

19 November 2020

The Manager
Market Announcements Office
ASX Limited
20 Bridge Street,
Sydney NSW 2000

By E-lodgement

PropTech Group Limited – Pre-Quotation Disclosure

The following information is provided to ASX Limited (**ASX**) for release to the market in connection with the re-admission of PropTech Group Limited (ASX: **PTG**) (**PropTech Group** or **Company**) to the Official List of ASX and reinstatement of the Company's fully paid ordinary shares (**Shares**) to quotation.

Capitalised terms used but not defined in this announcement have the meanings given to those terms in the prospectus issued by the Company on 28 October 2020 (**Prospectus**).

Issue of Shares

PropTech Group has successfully completed the issue of:

- 42,400,000 Shares under the Cash Offers as described in its Prospectus. The Shares were issued at the Offer Price of \$0.25 per Share and the Cash Offers raised gross proceeds of \$10,600,000.
- 64,900,048 Shares under the RECRM Consideration Offer as described in its Prospectus; and
- 2,344,064 Shares under the Conversion Offer as described in its Prospectus.

The Company confirms that it received cleared funds for all of the Shares issued under the Cash Offers. The RECRM Consideration Offer and the Conversion Offer did not involve payment of cash consideration.

Completion of the RECRM Acquisition

The Company also confirms that all conditions for completion under the Implementation Deed dated 3 March 2020 between Real Estate CRM Pty Ltd and the Company have been satisfied. Completion of the RECRM Acquisition occurred contemporaneously with the issue of the Shares referred to above.

Capital Structure

The Company confirms that upon reinstatement, the capital structure is:

Number	Class
121,304,420	Fully paid ordinary Shares
125,000	Legacy Director Options (\$4.00 options expiring 31 December 2020) – not quoted
33,750	Legacy Employee Options (\$4.00 options expiring 27 April 2021) - not quoted
200,000	Joe Hanna Legacy LTI Options (\$0.30 options expiring 30 November 2023) - not quoted
200,000	Sam Plowman Director Options (0.24 options expiring 27 January 2023) - not quoted
200,000	Michael Fiorenza Legacy LTI Options (\$0.30 options expiring 30 November 2023) - not quoted

Holding statements and refund cheques

CHES transaction confirmation statements and issuer sponsored holding statements, together with refund cheques, were despatched to Shareholders on 19 November 2020.

Securities subject to ASX escrow restrictions

The following Shares are classified as restricted securities and are subject to ASX mandatory escrow restrictions:

Number	Class	Escrow Period
50,455,824	Fully paid ordinary Shares	12 months from Quotation
16,788,288	Fully paid ordinary Shares	24 months from Quotation

Securities subject to voluntary escrow restrictions

Included in the 50,455,824 restricted securities above (those subject to a 12 month escrow period), are 19,449,540 Shares held by the founders of VaultRE. These Shares will be subject to a further 12-month voluntary escrow period following expiration of the initial 12-month period referred to above:

Number	Class	Escrow Period
19,449,540	Fully paid ordinary Shares	12 months commencing from the date of expiration of the 12 month period commencing on Quotation referred to above (effectively 24 months from Listing)

Other pre-quotation disclosure

The following documents have been provided for release to the market:

- Appendix 1A and Information Form and Checklist.

For personal use only



- Prospectus dated 28 October 2020.
- Constitution of the Company.
- Audited accounts of Commerce Australia Pty Ltd, Client Vault Pty Ltd and Complete RE Solutions Pty Ltd respectively for the years ending 30 June 2018, 2019 and 2020.
- Audited accounts of Real Estate CRM Pty Ltd for the period 13 February 2020 to 30 June 2020.
- Audited Accounts for Vault Group Pty Ltd for the year ending 30 June 2020.
- Details of the Terms of Issue of Options.
- Securities Trading Policy.
- Distribution Schedule.
- Top 20 holders' statement.

Authorised for lodgement on behalf of the Board by:

A handwritten signature in black ink, appearing to read 'Lee Mitchell', written over a faint circular stamp or watermark.

Lee Mitchell

Company Secretary

Ph: +61 3 9640 0444