

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme PUBLIC HOLDINGS (AUSTRALIA) LTD

ACN 000 332 918

1. Details of substantial holder (1)

Name Bryan Frost

ACN / ARSN (if applicable)

The holder became a substantial holder on 2 / 7 / 14

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
ORD	2,900,000	2,900,000	19.36%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Queensland MM Pty Ltd [ACN 010 552 066]	An arrangement with Peregrine Corporate Limited regarding participation as a transferee in the proposed placement of the existing ordinary shares in the Company held by Atlas Securities Pty Ltd (Atlas) (refer to the Company's ASX announcement on 22 May 2014). The proposed placement of Atlas' existing ordinary shares in the Company is conditional upon, among other things, shareholder approval and the Company completing a return of capital. Atlas is, and will remain, the holder of the securities until such time as the placement is completed.	ORD 1,500,000
Actionette Pty Ltd [ACN 099 651 206]	As above.	ORD 1,400,000

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Queensland MM Pty Ltd [ACN 010 552 066]	Atlas Securities Pty Ltd	Queensland MM Pty Ltd will be entitled to be registered holder of the securities when (and if) the placement of Atlas' existing ordinary shares in the Company proceeds and will only become a holder upon, and subject to, completion of the placement.	ORD 1,500,000
Actionette Pty Ltd [ACN 099 651 206]	Atlas Securities Pty Ltd	Actionette Pty Ltd will be entitled to be registered holder of the securities when (and if) the placement of Atlas' existing ordinary shares in the Company proceeds and will only become a holder upon, and subject to, completion of the placement.	ORD 1,400,000

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Queensland MM Pty Ltd [ACN 010 552 066]	2/7/14	Purchase price payable upon completion of the placement will be equal to the net asset backing of the securities following completion of the capital return referred to in item (3) above.		ORD 1,500,000
Actionette Pty Ltd [ACN 099 651 206]	2/7/14	As above		ORD 1,400,000

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Queensland MM Pty Ltd [ACN 010 552 066]	Sole Director
Actionette Pty Ltd [ACN 099 651 206]	Controlled by substantial holder's spouse.

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Bryan Frost	c/ Suite 2, 1233 High Street, Armadale, Victoria, 3000
Queensland MM Pty Ltd [ACN 010 552 066]	c/ Suite 2, 1233 High Street, Armadale, Victoria, 3000
Actionette Pty Ltd [ACN 099 651 206]	Unit 1, 50 Albany Road, Toorak, Victoria, 3142

Signature

print name Bryan Frost

sign here

date

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
 - (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations A.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
 - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.