

**POTASH WEST NL
SHARE PURCHASE PLAN – JULY 2016
TERMS AND CONDITIONS**

These are the Terms and Conditions of the Share Purchase Plan (**Plan**) of Potash West NL (**PWN**) that have been approved by the board of PWN.

1. Offer

Under the Plan, Eligible Shareholders (defined below) are offered the opportunity to participate in the Plan to apply for parcels valued at \$2,000, \$5,000, \$10,000 or \$15,000 of fully paid ordinary shares in the capital of PWN pursuant to these Terms and Conditions (**Offer**). Please read these Terms and Conditions carefully, as Eligible Shareholders will be bound by them by participating in the Plan. All fully paid ordinary shares in the capital of PWN (**Shares**) issued under the Offer will rank equally with existing Shares from the date of issue, and carry the same voting rights, dividend rights and other entitlements as existing Shares. All amounts referred to in these Terms and Conditions are in Australian dollars.

2. Participation in the Plan

Shareholders who are entered in the register of members at 5.00pm (WST) on 15 July 2016 (**Record Date**) (**Eligible Shareholders**) may apply to participate in the Offer in accordance with this Plan. The following rules apply to participation by Eligible Shareholders in the Plan:

- (a) **Single holders** – If you are the registered holder of Shares, but you receive more than one Offer under the Plan (for example, due to multiple registered holdings), you may only apply for up to a maximum amount of \$15,000 worth of Shares.
- (b) **Joint holders** – If you are recorded with one or more persons as the joint holder of a holding of Shares, that joint holding is considered to be a single registered holding for the purpose of the Plan. Joint holders are only entitled to participate in the Plan in respect of that single holding. If the same joint holders receive more than one Offer under the Plan due to multiple identical holdings, the joint holders may only apply for up to one maximum amount of \$15,000 worth of Shares.
- (c) **Custodians and nominees** – If you are an Eligible Shareholder who holds Shares as a custodian, trustee or nominee (within the definition of 'custodian' in ASIC Class Order 10/105) (**Custodian**) or in any more specific relief granted to PWN in relation to this Offer and hold Shares on behalf of one or more persons ("**beneficiaries**"), this Offer is made to you and you have the discretion whether to extend this Offer to the beneficiaries on whose behalf you hold Shares. If you apply for Shares on behalf of a beneficiary, PWN will not issue Shares to you unless you certify the following in writing to PWN:
 - (i) that you hold the Shares on behalf of one or more persons (each a "**participating beneficiary**") on the Record Date who have subsequently instructed you to apply for Shares on their behalf under the Plan;
 - (ii) the number of participating beneficiaries;
 - (iii) the name and address of each participating beneficiary;
 - (iv) the number of Shares that you hold on behalf of each participating beneficiary;
 - (v) the number and dollar amount of Shares which each participating beneficiary has instructed you to apply for on their behalf;
 - (vi) there are no participating beneficiaries in respect of which the total of the aggregate application price for the following exceeds A\$15,000:
 - (A) the Shares applied for by you on behalf of a participating beneficiary under the Plan; and
 - (B) any Shares issued to you in the 12 months before the application as a result of an instruction given by a participating beneficiary to you to apply for Shares on their behalf under an arrangement similar to the Plan;
 - (vii) that a copy of the Plan was given to each beneficiary; and

- (viii) where you hold Shares on behalf of a beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed Custodian.

Custodians should request a custodian certificate when making an application on behalf of participating beneficiaries (**Custodian Certificate**). To request a Custodian Certificate, and if you would like further information on how to apply, you should contact our share registry Advanced Share Registry Services (**Share Registry**) on (08) 9389 8033 between 8.30am to 5.00pm (Perth time) Monday to Friday

- (d) **Participation** – Applications under the Plan may only be made in the following amounts:

Total \$	\$2000	\$5000	\$10,000	\$15,000
No. of Shares	66,667	166,667	333,333	500,000

Eligible Shareholders are not permitted to acquire more than \$15,000 worth of Shares in aggregate, even if an Eligible Shareholder received more than one Application Form or hold Shares in more than one capacity, e.g. if an Eligible Shareholder is both a sole and joint holder of Shares.

Participation in the Plan is entirely optional and the Offer of Shares under the Plan is not a recommendation. You should seek independent advice if you are unsure whether you should participate in the Plan. The Offer of Shares under the Plan is nonrenounceable which means that Eligible Shareholders cannot transfer their entitlement to purchase Shares under the Plan to another person.

The Application Form attached to these Terms and Conditions (**Application Form**) specifies a minimum (\$2,000) and maximum (\$15,000) value of Shares for which applications may be made and application may not be made for a value of Shares less than the minimum or greater than the maximum. If an Eligible Shareholder applies for:

- (i) a value of Shares greater than the maximum that is provided for in the Application Form, the maximum number of Shares under the Plan will be issued and the excess amount paid will be refunded without interest; or
 - (ii) a value of Shares less than the minimum that is provided for in the Application Form, no Shares will be issued under the Plan and any amount paid will be refunded without interest.
- (e) **Limit** – If total applications exceed the \$1,500,000 to be raised under the Plan, the directors of PWN may, in their absolute discretion, accept or scale-back all applications on an equitable basis.

3. Foreign Investor Restrictions

The offer of Shares under this Plan does not constitute an offer in any jurisdiction outside Australia. The Offer is not made to persons or places to which, or in which, it would not be lawful to make such an offer of securities. Any persons in such places who wish to participate in the Plan should seek advice on and comply with any legal restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. Applicants who are residents in countries other than Australia should consult their professional advisers as to whether any regulatory or other consents are required or whether any other formalities need to be considered and followed.

