PHW Consolidated Limited

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ABN 99 000 094 995 31 Ord Street West Perth Western Australia 6005 Telephone: +61 8 9322 1003

25 May 2015 Market Announcements Platform Australian Securities Exchange Level 40, Central Park 152-158 St George's Terrace Perth WA 6000



Close of Public Offer and Settlement of Tomizone Acquisition

The Board of PHW Consolidated Limited (ASX: PHW) is pleased to confirm that the offers under its prospectus dated 24 April 2015 have now closed. The offer to raise a minimum of \$5 million funds was oversubscribed and the Company has chosen to scale offering back to the minimum as outlined in the prospectus. A total of 25,000,000 shares in the Company (**Shares**) were issued to investors on 22 May 2015 pursuant to the capital raising.

The Board also confirms satisfaction of the conditions precedent under the share sale agreements between the Company, Tomizone Limited (**Tomizone**) and the former shareholders of Tomizone Limited (**Vendors**), under which the Company acquired 100% of the shares of Tomizone.

Settlement of the share sale agreements has now been completed and the following securities were issued to the Vendors:

- 47,381,489 Shares;
- 5,519,615 options to acquire shares in the Company (**Options**) (comprising 2,163,461 Class A Options and 3,356,154 Class B Options); and
- 31,352,492 performance shares in the Company (**Performance Shares**) (comprising 15,676,246 Class A Performance Shares and 15,676,246 Class B Performance Shares).

In accordance with the terms of the share sale agreements, the above securities include the issue of additional consideration securities to the Vendors based on Tomizone raising funds of \$679,291 prior to settlement.

The Company made the following changes to the Board and senior management on 22 May 2015:

- Mr Tarun Parbhu Kanji has been appointed Non-Executive Director and Chairman effective immediately. Tarun has nearly 25 years corporate and consulting experience spanning the US, Europe, Asia Australia and New Zealand.
- Mr Phillip Joe has been appointed Executive Director and Chief Commercial Officer effective immediately. Phillip has over 27 years experience in consulting, venture investments and investment management and has operational experience in Australasia, Asia and the US. He is a co-founder of Tomizone.
- Mr Stephen Gary Simms has been appointed Executive Director and Chief Executive Officer effective immediately. Stephen has nearly 25 years senior management and business owner experience in the Internet, Telco and Wireless sectors. He is also a co-founder of Tomizone.

• Mr Anand Sundaraj has been appointed as joint Company Secretary alongside Jack Toby.

Mr Avikashan Naidu and Mr Eric King Wai Chan will remain on the Board as Non-Executive Directors.

The Company has also accepted the resignations of Mr Roger Steinepreis and Mr Paul Garner as Directors on 22 May 2015.

David McAllansmith will commence with the business on 22 June 2015 as the Chief Financial Officer for the Group. In the intervening period, Mr Phillip Joe will hold the role of Acting Chief Financial Officer for the Group.

Further securities issued are:

- The issue of 6,555,192 related party options, as approved by the general meeting of shareholders on 28 April 2015;
- The issue of 930,996 Shares and 4,231,794 options to members of the Tomizone Global Advisory Committee
- The issue of 2,593,750 Shares pursuant to the conversion of 415,000 convertible notes of \$1.00 each.

Attached is an ASX Appendix 3B.

The Company has changed its name from PHW Consolidated Limited to Tomizone Limited and the change of name has been registered with the Australian Securities and Investments Commission on 22 May 2015.

The Company's ASX code will also change from PHW to "TOM". These changes will be applied by the ASX in due course.

The Company has also changed its registered office and principal place of business to Level 14, 74 Castlereagh Street, Sydney, NSW 2000.

The Company is now completing the requirements of Chapters 1 and 2 of the ASX Listing Rules for re-quotation on ASX. It is envisaged that the Company will complete these requirements shortly and is targeting to be requoted, subject to ASX approval, within the next 7 days.

For further information please contact:

Tarun Kanji Independent Chairman - TOM

D: +64 9 8895 993

E: tarun.kanji@tomizone.com

Avi Naidu

Non Executive Director - TOM

D: +61 2 9248 6988

E: anaidu@auracapital.com.au

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	en	tity
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Tomizone Limited (previously PHW Consolidated Limited)

ABN

99 000 094 995

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).

- +Class of +securities issued or to be issued
- a) Fully Paid Ordinary Shares (Shares)
- b) Class A Options
- c) Class B Options
- d) Class A Performance Shares
- e) Class B Performance Shares
- f) Shares
- g) Shares (Advisors)
- h) Options (Advisors)
- i) Shares (Convertible Notes)
- j) Director Options (\$0.22)
- k) Director Options (\$0.00)
- Number of *securities issued or to be issued (if known) or maximum number which may be issued
- a) 47,381,489
- b) 2,163,461
- c) 3,356,154
- d) 15,676,246
- e) 15,676,246
- f) 25,000,000
- g) 930,996
- h) 4,231,794
- i) 2,593,750
- j) 5,373,108
- k) 1,182,084

⁺ See chapter 19 for defined terms.

