

# 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

POWER RESOURCES LIMITED (to be renamed "K2fly Limited")

ABN

69 125 345 502

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).*

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|---|--|
| <p>1 +Class of +securities issued or to be issued</p> | <ul style="list-style-type: none"> <li>(a) Ordinary Shares – issued pursuant to the Prospectus Offer.</li> <li>(b) Ordinary Shares – issued to K2fly NL shareholders (<b>K2fly Shareholders</b>) pursuant to the acquisition of the assets of K2fly NL (<b>K2fly</b>).</li> <li>(c) Ordinary Shares – issued to K2 Technology Pty Ltd pursuant to the acquisition of the assets of K2fly.</li> <li>(d) Ordinary Shares – issued to convertible note holders upon the conversion of their notes at settlement of the acquisition of the assets of K2fly.</li> <li>(e) Ordinary Shares – issued to Kalgoorlie Mine Management Pty Ltd in accordance with the agreement for the acquisition of the assets of K2fly.</li> <li>(f) Ordinary Shares – issued to K S Capital Pty Ltd (or its nominees) and Linq Corporate Pty Ltd (or its nominees) in accordance with the agreement for the acquisition of the assets of K2fly.</li> <li>(g) Unlisted Options – issued to K S Capital Pty Ltd (or its nominees) and</li> </ul> |
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+ See chapter 19 for defined terms.

Linq Corporate Pty Ltd (or its nominees) in accordance with the agreement for the acquisition of the assets of K2fly.

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|---|---|
| <p>2     Number of +securities issued or to be issued (if known) or maximum number which may be issued</p>  | <p>(a) 20,625,000 Ordinary Shares.<br/>         (b) 16,000,000 Ordinary Shares.<br/>         (c) 1,500,000 Ordinary Shares.<br/>         (d) 937,500 Ordinary Shares.<br/>         (e) 4,500,000 Ordinary Shares.<br/>         (f) 1,250,000 Ordinary Shares.<br/>         (g) 1,920,000 Unlisted Options.</p>  |
| <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>(a) Ordinary fully paid shares.<br/>         (b) Ordinary fully paid shares.<br/>         (c) Ordinary fully paid shares.<br/>         (d) Ordinary fully paid shares.<br/>         (e) Ordinary fully paid shares.<br/>         (f) Ordinary fully paid shares.<br/>         (g) Unlisted Options exercisable at \$0.25 each on or before 4 years from the date of grant of the Unlisted Options.</p> |
| <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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <p>Ordinary Shares – yes.</p> <p>Options will rank equally if converted or exercised into Ordinary Shares.</p>  |

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+ See chapter 19 for defined terms.

<p>5 Issue price or consideration</p>	<p>(a) \$0.20 per Share</p> <p>(b) Nil cash consideration, issued pursuant to the acquisition of the assets of K2fly.</p> <p>(c) Nil cash consideration, issued pursuant to the acquisition of the assets of K2fly.</p> <p>(d) Issued pursuant to the conversion of convertible notes at a deemed issue price of 16 cents each.</p> <p>(e) Nil cash consideration, issued in accordance with the agreement for the acquisition of the assets of K2fly.</p> <p>(f) Nil cash consideration, issued in accordance with the agreement for the acquisition of the assets of K2fly.</p> <p>(g) Nil cash consideration, issued in accordance with the agreement for the acquisition of the assets of K2fly.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Pursuant to the Prospectus dated 22 August 2016, the purpose of the Offer and issue to K2fly Shareholders is to:</p> <ul style="list-style-type: none"> <li>- complete the acquisition of the assets of K2fly;</li> <li>- meet the requirements of the ASX and satisfy Chapters 1 &amp; 2 of the ASX Listing Rules;</li> <li>- provide funds to develop the assets of K2fly.</li> </ul> <p>Ordinary Shares to be issued to the K2fly Shareholders, K2 Technology Pty Ltd, Kalgoorlie Mine Management Pty Ltd, K S Capital Pty Ltd (or its nominees) and Linq Corporate Pty Ltd (or its nominees) and Options to be issued to K S Capital Pty Ltd (or its nominees) and Linq Corporate Pty Ltd (or its nominees) are all in accordance with the agreements for the acquisition of the assets of K2fly.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes – however the approval under Listing Rule 7.1A expired on 22 August 2016 (the date of approval by shareholders of a transaction under Listing Rule 11.1.2).</p>

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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	Nil.
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 – All securities the subject of this Appendix 3B are being issued with security holder approval from a general meeting held on 22 August 2016.
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.	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	7.1 – 7,474,880 7.1A – Not applicable
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.	9 September 2016

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	Number	+Class
8	25,645,035	Fully paid ordinary shares.

	Number	+Class
9	14,388,136	Fully paid ordinary shares escrowed for 24 months from the date of quotation.
	9,799,364	Fully paid ordinary shares escrowed for 12 months from the date of issue.
	1,920,000	Options exercisable at \$0.25 each on or before the date which is 4 years from the date of grant of the Options (escrowed for 24 months from the date of quotation).

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Directors do not anticipate declaring a dividend in the foreseeable future.
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## Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable.
12	Is the issue renounceable or non-renounceable?	Not applicable.
13	Ratio in which the +securities will be offered	Not applicable.
14	+Class of +securities to which the offer relates	Not applicable.

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15	+Record date to determine entitlements	Not applicable.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable.
17	Policy for deciding entitlements in relation to fractions	Not applicable.
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>	Not applicable.
19	Closing date for receipt of acceptances or renunciations	Not applicable.
20	Names of any underwriters	Not applicable.
21	Amount of any underwriting fee or commission	Not applicable.
22	Names of any brokers to the issue	Not applicable.
23	Fee or commission payable to the broker to the issue	Not applicable.
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	Not applicable.

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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	Not applicable.
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable.
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable.
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable.
33	<sup>+</sup> Issue date	Not applicable.

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a) ☒ <sup>+</sup>Securities described in Part 1

(b) ☐ All other <sup>+</sup>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

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<sup>+</sup> See chapter 19 for defined terms.

## 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

## Entities that have ticked box 34(b)

- 38 Number of +securities for which +quotation is sought 

Not applicable.
- 39 +Class of +securities for which quotation is sought 

Not applicable.
- 40 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

Not applicable.

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41	Reason for request for quotation now  Example: In the case of restricted securities, end of restriction period  (if issued upon conversion of another +security, clearly identify that other +security)	Not applicable.
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		Number	+Class
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Not applicable.	Not applicable.

### 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.

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+ See chapter 19 for defined terms.

- 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.

Gino D'Anna  
Director/Company Secretary  
16 November 2016

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# 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	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	47,187,501
<b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	Nil  44,812,500  Nil
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	42,167,466
<b>“A”</b>	49,832,535

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<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	7,474,880
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> <li>Under an exception in rule 7.2</li> <li>Under rule 7.1A</li> <li>With security holder approval under rule 7.1 or rule 7.4</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li><i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li><i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li><i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Nil
<b>“C”</b>	Nil
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b>  <i>Note: number must be same as shown in Step 2</i>	7,474,880
<b>Subtract “C”</b>  <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total [“A” x 0.15] – “C”</b>	7,474,880

+ See chapter 19 for defined terms.

## Part 2

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

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<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10  <i>Note: number must be same as shown in Step 2</i>	Not Applicable
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	Not Applicable
<b>Total</b> [“A” x 0.10] – “E”	Not Applicable

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+ See chapter 19 for defined terms.