders on the share register as at 7.00pm (Melbourne time) on the Record Date of Friday, 7 June 2019, and whose registered address is in Australia or New Zealand.

CommsChoice advises that the SPP Offer Booklet, together with an application form, will be mailed to eligible CommsChoice shareholders on Thursday, 20 June 2019. The Company encourages shareholders to read the SPP Offer Booklet carefully and consider the SPP Offer early as it is scheduled to close on Thursday, 18 July 2019.

No brokerage costs apply to purchases under the SPP Offer.

The Board reserves the right to scale back applications and to close the SPP Offer early. It is important that each shareholder review the SPP Offer Booklet as well as all Company information as announced to ASX.

Yours sincerely,

Peter McGrath
Interim CEO & Managing Director
CommsChoice Group Limited

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CommsChoice Group Limited

ACN 619 196 539

ASX: CCG

Share Purchase Plan Offer

This is an important document.

The Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision whether or not to accept the Offer, you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure document under the Corporations Act.

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO
US PERSONS**

1 Key offer information

Share Purchase Plan – Key dates

Event	Description	Date
Record Date	The date on which CommsChoice Group determines Eligible Shareholders, being the business day prior to CCG's announcement of the Share Purchase Plan	7:00 pm (Melbourne time) on Friday, 7 June 2019
Announcement Date	Share Purchase Plan announced	Tuesday, 11 June 2019
Offer opens	The date from which applications for New Shares can be submitted	10:00 am (Melbourne time) on Thursday, 20 June 2019
Offer closes	Share Purchase Plan closes	5:00pm (Melbourne time) on Thursday, 18 July 2019
Issue of New Shares	Shares issued under the Share Purchase Plan	Thursday, 25 July 2019
Quotation Commences	Shares issued under the Share Purchase Plan expected to commence trading on ASX	Friday, 26 July 2019
Despatch of holding statements	Despatch of holding statements in respect of New Shares issued under the Share Purchase Plan	Friday, 26 July 2019

The timetable is indicative only and CommsChoice Group may, at its discretion, vary any of the above dates by sending a revised timetable to ASX. The Company reserves the right to vary the dates and times set out above subject to the Corporations Act and other applicable laws.

Defined terms and abbreviations used in this document are set out in **Clause 23** of the Terms and Conditions in **Section 4**.

Important notices

The offer contained in this document is not a recommendation to purchase CommsChoice Group shares. If you are in any doubt about the Offer, you should consult your financial or other professional adviser.

If you apply to participate in the Offer by making a BPAY^{®1} payment or completing and returning the Application Form with a cheque or money order, you are accepting the risk that the market price of Shares may change between the date of this Offer and the Issue Date. This means it is possible that up to or after the Issue Date, you may be able to buy Shares at a lower price than the Offer Price.

¹ [®] Registered to BPAY Pty Limited ABN 69 079 137 518.
New Zealand based shareholders can only apply using BPAY[®] if they have an Australian bank account

Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person.

CommsChoice Group recommends that you monitor its announcements and the Share price, which can be found on the ASX website at www.asx.com.au (ASX code: CCG).

Questions

If you have any questions, please contact the offer information line on 1300 737 760 (callers within Australia) or +61 2 9290 9600 (callers outside Australia), or consult your financial or other professional adviser.

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2 Letter from the Chairman

Dear Shareholder,

CommsChoice Group Limited Share Purchase Plan Offer

On behalf of the Board, I am pleased to invite you to participate in the offer of ordinary shares in CommsChoice Group Limited ACN 619 196 539 (**CCG** or **CommsChoice Group**) under the share purchase plan established by CCG (**Offer**).

Overview of the Offer

The Offer provides you, as an 'Eligible Shareholder' of CCG (subject to certain conditions), with the opportunity to acquire up to \$15,000 of New Shares at an issue price of \$0.04 per Share, subject to the Terms and Conditions detailed in this booklet.

The issue price of \$0.04 per New Share is at a 34.7% discount to the volume weighted average price of Shares over the five ASX trading days immediately preceding the Announcement Date, Tuesday, 11 June 2019, on which CommsChoice Group Shares were traded. This is the same issue price that applied to the placement to sophisticated and professional investors (**Placement**), the first tranche of which was completed by CommsChoice on 17 June 2019 and the second tranche of which is expected to be completed on Thursday, 25 July 2019, subject to shareholder approval. Under the Offer, you may apply for New Shares from a minimum of \$1,000 up to a maximum of \$15,000.

