



21st April 2017

LandMark White Limited
ABN: 50 102 320 329

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Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

This notice is given by LandMark White Ltd. (ASX: LMW) (**LMW** or **Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

LMW today announced a non-renounceable pro rata offer of 3 new fully paid ordinary shares (**New Shares**) for every 5 existing shares held by eligible shareholders to raise approximately \$10.5 million (**Rights Issue**).

Further details regarding the Rights Issue are set out in the ASX announcement and Rights Issue Offer Booklet, which have been lodged with the ASX at the same time as this notice. LMW confirms that:

- The New Shares will be offered for issue without a prospectus to investors under Part 6D.2 of the Corporations Act being prepared;
- This notice is being given under section 708AA(2)(f) of the Corporations Act as notionally modified by ASIC CO2016/84.
- As a disclosing entity, LMW is subject to regular reporting and disclosure obligations and at the date of this notice, LMW has complied with:
 - the provisions of Chapter 2M of the Corporations Act as they apply to LMW; and
 - section 674 of the Corporations Act as it applies to LMW.
- As at the date of this notice, there is no 'excluded information' within the meaning of sections 708AA(8) and 708AA(9) of the Corporations Act as notionally modified by ASIC CO2016/84.

The potential effect the Rights Issue will have on the control of LMW will depend on a number of factors, including:

- the extent to which eligible shareholders take up their entitlements;
- the Rights Issue is being conducted concurrently with a private placement to raise approximately \$10 million at \$0.60 per share. None of the Company's directors will participate in the Placement or the placement of any shortfall under the Rights Issue; and
- completion of the Rights Issue will occur at the same time as completion of the acquisition of MVS. At completion of the acquisition of MVS, the vendors of MVS will be issued 12,166,667 new shares subject to relevant shareholder approval.

Overall, the control of the Company is expected to be more equally spread following completion of the Rights Issue, Placement and issue of shares to the vendors of MVS such that it is expected that no person (including their associates) will have relevant interest in more than 20% of the shares in the Company.

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