

ASX ANNOUNCEMENT

Letter to Shareholders

Sydney, Friday 22 January 2021

In accordance with Listing Rule 3.17.1, attached is a letter to the shareholders of
Xplore Wealth Limited (ASX: XPL).

Authorised by:

Mike Wright
Chief Executive Officer
P: 0407 641 996

Schemes of Arrangement

Dear Xplore Securityholder,

On 28 October 2020, Xplore Wealth Limited (ACN 128 316 441) (**Xplore**) announced that Xplore had entered into a Scheme Implementation Agreement with HUB24 Limited (**HUB24**), under which HUB24 undertakes to acquire control of Xplore by way of two separate schemes of arrangement, being the Share Scheme and the Option Scheme (together, the **Schemes**), subject to the terms of the Scheme Implementation Agreement.

As advised previously, a Scheme Booklet has been prepared in connection with the Schemes. Unless otherwise defined, capitalised terms used in this letter have the meaning given to them in the Scheme Booklet.

You can access the Scheme Booklet at the following link: <https://xplorewealth.com.au/shareholder-centre/financial-reports-and-announcements/#asx-announcements>.

IMPORTANT ACTION BY YOU – ELECTION FORMS

If you wish to make an Election for the Share Scheme Consideration, complete and email your Election Form to registry@registrydirect.com.au, or lodge the Election Form online by visiting <https://forms.gle/vrb6Cknb4UbDxT1U7> or use the other methods specified in the Scheme Booklet.

The DEADLINE for lodging ELECTION FORMS is 5:00pm (AEDT) on 2 February 2021.

IMPORTANT ACTION BY YOU – PROXY FORMS

As advised previously, the Scheme Meetings to consider the Share Scheme and the Option Scheme will be held on 12 February 2021 commencing with the Share Scheme Meeting at 10.00am (AEDT).

By now, you should have received either an electronic copy or a hard copy of your Proxy Forms for the Scheme Meetings. **The DEADLINE for lodging PROXY FORMS is 10:00am on 10 February 2021.** Proxy Forms may be submitted online by visiting www.registrydirect.com.au and following the instructions on that website or by the other methods specified in the Scheme Booklet.

If you intend to submit Proxy Forms or make an Election, we recommend using the email or online lodgement methods described in the Scheme Booklet because mail delivery times may be slower than normal due to the COVID-19 pandemic and your form may not be received by the relevant deadline.

Please disregard the above sections of this letter if you have already submitted your Election Form and Proxy Form.

IMPORTANT ACTION BY YOU – BANK ACCOUNT DETAILS

The bank account details that will be used to deposit any cash consideration to you under the Share Scheme and the Option Scheme will be the account details held by Xplore's share registrar, Registry Direct. To ensure prompt payment to you we recommend that you follow these steps to provide or update your bank account details with Registry Direct:

1. Log into the Investor centre www.registrydirect.com.au
 2. On the Security details page, under the Update details section, find the holding you wish to update and click on edit details.
 3. In the Payment instructions section, click edit
 4. Enter your updated bank account details:
 - BSB
 - Account number
 - Account name
-

If your updated bank account details are not held with Registry Direct, a cheque will be sent to your registered address with Registry Direct.

Registration details

If you do not have an account on the Registry Direct website and have not previously nominated an email address to us, an invitation letter to register is included with this letter. Please follow the instructions in the separate invitation letter to set up your account.

If you do not have an account on the Registry Direct website and we have an email address for you, an invitation email to register has also been sent to you. Please follow the instructions in the email to set up your account.

If you have any questions, please call the Xplore Securityholder Information Line on 1300 55 66 35 (within Australia) or +61 3 9909 9909 (outside Australia) Monday to Friday between 9.00am and 5.00pm (AEDT).

Yours sincerely,

A handwritten signature in black ink, appearing to be 'MW', followed by a long horizontal line extending to the right.

Mike Wright
Chief Executive Officer
E: Mike.Wright@xplorewealth.com.au