

+Rule 3.20.4, 7.18-7.24A, 15.3, Appendix 7A paragraphs 8 & 9.

Appendix 3A.3

Notification of reorganisation of capital – ⁺security consolidation or split

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.

Please note that two or more corporate actions on the same ⁺security may not run with different record dates if the timetables result in overlapping (but not identical) ex-periods. It is permissible to run different corporate actions with the same record date except in the case of reorganisations – consolidations/splits which cannot run at the same time as any other corporate action for that entity.

If you are an entity incorporated outside Australia, for ⁺securities other than CDIs / depository interests, please obtain and provide an International Securities Identification Number (ISIN) for the class(es) of ⁺securities to be created during your corporate action. The ISIN(s) should be advised in the Further Information section of this form. Further information on this requirement can be found in the Online Forms section of ASX Online for companies.

*Denotes minimum information required for first lodgement of this form.

**Denotes information that must be provided on or before ⁺business day 0 of the relevant Appendix 6A or Appendix 7A timetable.

The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

Question No.	Question	Answer
1.1	*Name of entity	Palace Resources Limited
1.2	*Registration type and number <i>One of ABN/ARSN/ARBN/ACN or other registration type and number (if "other" please specify what type of registration number has been provided).</i>	ACN 106 240 475
1.3	*ASX issuer code	PXR
1.4	*The announcement is <i>Tick whichever is applicable.</i>	<input type="checkbox"/> New announcement <input checked="" type="checkbox"/> Update/amendment to previous announcement <input type="checkbox"/> Cancellation of previous announcement
1.4a	*Reason for update <i>Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.</i>	Appendix 3A.3 not completed on initial notification of meeting
1.4b	*Date of previous announcement to this update <i>Mandatory only if "Update" ticked in Q1.4 above.</i>	13 July 2015
1.4c	*Reason for cancellation <i>Mandatory only if "Cancellation" ticked</i>	

	<i>in Q1.4 above.</i>	
1.4d	<p>*Date of previous announcement to this cancellation</p> <p><i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i></p>	
1.5	<p>*Date of this announcement</p> <p><i>The date of lodgement of the form by the entity via ASX Online.</i></p>	16 July 2015
1.6	<p>*Applicable ASX ⁺security code(s) and description(s) for reorganisation</p> <p><i>Please confirm the entity's ⁺securities (quoted and unquoted) which will be affected by the reorganisation. Please note Listing Rule 7.21 in respect of ⁺convertible ⁺securities, Listing Rules 7.22.1 and 7.22.2 in respect of options and Listing Rule 7.24 in respect of partly paid ⁺securities.</i></p>	<p>ASX ⁺security code: PXR and PXTOB</p> <p>⁺Security description:</p> <p>PXR – Fully paid ordinary shares</p> <p>PXROB – options (expiring 28 Feb 2015 and exercisable at \$0.002)</p>

Part 2 – Approvals

Question No.	Question	Answer					
2.1	<p>*Are any of the below approvals required for the reorganisation before business day 0 of the timetable?</p> <ul style="list-style-type: none"> • ⁺Security holder approval • Court approval • Lodgement of court order with ⁺ASIC • ACCC approval • FIRB approval; • Another approval/condition external to the entity required to be given/met before business day 0 of the timetable for the reorganisation. <p><i>If any of the above approvals apply to the reorganisation before business day 0 of the timetable, please answer 'yes' and provide details at Q2.2. If "no" go to Part 3.</i></p> <p><i>The purpose of the question is to confirm that relevant approvals are received prior to ASX establishing an ex market in the ⁺securities. If the entity wishes to disclose approvals or conditions which are to be resolved at a later date it should use Part 6 "Further information".</i></p>	Y / N	Y	N	N	N	N
2.2	<p>Approvals</p> <p><i>Select appropriate approval from drop down box as applicable. More than one approval can be selected. This question refers only to events which take place before business day 0 of the timetable. The purpose of the question is to confirm that relevant approvals are received prior to ASX establishing an ex market in the ⁺securities. The "Date for determination" is the date that you expect to know if the approval is given for example the date of the ⁺security holder meeting in the case of ⁺security holder approval or the date of the court hearing in the case of court approval. If the entity wishes to disclose approvals or conditions which are to be resolved at a later date it should use Part 6 "Further information".</i></p>						
*Approval/condition	*Date for determination	*Is the date estimated or actual?	**Approval received/condition met?	Comments			
			<p><i>Only answer this question when you know the outcome of the approval – please advise on or before ⁺business day 0 of the relevant Appendix 6A or Appendix 7A timetable.</i></p>				
⁺ Security holder approval	12 August 2015	<input type="checkbox"/> Estimated OR <input checked="" type="checkbox"/> Actual	<input type="checkbox"/> Yes <input type="checkbox"/> No				
Court approval		<input type="checkbox"/> Estimated OR <input type="checkbox"/> Actual	<input type="checkbox"/> Yes <input type="checkbox"/> No				

