
**TERMS AND CONDITIONS OF
REPLACEMENT MANAGEMENT PERFORMANCE OPTIONS**

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option will entitle the holder to subscribe for one (1) Share at an exercise price of:
 - (i) Tranche 1 – 15,000,000 Options are exercisable at \$0.20 on or before 30 November 2017;
 - (ii) Tranche 2 – 10,000,000 Options exercisable at \$0.25 on or before 30 November 2017;
 - (iii) Tranche 3 – 10,000,000 Options exercisable at \$0.40 on or before 31 May 2018.
- (b) The Options are exercisable at any time from when they vest, to on or before 5.00pm (WST) on their expiry date wholly or in part by delivering a duly completed form of notice of exercise to the Company, accompanied by payment of the exercise moneys.
- (c) The Options vest on the following terms:
 - (i) Tranche 1 – Options vest immediately upon issue;
 - (ii) Tranche 2 – Options vest upon the five (5) day VWAP of the Company being equal to or in excess of \$0.50 per Share; and
 - (iii) Tranche 3 – Options vest upon the five (5) day VWAP of the Company being equal to or in excess of \$0.80 per Share,subject to the beneficial holder of the Options being either (1) continuous employed with Yonder & Beyond and/or the Company or (2) not a Bad Leaver.
- (d) The Options shall be escrowed as follows:
 - (i) 25% of the Options issued to each holder shall be escrowed for a period of 3 months from the date of issue; and
 - (ii) 25% of the Options issued to each holder shall be escrowed for a period of 6 months from the date of issue; and
 - (iii) 50% of the relevant Options issued to each holder shall be escrowed for a period of 12 months from the date of issue,subject to any longer escrow period that ASX may impose on the Transaction Options.
- (e) Shares issued on exercise of the Options will rank equally in all respects with the Company's then existing Shares, subject to a six (6) month escrow period after settlement of the Transaction.
- (f) Official Quotation:
 - (i) The Company will not apply for official quotation on the ASX of the Options.
 - (ii) Application will be made to ASX for official quotation by ASX of all Shares issued pursuant to the exercise of the Options not later than ten (10) business days after the date of issue.
- (g) Holders of the Options may only participate in new issues of securities as Shareholders if the Option has been exercised and a Share has been issued in respect of the Option before the record date for determining entitlements to the issue. The Company must give notice to holders of any Options as required by the ASX Listing Rules before the record date for determining entitlements to the issue in accordance with the Listing Rules.

- (h) There will be no change to the exercise price of an Option or the number of Shares over which a Option is exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares (other than for a bonus issue, see further details in paragraph (i) below).
- (i) If there is a bonus issue to the holders of Shares in the capital of the Company, the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
- (j) If, prior to the expiry of any Option, there is a reorganisation of the issued capital of the Company, the Options shall be reorganised in the manner set out in the Listing Rules.

TERMS AND CONDITIONS OF Y&B ADVISER OPTIONS

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option will entitle the holder to subscribe for one Share at an exercise price of \$0.20 per Option.
- (b) The Options are exercisable at any time on or before 5.00pm (WST) 30 November 2017.
- (c) The Options are exercisable wholly or in part by delivering a duly completed form of notice of exercise to the Company, accompanied by payment of the exercise moneys.
- (d) All Shares issued on exercise of the Options will rank equally in all respects with the Company's then existing Shares.
- (e) The Options shall be escrowed as follows:
 - (i) 25% of the Options issued to each holder shall be escrowed for a period of 3 months from the date of issue; and
 - (ii) 25% of the Options issued to each holder shall be escrowed for a period of 6 months from the date of issue; and
 - (iii) 50% of the relevant Options issued to each holder shall be escrowed for a period of 12 months from the date of issue,subject to any longer escrow period that ASX may impose on the Transaction Options.
- (f) Official Quotation:
 - (i) The Company will not apply for official quotation on the ASX of the Options;
 - (ii) Application will be made to ASX for official quotation by ASX of all Shares issued pursuant to the exercise of Options not later than ten (10) business days after the date of issue.
- (g) Holders of Options may only participate in new issues of securities as Shareholders if an Option has been exercised and a Share has been issued in respect of the Option before the record date for determining entitlements to the issue. The Company must give notice to holders of any Option as required by the ASX Listing Rules before the record date for determining entitlements to the issue in accordance with the Listing Rules.
- (h) There will be no change to the exercise price of an Option or the number of Shares over which an Option is exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares (other than for a bonus issue, see further details in paragraph (i) below).
- (i) If there is a bonus issue to the holders of Shares in the capital of the Company, the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
- (j) If, prior to the expiry of any Option, there is a reorganisation of the issued capital of the Company, the Options shall be reorganised in the manner set out in the Listing Rules.

