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

PS&C Ltd

ABN

164 718 361

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	a) Unlisted Options. b) Fully Paid Ordinary Shares
2	Number of ⁺securities issued or to be issued (if known) or maximum number which may be issued	a) 5,000 options b) 1,065,213 fully paid ordinary shares

+ See chapter 19 for defined terms.

<table>
<tr><td>3</td><td>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)</td><td>

a) Net 5,000 Options

40,000 options issued on the 2 November 2015 with an exercise price of $1.09 issued to employees in accordance with the Directors and Employees Share Scheme, with an expiry date of 31 October 2021.

35,000 options <u>cancelled</u> that were issued on the 2 November 2015 with an exercise price of $1.09 issued to employees in accordance with the Directors and Employees Share Scheme, with an expiry date of 31 October 2021.

b) Fully Paid Ordinary Shares

1,065,213 fully paid ordinary shares issued on the 29 January 2016 in satisfaction of 50% of the consideration for the purchase of all the shares in Certitude Pty Ltd.

</td></tr>
</table>

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: • 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	a)	Options – No Shares - Yes Options - From the date that the unlisted options are exercised and converted into shares quoted on the ASX. The options cannot be traded.

5	Issue price or consideration	a) b)	Options - Nil. Shares – issued using the 30 day VWAP of $0.9817 on 12 January 2016.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	a) b)	Options are an incentive for Directors and Employees and a retention benefit to key employees. Shares are consideration for 50% of all the shares in Certitude Pty Ltd.

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	Yes

6b	The date the security holder resolution under rule 7.1A was passed	26 November 2015

6c	Number of ⁺securities issued without security holder approval under rule 7.1	a) b)	Options – 5,000 Shares - 1,065,213

+ See chapter 19 for defined terms.

6d	Number of ⁺securities issued with security holder approval under rule 7.1A	Nil

6e	Number of ⁺securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil

6f	Number of ⁺securities issued under an exception in rule 7.2	Nil.

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	13,425,239

7	⁺Issue dates 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. Cross reference: item 33 of Appendix 3B.	a) Options - 5,000 issued 2 November 2015 b) Shares - 1,065,213 issued 29 January 2016

8	Number and ⁺class of all ⁺securities quoted on ASX (*including* the ⁺securities in section 2 if applicable)	Number	⁺Class
		66,067,022	Fully Paid Ordinary Shares.

+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	2,710,000	Unlisted Options.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	a) The unlisted options are not eligible for dividends until exercised and quoted on the ASX. b) The fully paid ordinary shares rank equally with all other shares.

+ 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: ....   Date: 29 January 2016

                      (Company Secretary)

Print name: Julian Graham

+ 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	55,675,076
Add the following: • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2	Nil
• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval	9,326,733
• Number of partly paid +ordinary securities that became fully paid in that 12 month period *Note:* • *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*	Nil
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
"A"	65,001,809

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	9,750,271

Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *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*	a) 1,760,000 unlisted options under the Directors and Employee Share Scheme. b) 1,065,213 Fully Paid Shares in consideration for 50% of the purchase of 100% of the shares in Certitude Pty Ltd.
"C"	**2,825,213**

Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	9,750,271
Subtract "C" *Note: number must be same as shown in Step 3*	2,825,213
Total ["A" x 0.15] – "C"	6,925,058 *[Note: this is the remaining placement capacity under rule 7.1]*

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" *Note: number must be same as shown in Step 1 of Part 1*	65,001,809
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	6,500,181
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period under rule 7.1A *Notes:* • *This applies to equity securities – not just ordinary securities* • *Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed* • *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* • *It may be useful to set out issues of securities on different dates as separate line items*	Nil
"E"	6,500,181

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 *Note: number must be same as shown in Step 2*	6,500,109
Subtract "E" *Note: number must be same as shown in Step 3*	Nil
Total ["A" x 0.10] – "E"	*6,500,109* *Note: this is the remaining placement capacity under rule 7.1A*

+ See chapter 19 for defined terms.