

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Aspen Group

ABN

50 004 160 927

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Stapled securities comprising of one fully paid ordinary share in Aspen Group Limited and one fully paid ordinary unit in Aspen Property Trust (Stapled Securities). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>Final Entitlement Offer numbers:</p> <p><u>Previously issued on 10 October 2012:</u></p> <p>Institutional Entitlement Offer: 314,054,222</p> <p>Retail Entitlement Offer (early close): 5,211,485</p> <p><u>To be issued today (25 October 2012):</u></p> <p>Retail Entitlement Offer (final close): 277,415,488</p> <p>Total number of new Stapled Securities issued under the Entitlement Offer including those to be allotted today: 596,681,195</p> |

3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Fully paid Stapled Securities.
4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes.
5	Issue price or consideration	\$0.17 per Stapled Security.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Aspen Group intends to use the net proceeds of the Entitlement Offer to repay debt and create headroom under Aspen Group's core debt facility to fund the exercise of the Investor Put in Aspen Development Fund No.1 and provide further working capital.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No.
6b	The date the security holder resolution under rule 7.1A was passed	N/A.

+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	N/A.	
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A.	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A.	
6f	Number of securities issued under an exception in rule 7.2	N/A.	
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A.	
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A.	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A.	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	Wednesday, 10 October 2012 under the Institutional Entitlement Offer and Retail Entitlement Offer (early close) and Thursday, 25 October 2012 under the Retail Entitlement Offer (final close).	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		1,193,362,390	
		Number	+Class

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in section 2 if applicable)	13,479,146	Performance Rights
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as for existing Stapled Securities.	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No.
12	Is the issue renounceable or non-renounceable?	Non-renounceable.
13	Ratio in which the ⁺ securities will be offered	1 new Stapled Security in Aspen Group for every 1 Stapled Security held on the Record Date.
14	⁺ Class of ⁺ securities to which the offer relates	Fully paid Stapled Securities
15	⁺ Record date to determine entitlements	5.00pm (AWST), Thursday, 27 September 2012.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of Stapled Securityholders' entitlements under the Entitlement Offer they will be rounded up to the next whole number of new Stapled Securities.

⁺ See chapter 19 for defined terms.

18	Names of countries in which the entity has *security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	For the Institutional Entitlement Offer, all countries except Australia, New Zealand, Hong Kong, Singapore, Belgium, Denmark, Germany, Netherlands, France, Norway, Sweden, Switzerland and the United Kingdom. For the Retail Entitlement Offer, all countries except Australia and New Zealand.
19	Closing date for receipt of acceptances or renunciations	Monday, 24 September 2012 under the Institutional Entitlement Offer, Monday, 8 October 2012 under the Retail Entitlement Offer (early close) and Wednesday, 17 October 2012 under the Retail Entitlement Offer (final close).
20	Names of any underwriters	UBS AG, Australia Branch.
21	Amount of any underwriting fee or commission	Underwriting Fee of 2.75% of the Entitlement Offer proceeds, plus a Management Fee of 0.75% of the Entitlement Offer proceeds.
22	Names of any brokers to the issue	N/A.
23	Fee or commission payable to the broker to the issue	N/A.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders	N/A.
25	If the issue is contingent on *security holders' approval, the date of the meeting	N/A.
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	No prospectus or product disclosure statement is being produced. The Retail Entitlement Offer documents (including an entitlement and acceptance form) were sent to securityholders on Wednesday, 3 October 2012.

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A.
28	Date rights trading will begin (if applicable)	N/A.
29	Date rights trading will end (if applicable)	N/A.
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A.
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A.
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A.
33	+Despatch date	Refer to item 7 of this Appendix 3B.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?
- If the additional securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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42 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 38)

Number	⁺ Class

⁺ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

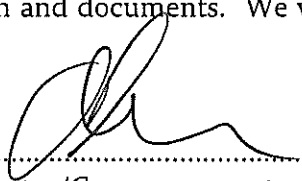
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:


.....
(Director/Company secretary)

Date: 25/10/12 .

Print name:

ERIC LEE
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+ See chapter 19 for defined terms.