Manager of Company Announcements
ASX Limited
Level 8 Exchange Plaza
2 The Esplanade
PERTH WA 6000

23 November 2016

By E-Lodgement

Pro-rata accelerated non-renounceable entitlement offer – Cleansing Notice

Attached is a Cleansing Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth) in respect of the pro-rata accelerated non-renounceable entitlement offer as announced on ASX today.

Yours sincerely

Richard Ludbrook
Company Secretary

The World's Smartest Parking Tools

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ASX: SPZ

Jeremy Newman
ASX Compliance Pty Ltd
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

By Email: jeremy.newman@asx.com.au

23 November 2016

Dear Mr Newman

Smart Parking Limited (ASX: SPZ) - Cleansing Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

This notice is given by Smart Parking Limited (ASX: SPZ) (the **Company**) under section 708AA(2)(f) of the Corporations Act 2001 (Cth), as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Act**).

The Company announced today that it is seeking to raise approximately A$10.9 million in new equity, through an approximately $2.5 million placement and an approximately $8.4 million fully underwritten 1 for 7 pro rata accelerated non-renounceable entitlement offer (**Entitlement Offer**).

Under the Entitlement Offer, eligible shareholders are invited to subscribe for 1 fully paid ordinary share in the Company (**Share**) for every 7 Shares (**Entitlement**) held as at 7pm (AEDT) on Friday, 25 November 2016 at an issue price of A$0.20 per Share.

The Entitlement Offer is fully underwritten by Baillieu Holst Ltd. Further details regarding the Entitlement Offer are set out in the ASX Announcement and Investor Presentation lodged with ASX today.

The Company confirms that:

1. the Shares to be issued pursuant to the Entitlement Offer will be offered for issue without disclosure to investors under Part 6D.2 of the Act;
2. this notice is being given under section 708AA(2)(f) of the Act;
3. as at the date of this notice, the Company has complied with:
   (a) the provisions of Chapter 2M of the Act as they apply to the Company; and

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(b) section 674 of the Act;

4. as at the date of this notice, there is no 'excluded information' of the type referred to in sections 708AA(8) and 708AA(9) of the Act that is required to be set out in this notice under section 708AA(7) of the Act; and

5. The potential effect that the issue of the Shares under the Entitlement Offer will have on the control of SPZ and the consequences of that effect will depend on a number of factors, including specific investor demand. However:

   (a) given that the structure of the entitlement offer as an underwritten pro-rata issue;

   (b) the only shareholder in the Company holding in excess of 20% of the Shares on issue, Finico Pty Ltd has indicated that it proposes to accept its entitlement in full but will not participate in the shortfall; and

   (c) no participant in any shortfall will be offered Shares which would result in their holding 20% of the Shares on issue,

   the offer is not expected to have a material effect or consequence on the control of the Company.

Yours sincerely

Richard Ludbrook

Company Secretary