Lodgement of court order with ⁺ ASIC		<input type="checkbox"/> Estimated OR <input type="checkbox"/> Actual	<input type="checkbox"/> Yes <input type="checkbox"/> No	
ACCC approval		<input type="checkbox"/> Estimated OR <input type="checkbox"/> Actual	<input type="checkbox"/> Yes <input type="checkbox"/> No	
FIRB approval		<input type="checkbox"/> Estimated OR <input type="checkbox"/> Actual	<input type="checkbox"/> Yes <input type="checkbox"/> No	
Other (please specify in comment section)		<input type="checkbox"/> Estimated OR <input type="checkbox"/> Actual	<input type="checkbox"/> Yes <input type="checkbox"/> No	

Amended 29/06/15

Part 3 – reorganisation timetable and details

Question No.	Question	Answer
3.1	<p>*Record date</p> <p>COURT APPROVAL: This is three *business days after the entity lodges the court order with ASIC and tells ASX – *business day 3 in the timetable. This is the date on which the register is closed to determine the register for the consolidation or split of *securities.</p> <p>NO COURT APPROVAL: This is four *business days after the *security holder meeting – *business day 4 in the timetable. This is the date on which the register is closed to determine the register for the consolidation or split of *securities.</p> <p>ALL: The *record date must be at least five *business days from the current date. Please note that the *record date and effective date cannot be changed (even to postpone it or cancel it) any later than 12 noon Sydney time on the day before the previous effective date advised.</p>	17 August 2015
3.2	<p>Date of *security holder meeting</p> <p>Same date as provided in Q2.2.</p>	12 August 2015
3.3	<p>Last day for trading in pre-reorganised *securities</p> <p>COURT APPROVAL: This is the *business day the entity lodges the court order with ASIC and tells ASX – *business day 0 in the timetable.</p> <p>NO COURT APPROVAL: This is the *business day after *security holders approve the reorganisation – *business day 1 in the timetable.</p> <p>ALL: Please note that the last day of trading cannot be changed (even to postpone it) any later than 12 noon Sydney time on the day before the previous effective date advised.</p>	13 August 2015
3.4	<p>*Effective date</p> <p>Trading in the re-organised *securities “ex-reorganisation” commences on a deferred settlement basis. If the *entity’s *securities are suspended from trading during this period there will be no *deferred settlement trading however ASX still captures this date.</p> <p>COURT APPROVAL: This is the *business day after the entity lodges the court order with ASIC and tells ASX – *business day 1 in the timetable.</p> <p>NO COURT APPROVAL: This is the second *business day after *security holders approve the reorganisation – *business day 2 in the timetable.</p>	Mid - September 2015

	<p>ALL: Please note that the ⁺record date and effective date cannot be changed (even to postpone it or cancel it) any later than 12 noon Sydney time on the day before the previous effective date advised.</p>	
3.5	<p>⁺Record date</p> <p>Same as Q3.1 above.</p>	10 August 2015
3.6	<p>First day for entity to send notices to ⁺security holders of the change in the number of ⁺securities they hold. First day for entity to register ⁺securities on a post reorganised basis</p> <p>COURT APPROVAL: This is the day after the ⁺record date – ⁺business day 4 in the timetable.</p> <p>NO COURT APPROVAL: This is the day after the ⁺record date – ⁺business day 5 in the timetable.</p>	20 August 2015
3.7	<p>⁺Issue date. ⁺Deferred settlement market ends. Last day for entity to send notices to ⁺security holder of the change in the number of ⁺securities they hold. Last day for ⁺entity to register ⁺securities on a post-reorganised basis</p> <p>COURT APPROVAL: This is five ⁺business days after the ⁺record date – ⁺business day 8 in the timetable.</p> <p>NO COURT APPROVAL: This is five ⁺business days after the ⁺record date – ⁺business day 9 in the timetable.</p> <p>ALL: Please note that the ⁺issue date cannot be changed (even to postpone it) any later than 12 noon AEST on the previous ⁺issue date advised.</p>	21 August 2015
3.8	<p>Trading starts on a normal T+3 basis</p> <p>COURT APPROVAL: This is six ⁺business days after the ⁺record date and the ⁺business day after ⁺issue date – ⁺business day 9 in the timetable.</p> <p>NO COURT APPROVAL: This is six ⁺business days after the ⁺record date and the ⁺business day after ⁺issue date – ⁺business day 10 in the timetable.</p>	20 August 2015
3.9	<p>First settlement of trades conducted on a deferred settlement basis and on a normal T+3 basis</p> <p>COURT APPROVAL: This is nine ⁺business days after ⁺record date and three ⁺business days after T+3 trading starts – ⁺business day 12 in the timetable.</p> <p>NO COURT APPROVAL: This is nine ⁺business days after ⁺record date and three ⁺business days after T+3 trading starts – ⁺business day 13 in the timetable.</p>	24 August 2015