The Offer will open at 10.00am (Melbourne time) on Thursday, 20 June 2019 and is scheduled to remain open until 5.00 pm (Melbourne time) on Thursday, 18 July 2019. CommsChoice Group may, at its discretion, vary any of the above dates by sending a revised timetable to ASX.

The Offer is partially underwritten to \$1.0 million by Baillieu Limited. However, CommsChoice Group reserves the right to accept applications under the Share Purchase Plan in excess of this amount or to scale back applications in its sole discretion. If applications are scaled back, excess funds will be returned to applicants without interest.

Should CommsChoice Group receive applications below \$1.0 million then it is this shortfall that is underwritten by Baillieu Limited, which shortfall Baillieu may also arrange to be placed to sub-underwriters.

Participation in the Offer is optional and is open to 'Eligible Shareholders' who, as at the Record Date (7.00pm (Melbourne time) on Friday 7 June 2019), were registered as holders of Shares in CommsChoice Group and whose address on the share register is in Australia or New Zealand.

If an 'Eligible Shareholder' holds Shares as a 'custodian' (as that term is defined in the Class Order), the Offer is also being made to the Custodian and, subject to a number of conditions, the Custodian has the discretion to extend the Offer to the relevant beneficiaries.

The Offer is being undertaken in conjunction with, and supplemental to, the Placement. Proceeds of the Offer (along with the Placement) will be applied to meet the restructuring and related costs and the costs of the capital raising and general working capital requirements including the costs of development of a new e-Commerce capability.

Full details of the Offer and how to participate are contained in the Terms and Conditions in **Section 4** of this document which I encourage you to read and consider carefully.

Timing Considerations

The Offer will be undertaken in accordance with the timetable as set out at page 1. However, CommsChoice Group reserves the right to vary the dates and times set out below subject to the Corporations Act and other applicable laws.

If you have any questions, please contact the offer information line on 1300 737 760 callers within Australia) or +61 2 9290 9600 (callers outside Australia), or consult your financial or other professional adviser.

Thank you for your continued support of CommsChoice Group and I invite you to consider participating in the Offer.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'John Mackay', written in a cursive style.

John Mackay
Chairman
CommsChoice Group Limited

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3 Frequently asked questions

Set out below are answers to some key questions that you may have about the Offer. This table is qualified by and should be read in conjunction with the Terms and Conditions in **Section 4**.

Question	Answer
What is the Offer?	<p>The Offer enables Eligible Shareholders to apply to purchase up to \$15,000 of Shares in CommsChoice Group at an issue price of \$0.04 per share.</p> <p>The offer price of \$0.04 per Share is at a 34.7% discount to the volume weighted average price of Shares over the five ASX trading days immediately preceding the Announcement Date, Tuesday, 11 June 2019, on which CommsChoice Group Shares were traded.</p>
Am I eligible to participate?	<p>You are eligible to participate if you fulfil the criteria set out in Clause 3 of the Terms and Conditions.</p> <p>For you to be eligible to participate in the Offer, you must have been a holder of CommsChoice Group Shares at 7.00 pm (Melbourne time) on Friday, 7 June 2019 (Record Date) and your registered address must be in Australia or New Zealand.</p> <p>If you are a nominee or Custodian holding Shares on behalf of one or more beneficial holders, you may also apply to purchase up to \$15,000 of Shares on behalf of each beneficial holder, subject to complying with the criteria set out in Clause 8.2 of the Terms and Conditions.</p>
Do I have to participate?	Participation is optional.
Can I transfer my entitlement to participate?	If you are eligible to participate in the Offer, you cannot transfer your right to purchase Shares under the Offer to anyone else.
How do I apply?	<p>To apply for Shares under the Offer you can either:</p> <p>Option 1: Pay by BPAY®</p> <p>Make payment by BPAY as shown on the Application Form. New Zealand based shareholders can only apply using BPAY if they have an Australian bank account.</p> <p>Option 2: Pay by cheque or money order</p> <p>Complete and return the enclosed Application Form together with a cheque or money order made payable to “CommsChoice Group Limited Share Purchase Plan” as shown on the Application Form.</p>
What is the maximum investment for each shareholder?	The maximum investment for each shareholder is \$15,000.
How many shares will I receive?	<p>You may apply for a parcel of shares under the Offer with one of the application amounts set out in Clause 7 of the Terms and Conditions of this document.</p> <p>The Offer Price for New Shares will be \$0.04.</p> <p>The Offer is partially underwritten to \$1.0 million by Baillieu Limited. If CommsChoice Group receives applications in excess of \$1.0 million, CommsChoice Group reserves the right to accept applications in excess of this amount or to scale back applications in its sole discretion. Details about any scale back are set out in Clause 11 of the Terms and Conditions. If applications are scaled back, excess funds will be returned to applicants without interest.</p>
When will I receive my shares?	CommsChoice Group intends to issue New Shares on Thursday, 25 July 2019 (Issue Date). Holding statements in respect of those New Shares are to be dispatched by Friday, 26 July 2019. However, these dates are indicative and CommsChoice Group may, at its discretion, vary the Issue Date by sending a revised timetable to ASX.
When can I trade allocated shares?	You can trade your New Shares after the Issue Date. However, given the possibility that applications may be scaled back, you should confirm your holding on or after the Issue Date before trading any New Shares you believe you have acquired under the Offer.
What will funds raised under the Share Purchase Plan be used for?	Proceeds of the Offer will be applied towards meeting the restructuring and related costs and the costs of the capital raising and general working capital requirements including the costs of development of a new e-Commerce capability.

