

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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

Public Holdings (Australia) Ltd (to be renamed 'First Au Limited')

ABN

65 000 332 918

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

1. Fully paid ordinary shares
2. Attaching Quoted Options
3. Bonus Offer Quoted Options
4. Fully paid ordinary shares
5. Unquoted Options
6. Fully paid ordinary shares
7. Attaching Quoted Options
8. Fully paid ordinary shares
9. Unquoted Options
10. Quoted Options

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

1. 155,400,000
2. 155,400,000
3. 36,779,936
4. 32,500,000
5. 3,500,000
6. 23,866,667
7. 23,866,667
8. 11,000,000
9. 10,000,000
10. 1,000,000

+ See chapter 19 for defined terms.

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| <p>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)</p> | <p>1 fully paid ordinary shares issued at \$0.04 each</p> <p>2, 3 7 and 10 – Quoted Options for nil consideration, exercisable at \$0.06 each and expiring on the date that is 30 months after re-quotation of the Company's securities (See sections 2.2 and 10.2 of the Prospectus dated 6 April 2018 for further details (Prospectus)).</p> <p>4. Fully paid ordinary shares issued pursuant to the Consideration Offer under the Prospectus (See section 2.2(c) of the Prospectus for further details)</p> <p>5 and 9 - Unquoted Options exercisable at \$0.06 each and expiring on 1 March 2021 (See sections 2.2(b) and (d) of the Prospectus for further details)</p> <p>6 fully paid ordinary shares - issued at \$0.03 each pursuant to the Conversion Offer under the Prospectus (See section 2.2(c) of the Prospectus for further details)</p> <p>8 fully paid ordinary shares - issued in part consideration for corporate advisory services pursuant to the Peregrine Offer under the Prospectus (See section 2.2(d) of the Prospectus for further details).</p> |
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+ See chapter 19 for defined terms.

<p>4 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>1, 4, 6 and 8 – yes</p> <p>2,3,5,7, 9 and 10 - no but upon exercise and conversion into shares yes.</p>
<p>5 Issue price or consideration</p>	<p>1 \$0.04 each</p> <p>2 and 7 – nil issue price for free attaching quoted options (See sections 2.1 and 2.2(c) of Prospectus for more detail).</p> <p>3 Nil consideration to existing shareholders in New Zealand and Australia pursuant to the Bonus Offer in Prospectus (See section 2.2(a) of Prospectus for more details)</p> <p>4 Consideration to vendors in respect of the Company's acquisition of certain tenements (See section 1.1 and 2.2(b) of Prospectus for more detail).</p> <p>5 Consideration to Mr Denis O'Meara in respect of the Company's acquisition of certain tenements (See section 1.1 and 2.2(b) of Prospectus for more detail).</p> <p>6 Issued at \$0.03 each in accordance with the convertible note agreements as disclosed (See section 9.4 of the Prospectus for more detail)</p> <p>8, 9 and 10 As part consideration to Peregrine Corporate Limited for corporate advisory fees in respect of the Company's acquisition of certain tenements (See section 9.5 of Prospectus)</p>

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6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>1. Public offer to raise \$6.21m (before costs)</p> <p>2 and 7 Free attaching options to shares subscribed for under Public Offer and Conversion Offer as disclosed in sections 2.1 and 2.2(c) of Prospectus</p> <p>3. Bonus offer for existing shareholders</p> <p>4. and 5 Part consideration for acquisition of various tenements pursuant to acquisition agreements entered into with Great Sandy Pty Ltd and Drillabit Pty Ltd (See section 1.1 and 2.2(b) of Prospectus for more detail).</p> <p>6 – Shares issued to convertible noteholders on conversion of their convertible notes as disclosed in section 9.4 of Prospectus.</p> <p>8, 9 and 10 Securities issued to Peregrine Corporate Limited in accordance with the Peregrine Mandate as disclosed in section 9.5 of Prospectus</p>
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
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

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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							
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>	8 June 2018						
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>214,224,667</td><td>Fully paid ordinary shares</td></tr><tr><td>213,046,603</td><td>Quoted Options expiring on the date that is 30 months after re-quotation of the Company's Shares on the Official List, exercisable at \$0.06 each.</td></tr></table>	Number	+Class	214,224,667	Fully paid ordinary shares	213,046,603	Quoted Options expiring on the date that is 30 months after re-quotation of the Company's Shares on the Official List, exercisable at \$0.06 each.
Number	+Class							
214,224,667	Fully paid ordinary shares							
213,046,603	Quoted Options expiring on the date that is 30 months after re-quotation of the Company's Shares on the Official List, exercisable at \$0.06 each.							

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	32,074,583	Fully paid ordinary shares escrowed for 24 months from re-quotation
	12,008,750	Fully paid ordinary shares escrowed until 8 June 2019
	2,416,667	Fully paid ordinary shares escrowed until 15 December 2018
	1,583,333	Quoted Options escrowed for 24 months from re-quotation, exercisable at \$0.06 each and expiring on the date that is 30 months after re-quotation of the Company's securities
	2,416,667	Quoted Options escrowed until 15 December 2018, exercisable at \$0.06 each and expiring on the date that is 30 months after re-quotation of the Company's securities
	13,500,000	Unquoted Options, escrowed for 24 months from re-quotation, exercisable at \$0.06 each and expiring 1 March 2021

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- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

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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

⁺ 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 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:
(Director/Company secretary)

Date: 8 June 2018

Print name: David McBain

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“C”	
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	
Total [“A” x 0.15] – “C”	<i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p>Notes:</p> <ul style="list-style-type: none"> <i>This applies to equity securities – not just ordinary securities</i> <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
$\text{“A”} \times 0.10$ <i>Note: number must be same as shown in Step 2</i>	
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total $[\text{“A”} \times 0.10] - \text{“E”}$	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.