14 January 2019

The Manager
Company Announcements Office
ASX Limited

Change Financial Limited – Notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth)

Change Financial Limited ACN 150 762 351 (**Company**) has today formally announced a pro-rata non-renounceable Entitlement Offer of approximately 17,127,164 fully paid, ordinary shares, each at an issue price of $0.06 per share on the basis of 1 new ordinary share (**New Share**) for every 5 existing ordinary shares which are held as at 5:00pm (Sydney time) on 17 January 2019 (**Record Date**) by shareholders (**Entitlement Offer**).

This notice is given by the Company under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Corporations Instruments 2016/73 and 2016/84.

The Company gives notice that:

(a) the Company will offer the shares under the Entitlement Offer without disclosure to investors under Part 6D.2 of the Corporations Act;

(b) as at the date of this notice, the Company has complied with:

- the provisions of Chapter 2M of the Corporations Act insofar as they apply to the Company; and
- section 674 of the Corporations Act;

(c) as at the date of this notice, there is no excluded information (as defined in section 708AA(8) of the Corporations Act) which is required to be disclosed by the Company; and

(d) the Entitlement Offer may have an effect on the control of the Company and the consequences of that effect will depend on a number of factors, including investor demand and existing shareholdings.

Further to paragraph (d) above, the Company notes that based on the issued share capital of the Company as at the date of this notice the Entitlement Offer may have the following impact on shareholders and otherwise control of the Company:

(a) if all eligible shareholders take up their entitlements under the Entitlement Offer, the Entitlement Offer will have minimal effect on the control of the Company;

(b) if not all eligible shareholders take up their entitlements under the Entitlement Offer, any eligible shareholders not taking up their entitlements will have their proportional interest in the Company diluted;

(c) if eligible shareholders take up their entitlements under the Entitlement Offer, the proportional interests of ineligible shareholders will be diluted because ineligible shareholders are not entitled to participate in the Entitlement Offer;

(d) eligible shareholders may, in addition to their entitlement under the Entitlement Offer, apply for additional shares under a shortfall facility. Applications for additional shares will be satisfied out of any new shares for which applications have not been received from eligible shareholders before the closing date of the Entitlement Offer. To the extent that shares are issued to an existing shareholder under the shortfall facility, those additional shares will increase their proportional interests in the Company; and

(e) so far as the Company is aware, no one shareholder of the Company will increase its voting power from below 20% to above a 20% interest in the Company as a result of the Entitlement Offer.

Based on information available to the Company, the current substantial shareholders of the Company as at the date of this notice are:

Ashely Shilkin	11,901,965	13.9%
Avatar Industries Pty Ltd	10,231,820	11.9%

By order of the Board of Change Financial Limited

Teresa Clarke
Chairman

About Change Financial

Change Financial Limited (ASX: CCA) is a US-focused fintech company revolutionising the way traditional currencies and digital assets flow between consumers, businesses and financial institutions through its range of innovative, globally scalable payments' services. Change Financial's solutions include a registered Mastercard enterprise processor, a blockchain-based payments platform and cryptocurrency and an award-winning consumer digital banking platform.

To learn more, please visit: www.changefinancial.com.