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4 Terms and conditions

1 Offer

The Offer entitles eligible CommsChoice Group shareholders to apply to purchase up to \$15,000 of Shares in CommsChoice Group at an Offer Price of \$0.04 per Share (subject to scale back described further below). New Shares may be issued under the Offer only to the Eligible Shareholder to whom they are offered.

The Offer will be made on the same terms and conditions to each Eligible Shareholder. For the avoidance of doubt, all Eligible Shareholders will receive the same offer, irrespective of the number of Shares which they hold on the Record Date.

2 Establishment

The Share Purchase Plan is established pursuant to the Class Order and in accordance with ASIC Regulatory Guide 125 and the ASX Listing Rules. The Class Order grants relief from the requirement to prepare a prospectus for the offer of New Shares under the Offer, subject to the satisfaction of certain conditions.

3 Eligibility to participate

3.1 You are eligible to participate in the Offer if you were a registered holder of Shares at 7.00 pm (Melbourne time) on Friday, 7 June 2019 (**Record Date**) with an address on the share register in Australia or New Zealand, unless:

- (a) you hold Shares on behalf of another person who resides outside Australia or New Zealand; or
- (b) you are, or are acting for the account or benefit of, a US Person.

3.2 CommsChoice Group has determined that it is either unlawful or impracticable for holders of Shares with an address in jurisdictions outside Australia and New Zealand to participate in the Offer. No Offer is made to persons who are not Eligible Shareholders.

3.3 If you are the only registered holder of a holding of Shares, but you receive more than one offer (for example, due to multiple registered holdings), you may only apply in aggregate for one maximum parcel of New Shares.

3.4 Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification under **Clause 8.1(q)** by one joint holder will be effective in respect of the other joint holder(s).

3.5 If you are a Custodian for a beneficiary or beneficiaries, you may apply for one maximum parcel of New Shares for each beneficiary (or if you are a Custodian for two or more joint beneficiaries, for each such holding as if it was held by a single person). Further information in relation to how Custodians may apply for New Shares is set out in **Clause 8.2**.

3.6 Directors and employees of CommsChoice Group who hold Shares may be Eligible Shareholders.

4 Rights are non-renounceable

If you are an Eligible Shareholder, your rights under the Offer are personal to you and are non-renounceable, which means that you cannot transfer your rights to another person.

5 Offer price

The Offer Price for New Shares is \$0.04 per Share being the offer price under the Placement to sophisticated and professional investors, which was announced by CommsChoice Group on Tuesday, 11 June 2019. The Offer Price is at a 34.7% discount to the volume weighted average market closing price over the five ASX trading days immediately preceding the Announcement Date, Tuesday, 11 June 2019, on which CommsChoice Group Shares were traded.

Important Note: Shareholders should note that there is a risk that the market price of CommsChoice Group Shares may rise or fall between the date of this Offer and the date when New Shares are issued to you under the Offer. This means it is possible that, between the time you make your application and the date on which New Shares are issued pursuant to the Share Purchase Plan, you may be able to buy CommsChoice Group Shares at a lower price than the Offer Price. No cooling-off regime applies in relation to the application for or acquisition of New Shares under the Offer.

6 Timing

6.1 The Offer opens at 10.00am (Melbourne time) on Thursday, 20 June 2019 and closes at 5.00 pm (Melbourne time) on Thursday, 18 July 2019 unless extended. CommsChoice Group proposes to issue New Shares on Thursday, 25 July 2019 and send written confirmations to shareholders by Friday, 26 July 2019.

Applicants will also be able to confirm the number of New Shares issued to them via the BoardRoom's Investor Centre at <https://www.investorserve.com.au>

6.2 CommsChoice Group reserves the right to extend the Offer, or the proposed Issue Date at any time by making an announcement to ASX.

