5 December 2017

The Manager
Australian Securities Exchange

ANNOUNCEMENT OF BUY BACK OF EMPLOYEE SHARE OWNERSHIP PLAN (ESOP) SHARES

The following Appendix 3C – Announcement of Buy-Back is consequent on the cessation of employment of staff member(s) who were allotted ESOP shares at $0.31 each in the first tranche of the Plan, financed by a non-recourse loan of $0.31 per share.

Upon completion of the ESOP share buy-back, the ESOP shares and the non-recourse loan will be cancelled with no cash effect on the balance sheet of InvestSMART Group Ltd.

Grant Winberg
Company Secretary

Rule 3.8A

Appendix 3C

Announcement of buy-back
(*except* minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
INVESTSMART GROUP LIMITED	**62 111 772 359**

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	Employee Share Scheme Buy-Back
2	+Class of shares/units which is the subject of the buy-back *(eg, ordinary/preference)*	Ordinary
3	Voting rights *(eg, one for one)*	One for one
4	Fully paid/partly paid *(and if partly paid, details of how much has been paid and how much is outstanding)*	Fully paid
5	Number of shares/units in the +class on issue	132,695,358 as at 5 December 2017
6	Whether shareholder/unitholder approval is required for buy-back	No
7	Reason for buy-back	Shares were issued to employees under the terms of the Employee Share Ownership Plan (***ESOP***) approved by shareholders on 29 November 2016. Non-recourse loans were provided to employees for the sole purpose of allowing them to acquire shares. One employee has ceased employment and has surrendered his shares in the ESOP in full satisfaction of the loan provided to him. Those shares will be bought-back and cancelled.
8	Any other information material to a shareholder's/unitholder's decision whether to accept the offer *(eg, details of any proposed takeover bid)*	

+ See chapter 19 for defined terms.

On-market buy-back

9	Name of broker who will act on the company's behalf	
10	Deleted 30/9/2001.	
11	If the company/trust intends to buy back a maximum number of shares - that number Note: This requires a figure to be included, not a percentage.	
12	If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	
13	If the company/trust intends to buy back shares/units if conditions are met - those conditions	

Employee share scheme buy-back

14	Number of shares proposed to be bought back	75,000
15	Price to be offered for shares	Full satisfaction of non-recourse loan of $23,250 owed to the Company under the terms of the Employee Share Ownership Plan approved by shareholders on 29 November 2016

+ See chapter 19 for defined terms.

Selective buy-back

16	Name of person or description of class of person whose shares are proposed to be bought back	
17	Number of shares proposed to be bought back	
18	Price to be offered for shares	

Equal access scheme

19	Percentage of shares proposed to be bought back	
20	Total number of shares proposed to be bought back if all offers are accepted	
21	Price to be offered for shares	
22	+Record date for participation in offer Cross reference: Appendix 7A, clause 9.	

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.

2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: .... Date: 5 December 2017
(Company secretary)

Print name: **GRANT WINBERG**

+ See chapter 19 for defined terms.