

## STATEMENT OF CONFIRMATIONS

AusCann Group Holdings Limited (formerly TW Holdings Limited) (**Company**) provides the following confirmations to satisfy conditions for the reinstatement of the Company's securities to quotation.

Unless defined in this statement, all defined terms have the same meaning as in the Company's prospectus dated 21 November 2016 (**Prospectus**).

### **Completion of the Public Offer and Takeover Bid**

The conditions to the Public Offer and the Takeover Bid have been satisfied, the Public Offer and the Takeover Bid have now closed, and all securities to be issued under Public Offer and the Takeover Bid have been issued.

### **Conditions precedent**

The conditions precedent to the Sale Agreements and the Takeover Bid have been satisfied and Completion has occurred.

### **Subsequent events**

There have been no material subsequent events to alter the Company's consolidated statement of financial position as detailed in the Prospectus.

### **No impediments**

There are no legal, regulatory or contractual impediments to the Company undertaking the activities the subject of the commitments disclosed in the Prospectus.

### **Legal opinions**

The directors of the Company have obtained relevant legal opinions, with reference to State and Commonwealth Australian laws and all Chilean laws, in respect of the lawfulness of the Company's proposed operations in Australia and Chile and the existing and incoming directors are confident that there are no legal impediments to the Company carrying out its proposed operations, subject to obtaining any necessary approvals as outlined in the Prospectus

### **Compliance with *listing rules***

The Company confirms that it is in compliance with the Listing Rules and in particular Listing Rule 3.1.

For and on behalf of AusCann Group Holdings Limited

**Susan Hunter**  
**Company Secretary**