

PUBLIC HOLDINGS (AUSTRALIA) LIMITED

A.C.N. 000 332 918

PHA ANNOUNCES PROPOSED ACQUISITION OF YOUR DASH

Wednesday, 29 July 2015

Public Holdings (Australia) Limited [ASX:PHA] (**the Company** or **PHA**) is pleased to announce that it has entered into a binding terms sheet (**Terms Sheet**) to acquire 100% of the issued share capital of Your Dash Pty Ltd (**Your Dash**).

TRANSACTION HIGHLIGHTS

- PHA proposes to acquire 100% of Your Dash Pty Ltd.
- Your Dash is an Australian technology company that has developed a scalable software platform which enables users to create an online visual biography to preserve the life stories of themselves or others.
- Your Dash's primary target market is 26,000 (approx.) USA-based funeral homes plus ancillary support businesses which act as suppliers to the funeral industry in the USA.
- Your Dash is 10% owned by Turrentine Jackson Morrow (**TJM**), a Texas-based funeral director.
- Your Dash proposes to generate revenue through direct sales and by charging monthly fees to funeral providers for listing on the Your Dash directory and will seek to monetise the marketing of the products and services of support businesses.
- Purchase price to be paid through the issue of 60 million PHA shares (at a deemed price of \$0.08) and a contingent entitlement to up to a further 20 million PHA shares subject to satisfaction of revenue based milestones.
- Initial capital raising of \$365,000 at \$0.05 per share.
- Further capital raising of \$1.6 million at \$0.08 per share.
- Transaction is subject to due diligence and shareholder and regulatory approvals.
- Prior to completion of the acquisition, subject to the satisfaction of certain conditions, PHA will also make a subscription for shares in Your Dash which will represent a 20% interest in Your Dash.

ABOUT YOUR DASH

Your Dash is an Australian based (Melbourne) technology software company led by Elio Guarnuccio, specialising in the substantial funeral and estate planning industries.

With its initial entry into the lucrative USA market, the company has received strong support from the largest funeral home group in Dallas, Texas, Turrentine Jackson Morrow. TJM has a 10% shareholding in Your Dash and is represented on the proposed Your Dash Board by Bryson Smith.

Your Dash preserves life stories and images for future generations to enjoy while increasing engagement between funeral homes, estate planners and their customers.

Your Dash is initially concentrating on the USA market where it is developing positive industry support among the estimated 26,000 funeral homes and 50,000 estate planners. Support from these industries is important to the establishment of new channel partners and Your Dash is presently in discussions with around 100 potential channel partners.

Adoption of digital and mobile technology by the funeral and estate planning industries is in its infancy, presenting a scalable opportunity for Your Dash to establish itself as the market leader.

As part of Your Dash's broader business plan it intends to target other potential distribution and commercialisation opportunities with estate planning, financial services, retirement villages and pre-needs insurance companies.

Your Dash proposed revenue streams include direct sales of the Your Dash platform to end-users and distribution through third-party funeral service providers. In addition, Your Dash is exploring opportunities to monetise the connections made between users and providers of ancillary services within the funeral services industries and to leverage value propositions off the large retained database and networks of potential distributors.

TRANSACTION OVERVIEW

PHA will acquire all of the issued capital of Your Dash from the Your Dash shareholders for consideration comprised of 60,000,000 ordinary PHA shares issued at a deemed issue price of \$0.08 (8 cents) per share together with a right to receive up to a further 20,000,000 deferred consideration shares. The deferred consideration shares will be issued upon, and subject to, the satisfaction of the following milestones:

- 10 million deferred consideration shares issued if the Your Dash business generates revenue in excess of \$2 million in the 24 month period commencing on the earlier of: (i) the date of completion of the acquisition; or (ii) the date of release of the Your Dash mobile application; and
- 10 million deferred consideration shares issued if the Your Dash business generates revenue in excess of \$5 million for the 12 month period commencing on the end of the 24 month period referred to above.

The acquisition is conditional upon, among other things, PHA conducting due diligence enquiries, PHA obtaining all necessary shareholder and regulatory approvals and ASX conditionally confirming that it will reinstate the ordinary shares of PHA to trading on ASX following completion of the acquisition of Your Dash.

The acquisition is also conditional upon PHA completing a capital raising of not less than \$1.6 million which will be conducted by way of a placement of at least 20,000,000 ordinary PHA shares offered at an issue price of \$0.08 per share. Funds raised through the offer will, after costs, be applied to the development of the Your Dash business, further details of which will be set out in a forthcoming prospectus. The parties have agreed that PHA may increase the sum of the capital raising above the minimum \$1.6 million.

Within 2 business days of execution of the Terms Sheet, PHA will advance the sum of \$100,000 to Your Dash to be applied to the development of the Your Dash business (**Initial Advance**).

