

The Manager
Company Notices Section
ASX Limited

29 July 2016

Dear Sir/Madam

Cleansing Notice – Notice under section 708A(5)(e) of the *Corporations Act 2001* (Cth)

This notice is given by Smartgroup Corporation Ltd ACN 126 266 831 (ASX code: SIQ) (**Company**) under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

The Company has issued 7,650,000 fully paid ordinary shares in the Company to raise approximately \$53 million to partly fund the acquisition of Selectus Pty Ltd ACN 116 270 501 (**Placement Shares**).

The Company advises that:

- (a) the Placement Shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708A(5)(e) of the Corporations Act;
- (c) as at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - (ii) section 674 of the Corporations Act; and
- (d) as at the date of this notice, the Company is not aware of any excluded information for the purposes of section 708A(6)(e) of the Corporations Act, being information:
 - (i) that has been excluded from a continuous disclosure notice in accordance with the Listing Rules of the ASX;
 - (ii) that investors and their professional advisors would reasonably require for the purposes of making an informed assessment of:
 - (A) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (B) the rights and liabilities attached to the Placement Shares.

Yours sincerely

A handwritten signature in black ink, appearing to read "Amanda Morgan".

Amanda Morgan
Company Secretary
Smartgroup Corporation Ltd