Part 4 – reorganisation type and details

Question No.	Question	Answer
4.1	<p>*The reorganisation is</p> <p><i>Please select one. If “consolidation” please answer Q4.1a, if “split” please answer Q4.1b.</i></p>	<p><input checked="" type="checkbox"/> ⁺Security consolidation</p> <p><input type="checkbox"/> ⁺Security split</p>
4.1a	<p>*Consolidation ratio</p> <p><i>Ratios may only be expressed as whole numbers. Fractional ratios will need to be multiplied up to a whole number (for example 1:1.5 should be expressed as 2:3). Where you consolidate five ⁺securities into one ⁺security, the answer above is 5.00 (pre-consolidation) ⁺securities will be consolidated into 1.00 (post-consolidation) ⁺security. To consolidate three ⁺securities into two ⁺securities, the answer above is 3.00 (pre-consolidation) ⁺securities will be consolidated into 2.00 (post-consolidation) ⁺securities.</i></p> <p>ALL: Please note that the ratio (multiplier or divisor) cannot be changed any later than 12 noon Sydney time on the day before the previous effective date advised.</p>	<p>the ⁺securities will be consolidated on the basis that every</p> <p>100 _____ (pre-consolidation) ⁺securities will be consolidated into</p> <p>_1 _____ (post-consolidation) ⁺security (/ies)</p>
4.1b	<p>*Split ratio</p> <p><i>Ratios may only be expressed as whole numbers. Fractional ratios will need to be multiplied up to a whole number (for example 1:1.5 should be expressed as 2:3). Where you split each ⁺security into five, the answer above is every 1.00 (pre-split) ⁺security will be divided into 5.00 (post-split) ⁺securities. To divide each two ⁺securities into three ⁺securities the answer is 2.00 (pre-split) ⁺securities will be divided into 3.00 (post-split) ⁺securities.</i></p> <p>ALL: Please note that the ratio (multiplier or divisor) cannot be changed any later than 12 noon Sydney time on the day before the previous effective date advised.</p>	<p>the ⁺securities will be split on the basis that every</p> <p>_____ (pre-split) ⁺security (/ies) will be divided into</p> <p>_____ (post-split) ⁺securities.</p>
4.2	<p>*Scrip fraction rounding:</p> <p><i>Please select the appropriate description regarding how fractions will be handled. If you do not have a rounding policy please choose “Fractions rounded down to the nearest whole number or fractions disregarded”.</i></p>	<p><input type="checkbox"/> Fractions rounded up to the next whole number</p> <p><input checked="" type="checkbox"/> Fractions rounded down to the nearest whole number or fractions disregarded</p> <p><input type="checkbox"/> Fractions sold and proceeds distributed</p> <p><input type="checkbox"/> Fractions of 0.5 and over rounded up</p> <p><input type="checkbox"/> Fractions over 0.5 rounded up</p>

Part 5 – ⁺Securities on issue before and after reorganisation

A change to the terms or price of ⁺convertible securities should be advised in Part 6 – “Further information”.

Question No.	Question		Answer				
5.1	⁺⁺Securities on issue before and after the reorganisation <i>Please confirm the number of the entity's ⁺securities on issue before and after the reorganisation. Please note Listing Rule 7.21 in respect of ⁺convertible securities, Listing Rules 7.22.1, 7.22.2 in respect of options and Listing Rule 7.24 in respect of partly paid ⁺securities. If an estimate is provided please provide the actual amounts as soon as reasonably practicable and no later than the ⁺issue date.</i>						
ASX ⁺ security code	ASX ⁺ security description	Quoted/ unquoted	Number on issue before reorganisation	Number on issue after reorganisation	Estimate/ Actual		
PXR	FPO	Quoted	1,120,865,807	11,208,658	Estimated		
5.2	*Exercise price of options <i>Please confirm the exercise price of options on issue before and after the reorganisation. Please note Listing Rule 7.21 in respect of ⁺convertible securities, and Listing Rules 7.22.1, 7.22.2 in respect of options.</i> <i>Options expiring 28 February 2016 and exercisable at \$0.002 before consolidation</i>						
ASX ⁺ security code	ASX ⁺ security description	Quoted/ unquoted	Currency	Exercise price before reorganisation	Exercise price after reorganisation		
PXROB	Options	Quoted	AUD	\$0.002	\$0.20		
5.3	*Partly paid ⁺securities affected by the reorganisation <i>Please confirm the effect of the reorganisation on “paid to” and “unpaid” amounts for partly paid ⁺securities on issue before and after the reorganisation. Please note Listing Rule 7.21 in respect of ⁺convertible securities and Listing Rule 7.24 in respect of partly paid ⁺securities. If there is more than one ⁺security please include the additional ⁺securities.</i>						
ASX ⁺ security code	ASX ⁺ security description	Quoted/ unquoted	Currency	Paid up amount before re- organisation	Paid up amount after re- organisation	Unpaid amount before re- organisation	Unpaid amount after re- organisation

Part 6 – Further Information

Question No.	Question	Answer
6.1	Further information relating to the reorganisation <i>Please provide any further information relating to this reorganisation.</i>	Refer to ASX announcement 13 July 2015

Introduced 22/09/14