

## Heartland Bank Limited & Heartland Group Holdings Limited

Heartland Bank Limited ("HBL") proposes to undergo a corporate restructure whereby it will become a wholly owned subsidiary of the newly incorporated Heartland Group Holdings Limited ("HGH"). The restructure is to take place by way of scheme of arrangement, such that all of the ordinary shares currently on issue in HBL will be exchanged for new shares in HGH on a one for one basis.

We, the Directors of HBL, in connection with HGH's foreign exempt listing application on the Australian Stock Exchange, confirm that we have made enquiries and nothing has come to our attention to suggest that HBL is not continuing to earn a profit from continuing operations up to the date of HGH's application for listing.

Christopher Robert Mace	 Signature of Director	28/8/2018 Date
Vanessa Cynthia May Stoddart	 Signature of Director	28/8/2018 Date
Gregory Raymond Tomlinson	 Signature of Director	28/8/2018 Date
Edward John Harvey	 Signature of Director	28/8/2018 Date
Geoffrey Thomas Ricketts	 Signature of Director	28/8/2018 Date
Graham Russell Kennedy	 Signature of Director	28/8/2018 Date
Ellen Frances Comerford	 Signature of Director	28/8/2018 Date
Bruce Robertson Irvine	 Signature of Director	28/8/2018 Date
Jeffrey Kenneth Greenslade	 Signature of Director	28/8/2018 Date