TERMS AND CONDITIONS OF ADVISER OPTIONS

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option will entitle the holder to subscribe for one Share at an exercise price of \$0.25 per Option.
- (b) The Options are exercisable at any time on or before 5.00pm (WST) on three (3) years from date of issue.
- (c) The Options are exercisable wholly or in part by delivering a duly completed form of notice of exercise to the Company, accompanied by payment of the exercise moneys.
- (d) All Shares issued on exercise of the Options will rank equally in all respects with the Company's then existing Shares.
- (e) The Options shall be escrowed as follows:
 - (i) 25% of the Options issued to each holder shall be escrowed for a period of 3 months from the date of issue; and
 - (ii) 25% of the Options issued to each holder shall be escrowed for a period of 6 months from the date of issue; and
 - (iii) 50% of the relevant Options issued to each holder shall be escrowed for a period of 12 months from the date of issue,subject to any longer escrow period that ASX may impose on the Transaction Options.
- (f) Official Quotation:
 - (i) The Company will not apply for official quotation on the ASX of the Options;
 - (ii) Application will be made to ASX for official quotation by ASX of all Shares issued pursuant to the exercise of Options not later than ten (10) business days after the date of issue.
- (g) Holders of Options may only participate in new issues of securities as Shareholders if an Option has been exercised and a Share has been issued in respect of the Option before the record date for determining entitlements to the issue. The Company must give notice to holders of any Option as required by the ASX Listing Rules before the record date for determining entitlements to the issue in accordance with the Listing Rules.
- (h) There will be no change to the exercise price of an Option or the number of Shares over which an Option is exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares (other than for a bonus issue, see further details in paragraph (i) below).
- (i) If there is a bonus issue to the holders of Shares in the capital of the Company, the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
- (j) If, prior to the expiry of any Option, there is a reorganisation of the issued capital of the Company, the Options shall be reorganised in the manner set out in the Listing Rules.

TERMS AND CONDITIONS OF CORPORATE ADVISER OPTIONS

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option will entitle the holder to subscribe for one Share at an exercise price of \$0.20 per Option.
- (b) The Options are exercisable at any time on or before 5.00pm (WST) on the date which is three (3) years from date of issue.
- (c) The Options are exercisable wholly or in part by delivering a duly completed form of notice of exercise to the Company, accompanied by payment of the exercise moneys.
- (d) All Shares issued on exercise of the Options will rank equally in all respects with the Company's then existing Shares.
- (e) The Options shall be escrowed as follows:
 - (i) 25% of the Options issued to each holder shall be escrowed for a period of 3 months from the date of issue; and
 - (ii) 25% of the Options issued to each holder shall be escrowed for a period of 6 months from the date of issue; and
 - (iii) 50% of the relevant Options issued to each holder shall be escrowed for a period of 12 months from the date of issue,subject to any longer escrow period that ASX may impose on the Transaction Options.
- (f) Official Quotation:
 - (i) The Company will not apply for official quotation on the ASX of the Options;
 - (ii) Application will be made to ASX for official quotation by ASX of all Shares issued pursuant to the exercise of Options not later than ten (10) business days after the date of issue.
- (g) Holders of Options may only participate in new issues of securities as Shareholders if an Option has been exercised and a Share has been issued in respect of the Option before the record date for determining entitlements to the issue. The Company must give notice to holders of any Option as required by the ASX Listing Rules before the record date for determining entitlements to the issue in accordance with the Listing Rules.
- (h) There will be no change to the exercise price of an Option or the number of Shares over which an Option is exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares (other than for a bonus issue, see further details in paragraph (i) below).
- (i) If there is a bonus issue to the holders of Shares in the capital of the Company, the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
- (j) If, prior to the expiry of any Option, there is a reorganisation of the issued capital of the Company, the Options shall be reorganised in the manner set out in the Listing Rules.