7 Applying for New Shares

7.1 You may apply for a parcel of New Shares under the Offer in increments of \$1,000. The minimum application amount is \$1,000. CommsChoice Group reserves the right to accept applications outside of these set application amounts. The maximum investment under the Offer is \$15,000.

7.2 You may not spend more than \$15,000 applying for New Shares in aggregate under the Offer, even though you may receive more than one offer, or offers in more than one capacity, under the Offer.

7.3 If you wish to apply for New Shares under the Offer you should either:

- (a) pay directly via BPAY[®] on the internet or by telephone, using your unique Customer Reference Number and the Biller Coder details on the Application Form (New Zealand based shareholders need to have an appropriate Australian bank account to apply using BPAY).² The Application Form does not need to be returned in this case; or
- (b) complete the Application Form and forward it with your payment by cheque (or money order) in Australian dollars made payable to "CommsChoice Group Limited Share Purchase Plan" to BoardRoom, at the address set out on the Application Form. A reply-paid envelope is enclosed for the convenience of Australian shareholders.

² Applicants should be aware that their own financial institution may implement earlier cut off times with respect to electronic payment, and should take this into consideration when making any electronic payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received in time.

- 7.4 Do not forward cash. Receipts for payment will not be issued.
- 7.5 Funds paid via BPAY or Application Forms (with application payments) must be received by BoardRoom by **5.00 pm (Melbourne time) on Thursday, 18 July 2019**. CommsChoice Group may reject applications received after this time. If your cheque does not clear, your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred.
- 7.6 If your Application Form or application is incomplete, contains errors or is otherwise invalid or defective, CommsChoice Group may, in its sole discretion, accept, reject, correct or amend your application, issue such number of New Shares to you as it considers appropriate, refund your application money, or take any combination of these actions. Any necessary refund will be paid to you shortly after the close of the Offer. No interest will be paid on any refunded application money.
- 7.7 You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPAY.

8 Effect of making an application

- 8.1 If you submit a BPAY payment or complete and return the Application Form:
- (a) you will be deemed to have represented and warranted that you are an Eligible Shareholder, you have read and understood these Terms and Conditions and you subscribe for New Shares in accordance with these Terms and Conditions;
 - (b) you authorise CommsChoice Group to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor details;
 - (c) you acknowledge that the market price of Shares may rise or fall between the date of this offer and the Issue Date and that the Offer Price you pay for the New Shares may exceed the market price of the Shares on the Issue Date;
 - (d) you accept the risk associated with any refund that may be dispatched to you at your address as shown on the share register;
 - (e) you are responsible for any dishonour fees or other costs CommsChoice Group may incur in presenting a cheque for payment which is dishonoured;
 - (f) you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand, and accordingly, the New Shares purchased under the Offer may not be offered, sold, delivered or transferred, at any time, within the United States of America, its territories or possessions or to, or for the account or benefit of, 'U.S. Persons' (as defined in Regulations under the US Securities Act (Regulations)) except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act;
 - (g) you represent and warrant that you are not a US Person, and are not applying under the Offer for or on behalf of a US Person;
 - (h) you represent and warrant that you have not and will not send any materials relating to the Offer to any person in the United States that is, or is acting for the account or benefit of, a US Person;
 - (i) you acknowledge that you have not been provided with investment advice or financial product advice by CommsChoice Group or BoardRoom;
 - (j) you acknowledge that you are, and each person on whose account you are acting is, an Eligible Shareholder;

- (k) you agree that your application is made on, and you agree to be bound by, these Terms and Conditions and the terms and conditions set out in the Application Form and CommsChoice Group's constitution;
- (l) you declare that all details and statements in your Application Form are true and complete and not misleading;
- (m) you acknowledge that your application is irrevocable and unconditional;
- (n) you acknowledge that that the total of the application price for the following does not exceed \$15,000:
 - (i) the New Shares the subject of the application;
 - (ii) any other Shares applied for by the holder under the Offer or any similar arrangement in the 12 months before the application;
 - (iii) any other Shares which the holder has instructed a Custodian to acquire on their behalf under the Offer; and
 - (iv) any other Shares issued to a Custodian under an arrangement similar to the Offer in the 12 months before the application as a result of an instruction given by the holder to the Custodian or another Custodian which resulted in the holder holding beneficial interests in the Shares \$15,000;
- (o) you acknowledge that you are in compliance with all relevant laws and regulations (including, without limitation, section 1043A of the Corporations Act and sections 241 to 243 of the Financial Markets Conduct Act 2013 (insider trading) and laws and regulations designed to restrict terrorism financing and/or money laundering); and
- (p) you acknowledge that you are not a 'designated person' or 'designated entity' (or other like term) for the purpose of any domestic or international law or regulation implementing United Nations sanctions; and
- (q) you certify that you have not applied for, or instructed a Custodian to apply on your behalf for, New Shares with an application price which, when aggregated with the application price for any Shares issued to you or a Custodian on your behalf under the Offer or any similar CommsChoice Group arrangement in the 12 months prior to your application, exceeds \$15,000. This certification by one joint holder of Shares will be effective in respect of the other joint holder(s).

