

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, 04/03/13

Name of entity

Magellan Flagship Fund Limited (*MFF*)

ABN

32 121 977 884

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 | Fully paid ordinary shares in the capital of MFF (<i>Ordinary Shares</i>). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 79,778,586 Ordinary Shares subscribed for pursuant to the 1 for 4 Renounceable Rights Issue announced to ASX 16 March 2015 |
| 3 | Principal terms of the +securities (e.g. 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) | Ordinary Shares. |

+ See chapter 19 for defined terms.

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4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: <ul style="list-style-type: none">• 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	\$1.60 per New Share.
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	MFF undertook the Offer for the purpose of: <ul style="list-style-type: none">• raising additional funds for investment purposes;• strengthening MFF's balance sheet by paying down debt and increasing the cash balance; and• allowing Shareholders to increase their investment in MFF, lower MFF's management expense ratio and potentially improve the liquidity in the market for MFF's shares.

+ See chapter 19 for defined terms.

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i> , and comply with section 6i	No.
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable.
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable.
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable.
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable.
6f	Number of +securities issued under an exception in rule 7.2	79,778,586
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.	Not applicable.
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	Not applicable.
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	Not applicable.

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7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	13 May 2015							
8	<p>Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>457,392,508</td> <td>Fully Paid Ordinary Shares (ASX: MFF)</td> </tr> <tr> <td>83,988,360</td> <td>Options (ASX: FFO)</td> </tr> </tbody> </table>	Number	+Class	457,392,508	Fully Paid Ordinary Shares (ASX: MFF)	83,988,360	Options (ASX: FFO)	
Number	+Class								
457,392,508	Fully Paid Ordinary Shares (ASX: MFF)								
83,988,360	Options (ASX: FFO)								
9	<p>Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>Not applicable</td> <td>Not applicable</td> </tr> </tbody> </table>	Number	+Class	Not applicable	Not applicable			
Number	+Class								
Not applicable	Not applicable								
10	<p>Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	Not applicable							

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Part 2 - Pro rata issue

- | | | |
|----|--|---|
| 11 | Is security holder approval required? | No. |
| 12 | Is the issue renounceable or non-renounceable? | Renounceable. |
| 13 | Ratio in which the +securities will be offered | 1 New Share for every 4 Ordinary Shares held as at the record date. |
| 14 | +Class of +securities to which the offer relates | Ordinary Shares. |
| 15 | +Record date to determine entitlements | 7.00pm (AEDT) on Monday, 13 April 2015. |
| 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 arose in the calculation of shareholders' entitlements under the Entitlement Offer they were rounded up to the next whole number of New Shares. |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents

<small>Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.</small> | All countries other than Australia and New Zealand and any other jurisdictions into which MFF decides to make offers. |
| 19 | Closing date for receipt of acceptances or renunciations | 5.00pm (AEDT) on Thursday, 7 May 2015 |
| 20 | Names of any underwriters | Not applicable. |
| 21 | Amount of any underwriting fee or commission | Not applicable. |

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22	Names of any brokers to the issue	Taylor Collison Limited and Bell Potter Securities Limited
23	Fee or commission payable to the broker to the issue	0.4% of the total proceeds raised under the Entitlement Offer
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No prospectus or Product Disclosure Statement was issued. The Entitlement Offer documents were sent to eligible shareholders on Thursday, 16 April 2015.
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	Notices were sent Monday, 16 March 2015
28	Date rights trading will begin (if applicable)	Commenced Thursday, 9 April 2015
29	Date rights trading will end (if applicable)	Ceased Thursday, 30 April 2015
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Closed
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Closed
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Closed
33	+Issue date	Wednesday, 13 May 2015

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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

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

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Entities that have ticked box 34(b)

<p>38 Number of +securities for which +quotation is sought</p>	<p>Not applicable.</p>					
<p>39 +Class of +securities for which quotation is sought</p>	<p>Not applicable.</p>					
<p>40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>Not applicable.</p>					
<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	<p>Not applicable.</p>					
<p>42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)</p>	<table border="1"> <thead> <tr> <th data-bbox="710 1447 1013 1482">Number</th> </tr> </thead> <tbody> <tr> <td data-bbox="710 1482 1013 1668">Not applicable.</td> </tr> </tbody> </table>	Number	Not applicable.	<table border="1"> <thead> <tr> <th data-bbox="1013 1447 1300 1482">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="1013 1482 1300 1668">Not applicable.</td> </tr> </tbody> </table>	+Class	Not applicable.
Number						
Not applicable.						
+Class						
Not applicable.						

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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 is not available now, we 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:



Company secretary

Date: 13 May 2015

Print name:

Geoffrey Stirton

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