- **Principal** terms of the 3 +securities (e.g. if options, exercise price and expiry date; if partly paid *securities, amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)
- a) Fully Paid Ordinary Shares
- b) Each Class A Option entitles the holder to subscribe for one (1) Fully Paid Ordinary Share, are exercisable at \$0.40 and expire on 31 December 2015.
- c) Each Class B Option entitles the holder to subscribe for one (1) Fully Paid Ordinary Share, are exercisable at \$0.40 and expire on 30 September 2018.
- d) Each Class A Performance Share will convert into one (1) Fully Paid Ordinary Share upon the production of evidence in the form of audited accounts of Tomizone having an amount of NZ\$7,500,000 (based on audited accounts) in revenue generated from the business and assets of Tomizone as at 31 January 2015 and from any organic growth from such business and assets within the 12 month period prior to 30 June 2016.
- e) Each Class B Performance Share will convert into one (1) Fully Paid Ordinary Share upon the production of evidence in the form of audited accounts of Tomizone having an amount of NZ\$9,500,000 (based on audited accounts) in revenue generated from the business and assets of Tomizone as at 31 January 2015 and from any organic growth from such business and assets within the 12 month period prior to 30 June 2016.
- f) Fully Paid Ordinary Shares
- g) Fully Paid Ordinary Shares
- h) Each Advisor Option entitles the holder to subscribe for one (1) Fully Paid Ordinary Share, are exercisable at \$0.22, with 1/3 vesting on the 1st anniversary of PHW's relisting date, 1/3 vesting on the 2nd anniversary of PHW's relisting date and 1/3 vesting on the 3rd anniversary of PHW's relisting date (options expire 12 months from their respective vesting).
- i) Fully Paid Ordinary Shares
- j) Each Director Option entitles the holder to subscribe for one (1) Fully Paid Ordinary Share, are exercisable at \$0.22 and expire on various dates specified in Schedule 8 of the Company's notice of meeting dated 25 March 2015.
- k) Each Director Option entitles the holder to subscribe for one (1) Fully Paid Ordinary Share, are exercisable at \$0.00 and expire on various dates specified in Schedule 8 of the Company's notice of meeting dated 25 March 2015.

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⁺ See chapter 19 for defined terms.

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) Fully Paid Ordinary Shares Yes
- b) Class A Options Yes
- c) Class B Options No
 - a. upon exercise of the options, the holder will be issued Fully Paid Ordinary Shares which will rank equally with other Fully Paid Ordinary Shares on issue.
 - b. Holders are not entitled to vote on any resolutions proposed at a general meeting of PHW's shareholders.
 - Holders are not entitled to any dividends.
 - d. Holders are not entitled to any right to a return of capital, whether on a winding up, upon a capital reduction or otherwise.
- d) & e) Class A and B Performance Shares No
 - a. Holders have the right to attend general meetings of the PHW's shareholders.
 - b. Holders are not entitled to vote on any resolutions proposed at a general meeting of PHW's shareholders, subject to any voting rights under the Corporations Act 2001 (Cth) (Corporations Act) or the ASX Listing Rules where such rights cannot be excluded by these terms.
 - c. Holders are not entitled to any dividends.
 - d. Holders are not entitled to any right to a return of capital, whether on a winding up, upon a capital reduction or otherwise.
- f) Fully Paid Ordinary Shares -Yes
- g) Fully Paid Ordinary Shares -Yes
- i) Fully Paid Ordinary Shares -Yes
- h), j) & k) Advisor Options & Director Options (\$0.22) / (\$0.00) No
 - upon exercise of the options, the holder will be issued Fully Paid Ordinary Shares which will rank equally with other Fully Paid Ordinary Shares on issue.
 - Holders are not entitled to vote on any resolutions proposed at a general meeting of PHW's shareholders.
 - c. Holders are not entitled to any dividends.
 - d. Holders are not entitled to any right to a return of capital, whether on a winding up, upon a capital reduction or otherwise.

⁺ See chapter 19 for defined terms.

5	Issue price or consideration	a) Consideration b) Consideration c) Consideration d) Consideration e) Consideration f) Issue Price of \$0.20 g) Nil – bonus issue h) Nil - remuneration i) Issue Price of \$0.16 j) Nil - remuneration k) Nil - remuneration
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	 (a) to (e) Consideration for 100% of the issued capital of Tomizone Limited. (f) Capital raising of \$5,000,000 pursuant to the Public Offer. (g) & (h) consideration for services provided by advisors. (h) & (i) Conversion of 415,000 convertible notes upon completion of Tomizone acquisition. (j) & (k) Non-Executive Director remuneration.
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	No.
6b	The date the security holder resolution under rule 7.1A was passed	
6c	Number of *securities issued without security holder approval under rule 7.1	
6d	Number of *securities issued with security holder approval under rule 7.1A	

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⁺ See chapter 19 for defined terms.