8.2 If you are a Custodian, you certify that:

- (a) as at the Record Date, you hold Shares on behalf of one or more beneficiaries, and that those beneficiaries have instructed you to apply for New Shares;
- (b) details of the number of beneficiaries who have instructed you to apply for New Shares on their behalf, their names and addresses, the number of Shares you hold on their behalf and the number of New Shares they have instructed you to apply for are correct;
- (c) a copy of this Share Purchase Plan has been given to each beneficiary;
- (d) you have not applied for New Shares on behalf of any beneficiary with an application price which, when aggregated with the application price for any Shares issued to you on behalf of that beneficiary under the Offer or any similar CommsChoice Group arrangement in the 12 months prior to your application, exceeds \$15,000; and

- (e) you hold an Australian financial services licence that covers the provision of a custodial or depositary service (within the meaning given by Section 766E of the Corporations Act) or includes a condition requiring the holder to comply with the requirements of ASIC Class Order CO 13/763 (or is exempt from the requirement to hold an Australian financial services licence as described in the Class Order).

- 8.3 A Custodian must not participate in the Offer if their participation under the Offer would breach the Class Order.
- 8.4 Custodians wishing to participate in the Offer on behalf of one or more Beneficiaries should contact BoardRoom to obtain further information on how to apply and how to obtain a Custodian Certificate. If a Custodian holds Shares jointly on behalf of two or more Beneficiaries, the \$15,000 limit applies jointly in relation to those Beneficiaries as if the Custodian held the Shares on behalf of a single person.
- 8.5 If CommsChoice Group is not satisfied with the certification above given by the custodian (for whatever reason), CommsChoice Group cannot issue Shares to the custodian on behalf of the beneficiary.
- 8.6 Please note that if you hold Shares in the capacity of a trustee or a nominee for another person but you do not hold an Australian financial services licence of the kind described in **Clause 8.2** above and you are not exempt from the requirement to hold such a licence as described in the Class Order, you cannot participate for beneficiaries in the manner outlined in **Clause 8.2** above. In this case, the rules for multiple registered holdings as described in **Clause 3.3** apply.

9 Rights attached to the New Shares

New Shares issued under the Offer will rank equally in all respects with existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the Issue Date. CommsChoice Group will apply for the New Shares to be quoted on ASX.

10 Costs of participation

No brokerage costs apply to purchases under the SPP Offer.

11 Applications may be scaled back

- 11.1 The Share Purchase Plan is partially underwritten to \$1.0 million by Baillieu Limited. However, CommsChoice Group reserves the right to close the Offer early, accept applications under the Offer in excess of this amount or to scale back applications in its sole discretion. The aggregate number of New Shares that will be issued under the Offer will not exceed 30% of CommsChoice Group's issued Shares.
- 11.2 If applications are scaled back, CommsChoice Group may in its absolute discretion apply the scale back to the extent and in any manner that it sees fit. If there is a scale-back, Eligible Shareholders may receive less New Shares than the number of New Shares for which they applied. If the scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be issued will be rounded down to the nearest whole number of New Shares.
- 11.3 In the event of a scale back, the difference between the application monies received, and the number of New Shares issued to you multiplied by the Offer Price, will be refunded by CommsChoice Group, without interest, following the issue of the New Shares.

12 Refunds

- 12.1 Refunds pursuant to the Offer may be paid under various circumstances. For example, if applications are made incorrectly the entire payment may be refunded, or if allocations are scaled back a partial refund may be made.
- 12.2 If a refund is made, payment will be by cheque mailed to your address as shown on CCG's share register.
- 12.3 You will not receive any interest on funds refunded to you.
- 12.4 Any refund made to you is dispatched at your risk.