4. Application Form

Unless payment is made by using the BPAY® facility, applications to participate in the Plan must be made on the enclosed Application Form and must be received by the Share Registry (with the correct payment) no later than 5.00pm (Perth time) on 5 August 2016. PWN reserves the right to return any payment and not issue any Shares if payment is received after that time. By returning the enclosed Application Form or by making a BPAY® payment, you agree to be bound by the Terms and Conditions of this Plan and certify that the aggregate of the application price paid by you for the Shares the subject of the Application Form or BPAY® payment, and any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf, under the Plan or under any similar arrangement operated by PWN in the 12 months prior to the date of issue under the Plan, does not exceed \$15,000. Applications and payments under the Plan may not be withdrawn once they have been received. Any payment made to PWN pursuant to an application to participate in the Plan will not bear interest under any circumstances.

5. Payments by BPAY®

If payment is made using the BPAY® facility (Australian bank accounts only), there is no requirement for the Application Form to be returned. Payment must be received by no later than 5.00pm (Perth time) on 5 August 2016. Eligible Shareholders must ensure that funds submitted through BPAY® are received by this time as their own financial institutions may implement earlier cut off times with regards to electronic payment.

Applicants should be aware that their own financial institution may implement earlier cut off times for electronic payments and should take this into consideration when making a payment via BPAY. You may also have your own limit on the amount that can be paid by BPAY. It is your responsibility to ensure that the amount you wish to pay via BPAY does not exceed your limit and is received by the Share Registry prior to the close of the Offer. If you have multiple holdings you will have multiple customer reference numbers. To ensure you receive your Shares in respect of that holding, you must use the customer reference number shown on each personalised Application Form when paying for any new Shares that you wish to apply for in respect of that holding. Shareholders who have multiple holdings must ensure they comply with the requirements in clause 1. Applications can only be made for Shares in the amounts specified on the Application Form. Please do not forward cash. Receipts for payment will not be issued. Application Forms returned by fax will not be accepted. Payments made pursuant to an application for Shares will only be accepted if your cheque or money order is drawn, or your BPAY payment is made, in Australian currency. Cheques must be drawn on an Australian financial institution. Payments made pursuant to an application for Shares will not bear interest as against PWN under any circumstances.

6. Offer Price

The price for Shares under the Plan is \$0.03 per Share, representing a 20% discount to the average price of PWN's Shares quoted on the ASX during the 5 days immediately prior to the announcement of this Plan.

The Shares of PWN are a speculative investment, and the price of the Shares might rise or fall between the date of this Offer and the date the Shares are issued. This means that the price paid for a Share under the Plan may be greater or less than the price of Shares at the time they are issued to Eligible Shareholders.

7. Shares to be Issued

Shares issued under the Plan will rank equally in all respects with existing Shares of PWN. Promptly after issue, application will be made by for Shares issued under the Plan to be listed for quotation on the official list of the Australian Securities Exchange. Transaction Confirmation Statements will be despatched to the Issuer Sponsored and CHESS participants for Shares issued under the Plan. No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Shareholders for their application for, or issue of, Shares under the Plan. This Offer of Shares under the Plan is made in accordance with ASIC Class Order 09/425 and Class Order 10/105, which grants relief from the requirement to prepare a prospectus for the offer of shares under the share purchase plans.

8. Variations, Waivers and Resolution of Disputes

The Plan is governed by the law in force in Western Australia and PWN reserves the right to:

- (a) vary the Closing Date and Issue Date for Shares under the Plan;
- (b) waive compliance with any of these Terms and Conditions;
- (c) refuse to issue Shares where it believes there has been a breach of the Terms and Conditions of this Plan;
- (d) amend or vary these Terms and Conditions or suspend or terminate the Plan at any time;
- (e) scale back applications; and
- (f) settle in any manner it thinks fit any disputes or anomalies which may arise in connection with the Plan. Any determinations by PWN will be binding on all Eligible Shareholders and other persons to whom the determination relates.

PWN's rights may be exercised by the board of PWN or any delegate thereof.

9. Applications and Notices

Applications and notices given to PWN for the Plan must be in writing and in such form as PWN may from time to time require. Such applications and notices will be effective on receipt by PWN subject to:

- (a) these Terms and Conditions; and
- (b) in the case of applications, acceptance by PWN before the Closing Date (**as defined below**).

10. Raising Amount and Scale Back

PWN seeks to raise \$1,500,000.

In the event of an oversubscription by the Closing Date the directors of PWN may, in their absolute discretion, accept or scale-back all applications on an equitable basis. If PWN rejects or scales-back an application or purported application, PWN will promptly return to the shareholder the relevant application monies, without interest.

11. Indicative Timetable

Event	Date
Record Date (5.00pm WST)	15 July 2016
Announcement of the Plan	18 July 2016
Opening Date	18 July 2016
Closing Date	5 August 2016
Issue Date of new Shares	9 August 2016
Dispatch of holding statements	9 August 2016
New Shares commence trading on ASX	10 August 2016

These dates are indicative only. PWN may vary the dates and times of the Offer without notice. Accordingly, Eligible Shareholders wishing to subscribe under the Offer are encouraged to submit their Application Forms as early as possible.

12. Questions

If you have any questions, please contact the Company on (08) 9479 5386 between the hours of 8.30am and 5.00pm, Monday to Friday. For details regarding how your personal shareholder information is used, please refer to the enclosed Application Form.