6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)		
6f	Number of *securities issued under an exception in rule 7.2		
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.		
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		
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	N/A	
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) 22 May 2015 b) 22 May 2015 c) 22 May 2015 d) 22 May 2015 e) 22 May 2015 f) 22 May 2015 g) 22 May 2015 h) 22 May 2015 i) 22 May 2015 j) 22 May 2015 k) 22 May 2015	
		_	
		Number	+Class
8	Number and *class of all *securities quoted on ASX (including the *securities in section 2 if applicable)	78,252,823 6,349,934	Fully Paid ordinary Shares Options exercisable at \$0.40 and expiring on 30 September 2018

⁺ See chapter 19 for defined terms.

9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)

Number	+Class
16,718,048	Fully Paid ordinary Shares
3,356,154	Options exercisable at
	\$0.40 and expiring on
	30 September 2018
4,326,921	Options exercisable at
	\$0.40 and expiring on
	31 December 2015
15,676,246	Class A Performance Shares
15,676,246	Class B Performance
15,070,240	Shares
275 000	Class A Incentive
375,000	Options
375,000	Class B Incentive
	Options
375,000	Class C Incentive
	Options
5,373,108	Director Options
	exercisable at \$0.22
	and expiring on
	various dates specified
	in Schedule 8 of the
	Company's notice of
	meeting dated 25
	March 2015
1,182,084	Director Options
	exercisable at \$0.00
	and expiring on
	various dates specified in Schedule 8 of the
	Company's notice of
	meeting dated 25
	March 2015
4,231,794	Options exercisable at
1. 3.171	\$0.22, with 1/3 vesting
	on the 1st anniversary
	of PHW's relisting
	date, 1/3 vesting on the
	2 nd anniversary of
	PHW's relisting date
	and 1/3 vesting on the
	3 rd anniversary of
	PHW's relisting date
	(options expire 12
	months from their
	respective vesting).

Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

N/A

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⁺ See chapter 19 for defined terms.

Part	2 - Pro rata issue	
11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the *securities will be offered	
14	⁺ Class of ⁺ securities to which the offer relates	
15	⁺ Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with.	
	Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	

⁺ See chapter 19 for defined terms.

Appendix 3B New issue announcement

23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	⁺ Issue date	

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⁺ 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 - 100,000 10,001 - 100,000 100,001 and over
27	A copy of any trust deed for the additional *securities

⁺ See chapter 19 for defined terms.

Entiti	ies that have ticked box 34(b	n)	
38	Number of *securities for which *quotation is sought		
39	⁺ Class of ⁺ securities for which quotation is sought		
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		
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)		
42	Number and *class of all *securities quoted on ASX (including the *securities in clause 38)	Number	+Class

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⁺ See chapter 19 for defined terms.

Quotation agreement

- [†]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.
- 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.
- 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:	(Director/Company secretary)	Date: 25 May 2015
Print name:	Jack Toby	

⁺ 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		
Add the following:		
Number of fully paid ⁺ ordinary securities issued in that 12 month period under an exception in rule 7.2		
Number of fully paid ⁺ ordinary securities issued in that 12 month period with shareholder approval		
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 		
Subtract the number of fully paid ⁺ ordinary securities cancelled during that 12 month period		
"A"		

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⁺ 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	
Step 3: Calculate "C", the amount of 7.1 that has already been used	of placement capacity under rule
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 	
"C"	
Step 4: Subtract "C" from ["A" x "I placement capacity under rule 7.1	3"] to calculate remaining
"A" x 0.15	
Note: number must be same as shown in Step 2	
Subtract "C"	
Note: number must be same as shown in Step 3	
<i>Total</i> ["A" x 0.15] – "C"	
	[Note: this is the remaining placement capacity under rule 7.1]

⁺ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figurescript is calculated	ure from which the placement
"A"	
Note: number must be same as shown in Step 1 of Part 1	
Step 2: Calculate 10% of "A"	
"D"	0.10
	Note: this value cannot be changed
Multiply "A" by 0.10	
Step 3: Calculate "E", the amount of 7.1A that has already been used	of placement capacity under rule
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 	

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⁺ See chapter 19 for defined terms.

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	
Subtract "E"	
Note: number must be same as shown in Step 3	
<i>Total</i> ["A" x 0.10] – "E"	
	Note: this is the remaining placement capacity under rule 7.1A

⁺ See chapter 19 for defined terms.