13 United States

- 13.1 Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person. Participation in the Offer, directly or indirectly, in violation of these restrictions is not permitted, and any such participation will be invalid.
- 13.2 This document is not an offer of securities for sale in the United States or to any person that is, or is acting for the account or benefit of, a US Person. CommsChoice Group Shares have not been, and will not be, registered under the US Securities Act and may not be offered, sold or delivered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person, except in accordance with an available exemption from registration.
- 13.3 Because of the legal restrictions summarised above, you must not send copies of any Offer materials to any of your clients (or any other person) in the United States or to any person that is, or is acting for the account or benefit of, a US Person. Consistent with the warranties set out above, you are also advised not to submit any Application Form or make payment by BPAY or otherwise in respect of the purchase of New Shares under the Offer on behalf of any of your clients (or any other person) in the United States or that is, or is acting for the account or benefit of, a US Person. Failure to comply with these restrictions may result in violations of applicable securities laws.

14 Dispute resolution

- 14.1 CommsChoice Group reserves the right to settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Offer and the decision of CommsChoice Group will be conclusive and binding on all shareholders and other persons to whom the determination relates.
- 14.2 CCG's principal objective in administering the Share Purchase Plan is to facilitate maximum participation consistent with compliance with the Class Order and all applicable laws and efficient administrative practices. The Board may adopt any administrative procedures it thinks appropriate (from time to time) in relation to the Share Purchase Plan.

15 Waiver, amendment, suspension and termination

- 15.1 CommsChoice Group may, in its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions or suspend, withdraw or terminate the Offer at any time. Any such waiver, amendment, variation, suspension, withdrawal or termination will be binding on all Eligible Shareholders even where CommsChoice Group does not notify you of the event.

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15.2 CommsChoice Group is not liable for loss, cost or expense arising out of any exercise of its discretions under these Terms and Conditions.

16 ASIC relief

16.1 The Offer is made in accordance with the Class Order. The Class Order grants relief from the requirement to prepare a prospectus for the offer of New Shares up to \$15,000 under the Offer, subject to certain terms and conditions.

17 Governing law

These Terms and Conditions are governed by the laws in force in Victoria.

18 Binding terms

By accepting the offer to purchase New Shares under the Offer, you agree to be bound by these Terms and Conditions and the constitution of CommsChoice Group.

19 No Financial Product Advice

CommsChoice Group is not licensed to provide financial product advice in relation to the New Shares issued under the Offer. No cooling off regime applies in respect of the acquisition of New Shares under the Offer (whether the regime is provided for by law or otherwise). Eligible Shareholders should obtain their own advice on whether or not to participate in the Share Purchase Plan.

20 Partial Underwriting

The Offer is partially underwritten by Baillieu Ltd to \$1.0 million.

21 Reliance on Terms and Conditions

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

Nothing in these Terms and Conditions constitutes financial or investment advice. In deciding whether or not to participate in the Share Purchase Plan, you should rely on your own knowledge of CommsChoice Group, refer to disclosures made by CommsChoice Group to ASX (which are available for inspection on ASX's website at www.asx.com.au and on CommsChoice Group website at <https://www.commschoice.com/about/investors/asx-announcements>) and seek the advice of your professional adviser.

22 Privacy Notification

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

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

CommsChoice Group and BoardRoom are bound by the *Privacy Act 1988* (Cth) in relation to the collection, use and disclosure of any personal information about you. Chapter 2C of the Corporations Act requires personal information about you as a shareholder (including your name, address and details of the Shares you hold) to be

included in the public register of the entity in which you hold Shares. If we are unable to collect this personal information about you, you will be unable to participate in the Offer. This personal information must continue to be included in the public register if you cease to be a shareholder.

23 Definitions

In this document the following terms have these meanings:

Definition	Meaning
Application Form	The application form which accompanies this document.
ASIC	The Australian Securities and Investments Commission.
ASX	ASX Limited or the Australian Securities Exchange, as the context requires.
Board	The board of directors of CCG from time to time.
BoardRoom	BoardRoom Pty Limited ABN 14 003 209 836.
CommsChoice Group or CCG	CommsChoice Group Limited ACN 619 196 539.
Class Order	ASIC class order CO 09/425.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Custodian	has the meaning given in paragraph 14 of the Class Order.
Custodian Certificate	A certificate complying with paragraph 9 of the Class Order.
Eligible Shareholder	A person who is eligible to participate in the Offer in accordance with Clause 3 of the Terms and Conditions.
Issue Date	The date the New Shares are issued, expected to be [Thursday, 25 July 2019].
New Shares	The Shares offered in the Share Purchase Plan Offer.
Offer	The offer of New Shares under the Share Purchase Plan Offer to Eligible Shareholders.
Offer Price	\$0.04 per New Share, being the same issue price as Shares issued under the Placement to sophisticated and professional investors.
Placement	The placement of Shares announced by CCG on 11 June 2019.
Record Date	7.00pm (Melbourne time), Friday, 7 June 2019.
Share Purchase Plan	The Share Purchase Plan the subject of this document.
Shares	Fully paid ordinary shares in CommsChoice Group.
Terms and Conditions	The terms and conditions of the Offer set out in Section 4 of this Share Purchase Plan Offer.
US Person	A "U.S. person" as defined in <i>Regulation S</i> under the <i>US Securities Act of 1933</i> .
US Securities Act	<i>US Securities Act of 1933 as amended</i> .

