

## **PART C: SPONSOR'S DECLARATION**

TO: The National Stock Exchange of Australia Limited.

Date: 25 February 2019

Dear Sir,

We, CPS Capital Group Pty Ltd (ACN 088 0550636) being sponsor to 789 Holdings Limited (789).

Hereby declare that:

### **1. Offers for subscription and offers for sale**

(1) to the best of our knowledge and belief, at the time trading commences on the Exchange at least the number specified in Rule 3.9 of the issued securities will be in the hands of the public in accordance with the Listing Rules of the National Stock Exchange of Australia Limited (the "Listing Rules").

### **2. General**

(1) to the best of our knowledge and belief, having made due and careful enquiry of the issuer and its advisers, the issuer has satisfied all relevant conditions for listing and other relevant requirements of the Listing Rules;

(2) to the best of our knowledge and belief, having made due and careful enquiry of the issuer and its advisers:

(i) all the documents required by the Listing Rules to be included in the application for listing have been supplied to the Exchange;

(ii) all other relevant requirements of the Listing Rules have been complied with; and

(iii) there are no matters other than those disclosed in the disclosure document or otherwise in writing to the Exchange which should be taken into account by the Exchange in considering the suitability for listing of the securities for which application is being made;

(3) the directors of the issuer:

(i) have had explained to them by us or other appropriate professional advisers the nature of their responsibilities and obligations as directors of a listed corporation under the Listing Rules; and

(ii) in particular, understand what is required of them to enable holders of the issuer's listed securities and the public to appraise the position of the issuer and avoid the creation of a false market in its securities once they are listed;

(4) we have obtained written confirmation from the issuer that the working capital available to the group is sufficient for its present requirements and we are satisfied that the confirmation has been given after due and careful enquiry by the issuer and that the persons or institutions providing finance have stated in writing that the relevant financing facilities exist; and

(5) we are satisfied that any profit forecast or estimate in the disclosure document has been made after due and careful enquiry by the issuer.

### **3. Acknowledgment of Exchange's disciplinary power**

(1) We acknowledge that if the Exchange considers that we have been in breach of our responsibilities under the Listing Rules or this declaration, then the Exchange may censure us and/or refuse to allow us to sponsor further issues by removing our firm from the list of approved sponsors and that the Exchange may publicise the fact that it has done so and the reasons for its actions; and

(2) We acknowledge that where the Exchange considers it appropriate we will be subject to the disciplinary provisions set out in Part A of the Business Rules.

Yours faithfully,

Signed:

A handwritten signature in black ink, appearing to read 'Michael Soucik', with a stylized, flowing script.

**Michael Soucik**

Director – Corporate Finance

Representative

CPS Capital Group Pty Ltd