PHA also intends to conduct a capital raising by way of a placement of up to 7,300,000 ordinary PHA shares at an issue price of \$0.05 per share to raise \$365,000 (before costs) (**Preliminary Capital Raising**). Subject to completion of the Preliminary Capital Raising and PHA completing due diligence investigations, PHA will make a \$350,000 subscription for shares in Your Dash which will give PHA a 15% interest in Your Dash. The share subscription sum will be comprised of \$250,000 in cash and a deemed repayment of the Initial Advance.

In the event that PHA fails to complete the Preliminary Capital Raising or does not satisfactorily complete due diligence, the Initial Advance will accrue interest at a rate of 7.5% per annum from the date the Terms Sheet is terminated and is to be repaid to PHA within 6 months. The Company has also agreed that it will make a further subscription in the sum of \$150,000 for an additional 5% of the issued capital of Your Dash subject to all conditions to the transaction being satisfied.

Shareholders who hold in aggregate 60.14% of the issued share capital of Your Dash have executed the Terms Sheet to indicate their support for the transaction. Your Dash must procure that each of its shareholders enter into formal share sale documents within 45 days.

Upon completion of the acquisition, Your Dash will be entitled to nominate 3 Directors to the Board of PHA. Further details regarding the experience and qualifications of the proposed Directors are set out below:

Elio Guarnuccio (Proposed Managing Director)

Elio Guarnuccio has created many successful start-up businesses. This includes CIS Publishers, the largest independent educational publishing company in Australia before being sold to Reed Elsevier Plc.

Bryson Smith

Partner in Turrentine Jackson Morrow the largest funeral home group in Dallas Texas, USA.

Roydon Euan Luff

Corporate lawyer and Partner of Wilmoth Field and Warne Lawyers. Experienced company director with past directorships of ASX listed public companies across mining, retail and technology sectors.

Under the terms of the proposed transaction, it is intended that Mr Bryan Frost shall remain as a Director and Chairman of the Company. It is intended that Mr Frost remain on the Board of the Company. With effect from completion of the transaction, subject to the necessary approvals, it is intended that the terms of Mr Frost's appointment include the issue of performance rights which convert to up to 4 million ordinary shares in two equal tranches upon, and subject to, satisfaction of the same milestones which apply to the issue of the vendor's deferred consideration shares described above.

In connection with, and subject to successful completion of, the transaction PHA will issue 7,500,000 shares to Melbourne Capital Limited (5 million shares) and BW Equities Pty Ltd (2.5 million shares) in connection with corporate advisory fees associated with the introduction and implementation of the Your Dash transaction.

RE-COMPLIANCE WITH CHAPTERS 1 & 2 OF ASX LISTING RULES

The Company anticipates that the transaction with Your Dash will constitute a significant change in the nature and scale of the Company's activities which will require the Company to re-comply with the requirements of Chapters 1 and 2 of the ASX Listing Rules. The Company therefore intends to seek approval for the transaction from shareholders under ASX Listing Rule 11.1.2. The Company will, however, consult with ASX regarding the structure of the proposed transaction.

ANTICIPATED TIMELINE

The Terms Sheet contemplates that the transaction will proceed in accordance with the following indicative timeline, however the parties have agreed to act reasonably to extend the dates below to accommodate delays experienced in the course of implementation of the transaction.

Event	Indicative Date for Satisfaction
Completion of due diligence.	28 August 2015
Execution of formal sale contracts with Your Dash shareholders.	16 September 2015
PHA obtaining all necessary shareholder, regulatory and third-party consents.	16 December 2015
ASX conditionally confirming that it will re-instate the Company to quotation following completion of transaction.	16 December 2015
Completion of the capital raising and completion of acquisition of Your Dash.	16 December 2015

INDICATIVE CAPITAL STRUCTURE

Shares	
Existing	30,458,000 (24.32%)
First Capital Raising (\$365,000)	7,300,000 (5.82%)
Second Capital Raising (assuming minimum of \$1.6 million)	20,000,000 (15.97%)
Vendor Consideration	60,000,000 (47.90%)
Advisor Shares	7,500,000 (5.99%)
TOTAL:	125,258,000 (100%)

** Note the table above does not include or consider the impact of the issue of the deferred consideration shares to the Your Dash vendors or the issue of performance rights proposed to Mr Bryan Frost – both of which are subject to all necessary approvals and subject to the Your Dash business achieving the revenue based milestones set out in this announcement.*

The transaction will have a material effect on the Company's total assets and total equity interests. Information about the likely effect of the transaction on the total assets and total equity interests of the Company will be set out in documentation provided to the shareholders in connection with seeking the approvals necessary to implement the transaction.

FURTHER UPDATES

The Company will update shareholders as the transaction progresses.



Bryan J. Frost
Chairman