For personal use only

Record Date: 7.00pm (Melbourne time) 7 June 2019

Open Date: 20 June 2019

Closing Date: 5.00pm (Melbourne time) 18 July 2019

SPP Issue Price: A\$0.04

DPID

«NameAddress_1»

«NameAddress_2»

«NameAddress_3»

«NameAddress_4»

«NameAddress_5»

«NameAddress_6»

Barcode

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

This is an important document which requires your immediate attention. It can only be used in relation to the shareholding represented by the details below. If you are in doubt as to how to deal with this document, please contact your professional adviser. Terms not defined in this Application Form have the meaning given in the Offer Booklet, dated 17 June 2019, accompanying this Application Form.

A Offer Details

Eligible Shareholders are entitled to apply to purchase a parcel of New Shares under the SPP in increments of \$1,000 with a minimum application amount of \$1,000 and a maximum application amount of \$15,000.

Before applying for New Shares you should read the Offer Booklet accompanying this Application Form and the 'Applicant's Certification and Acknowledgments' on the back of this Application Form carefully.

This SPP is non-renounceable meaning that you cannot transfer your right to purchase New Shares to another person. Applications can only be accepted in the name printed on the Application Form. If you are a custodian, trustee or nominee within the definition of "custodian" (as defined in paragraph 14 of ASIC Class Order [CO 09/425]) (Custodian), you must complete and return this Application Form together with the Custodian Certificate referred to in Section F of this Application Form.

CommsChoice may make determinations in any manner it thinks fit, in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application.

Any determinations by CommsChoice will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination related. CommsChoice reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions, to suspend or terminate the SPP at any time or to implement a scale back of applications. Any such waiver, amendment, variation, suspension, termination or scale back will be binding on all eligible shareholders even where CommsChoice does not notify you of that event. If you do not wish to subscribe for New Shares under the SPP, there is no need to take any action.

B Offer Choice

Indicate the parcel of New Shares you wish to apply for by marking one box only below:

- | | | | | |
|---|---|---|---|---|
| <input type="checkbox"/> Offer A
A\$1,000 | <input type="checkbox"/> Offer B
A\$2,000 | <input type="checkbox"/> Offer C
A\$3,000 | <input type="checkbox"/> Offer D
A\$4,000 | <input type="checkbox"/> Offer E
A\$5,000 |
| <input type="checkbox"/> Offer F
A\$6,000 | <input type="checkbox"/> Offer G
A\$7,000 | <input type="checkbox"/> Offer H
A\$8,000 | <input type="checkbox"/> Offer I
A\$9,000 | <input type="checkbox"/> Offer J
A\$10,000 |
| <input type="checkbox"/> Offer K
A\$11,000 | <input type="checkbox"/> Offer L
A\$12,000 | <input type="checkbox"/> Offer M
A\$13,000 | <input type="checkbox"/> Offer N
A\$14,000 | <input type="checkbox"/> Offer O
A\$15,000 |

C Payment Details

Payment may only be made by BPAY® or cheque, bank draft or money order and in Australian dollars. Cash will not be accepted and payments cannot be made at any bank. Custodians cannot make payment by BPAY®.

Payment Option 1 - BPAY



Billers Code:

Ref:

Telephone and Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

- To pay via BPAY® please contact your participating financial institution.
- If paying by BPAY® you will be deemed to have completed an Application Form for the value of New Shares the subject of your payment. You do not need to return this Application Form.
- Your payment must be received by the Share Registry by 5.00pm (Melbourne time) on 18 July 2019.
- Please ensure you pay the correct amount. If your BPAY payment is:
 - an amount less than A\$1,000, CommsChoice will reject your application for New Shares and refund your application money in full (without interest); or
 - an amount greater than A\$1,000 that is not equal to one of the designated amounts, CommsChoice may, at its discretion:
 - reject your application for New Shares and refund your application money in full (without interest); or
 - treat your application as if you had applied for the next lowest parcel of New Shares and refund the excess application money to you (without interest).
- Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY®. It is your responsibility to check that the amount to wish to pay via BPAY® does not exceed your limit.

Payment Option 2 - Cheque, bank draft or money order

Record your cheque details below:

Drawer	Cheque No.	BSB No.	Account No.	Amount A\$

- If paying by cheque, bank draft or money order you must complete this Application Form and submit it together with your cheque, bank draft or money order.
- Only cheques, bank drafts or money orders in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque, bank draft or money order must be made payable to "CommsChoice Group Limited Share Purchase Plan" and crossed '**Not Negotiable**'.
- Please ensure that you submit the correct amount. If your cheque, bank draft or money order is for:
 - an amount less than A\$1,000, CommsChoice will reject your application for New Shares and refund your application money in full (without interest); or
 - an amount greater than A1,000 that is not equal to one of the designated amounts, CommsChoice may, at its discretion:
 - reject your application for New Shares and refund your application money in full (without interest); or
 - treat your application as if you had applied for the next lowest parcel of New Shares and refund the excess application money to you (without interest).
- Make sure you send your completed Application Form and payment allowing enough time for mail delivery so the Share Registry, Boardroom Pty Limited, receives them no later than 5.00pm (Melbourne time) on 18 July 2019.
- If paying by cheque, please ensure sufficient cleared funds are held in your account as your cheque will be banked as soon as it is received.
- CommsChoice reserves the right not to process any Application Forms that are incomplete or where payment is received after 5.00pm (Melbourne time) 18 July 2019.

D Contact Details

Please provide a telephone number and contact name in case we need to contact you regarding your application.

Home telephone No.	Work telephone No.	Contact name

E Applicant's Certification and Acknowledgements

By completing and returning this Application Form with your cheque, bank draft or money order to the Share Registry or making a BPAY® payment, you:

- represent and warrant that you have read and understood the Offer Booklet (including the terms and conditions of the SPP) and that you acknowledge the matters, and make the representations, warranties and certifications, in the terms and conditions of the SPP, including as to your eligibility to participate in the SPP;
- represent and warrant that by making payment, you agree to be bound by the constitution of CommsChoice and that the submission of the payment constitutes an irrevocable offer by you to subscribe for shares on the terms of the SPP and you will be deemed to have accepted and be bound by the terms and conditions of the SPP;
- represent and warrant that the aggregate of the application price paid for by you for:
 - the New Shares as indicated above;
 - any other New Shares in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the Application Form; or
 - any other New Shares which you have instructed a Custodian before the date of submission of this Application Form as a result of an instruction given by you to the Custodian to apply for New Shares on your behalf,does not exceed \$15,000;
- acknowledge that this Application Form does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. This Application Form may not be distributed or released in the United States. None of the Shares offered under this SPP have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the Securities Act), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Shares to be offered and sold in this SPP may only be offered and sold to investors that are not in the United States and are not acting for the account or benefit of a person in the United States in "offshore transactions" (as defined in Regulation S under the Securities Act) in reliance on Regulation S under the Securities Act;
- are deemed to have made the declarations appearing in the section of the Offer Booklet titled "Effect of applying to participate" and, in particular, you represent that you are not in the United States and you are not acting for the account or benefit of a person in the United States, and you are not otherwise a person to whom it would be illegal to make an offer of or issue of Shares under this SPP and under any applicable laws and regulations; and
- acknowledge that you may receive a lesser number of New Shares than the number of New Shares you apply for. In which case, excess application monies will be returned to you without interest.

NO SIGNATURE IS REQUIRED ON THIS FORM

THIS OFFER IS NON-RENOUNCEABLE

BPAY payments or Application Forms and accompanying cheques, bank drafts or money orders must be received no later than 5.00pm (Melbourne time) on 18 July 2019 at:

MAILING ADDRESS

CommsChoice Group Limited
C/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

HAND DELIVERY ADDRESS

CommsChoice Group Limited
C/- Boardroom Pty Limited
Level 12
225 George Street
SYDNEY NSW 2000

F Information for Custodians

If you are a Custodian you must complete this Application Form and a Custodian Certificate (which must be requested from the Share Registry) and submit both documents together with your cheque, bank draft or money order. Custodians cannot make payment by BPAY. Please contact the Share Registry, Boardroom Pty Limited, on 1300 737 760 within Australia and +61 2 9290 9600 outside Australia to obtain a copy of the Custodian Certificate. Applications received from Custodians that are not accompanied by the Custodian Certificate will be rejected.