

PUBLIC HOLDINGS (AUSTRALIA) LIMITED

ACN 000 332 918

NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY STATEMENT AND PROXY FORM

Notice is given that the Annual General Meeting (**Meeting**) of Public Holdings (Australia) Limited [ACN 000 332 918] (**Company** or **PHA**) will be held:

TIME: 11am

DATE: Monday, 23 May 2016

PLACE: At the offices of McBain McCartin & Co
Level 1, 123 Whitehorse Road, Balwyn VIC 3103

This Notice of General Meeting should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this Notice of General Meeting please do not hesitate to contact, David McBain, Company Secretary on (+61 3) 9817 0700.

Each of the resolutions proposed to be put to shareholders at the Meeting are set out in this Notice of General Meeting (**Notice**) and further details regarding those resolutions are set out in the Explanatory Memorandum accompanying this Notice. The details of the resolutions contained in the Explanatory Memorandum should be read together with, and form part of, this Notice.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the Meeting are those who are registered shareholders of the Company 48 hours before the Meeting.

BUSINESS

ITEM 1: FINANCIAL STATEMENTS AND REPORTS

To receive and consider the accounts of the Company, the annual Financial Report, Directors' Report and Auditor's Report prepared in accordance with the requirements of the *Corporations Act 2001 (Cth)* (**Corporations Act**) for the financial year ended 31 December 2015.

ITEM 2: ADOPTION OF REMUNERATION REPORT

RESOLUTION 1: To consider and, if thought fit, pass the following resolution:

"That the remuneration report included within the Directors' Report of the Company for the financial year ended 31 December 2015 be adopted."

VOTING EXCLUSION STATEMENT RESOLUTION 1:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; and
- a closely related party (such as close family members and any controlled companies of those persons) of such a member.

However, a person described above ("**Restricted Voter**") may vote on this Resolution if:

- the person does so as a proxy appointed in writing that specifies how the proxy is to vote on the Resolution; and
- the vote is not cast on behalf of a Restricted Voter.

Voting Note:

If you appoint the person chairing the meeting (the Chair) as your proxy and you are not a Restricted Voter, by marking the box on, and submitting, the Proxy Form you authorise the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of the Company's key management personnel and you will be taken to have directed the Chair to vote in accordance with his stated intention to vote in favour of the Resolution. If you have appointed the Chair as your proxy and you do not want your votes exercised in favour of Resolution 1, you should not mark the box on the Proxy Form or otherwise direct the Chair to vote "against" or to "abstain" from voting on Resolution 1.

PUBLIC HOLDINGS (AUSTRALIA) LIMITED

ACN 000 332 918

NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY STATEMENT AND PROXY FORM

ITEM 3: RE-ELECTION OF DIRECTOR

RESOLUTION 2: To consider and, if thought fit, pass the following resolution:

“That Clayton Dodd, who retires by rotation in accordance with the Company’s Constitution, being eligible offers himself for re-election, be re-elected as a Director of the Company.”

ITEM 4: APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY – LISTING RULE 7.1A

RESOLUTION 3 (SPECIAL RESOLUTION): To consider and, if thought fit, pass the following resolution:

“That for the purposes of Listing Rule 7.1A, shareholders approve the Company having the additional capacity to issue fully paid ordinary shares in the capital of the Company up to a maximum number permitted under ASX Listing Rule 7.1A at an issue price which is not less than 75% of the volume weighted average market (closing) price of the Company’s listed ordinary shares calculated over the last fifteen (15) days on which trades of the Company’s ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting.”

VOTING EXCLUSION STATEMENT RESOLUTION 3 (SPECIAL RESOLUTION)

The Company will disregard any votes cast on this Resolution 3 by:

- persons who may participate in the proposed issue and persons who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; or
- an associate of those persons.

However, the Company need not disregard a vote on this Resolution if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Voting Note:

If as at the time of the Annual General Meeting, the Company:

- is included in the S&P/ASX 300 Index; and/or
- has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of greater than AUD\$300 million,

then Resolution 3 will be withdrawn.

Dated this 6th day of April 2016

BY ORDER OF THE BOARD



**David McBain
COMPANY SECRETARY**

If you have not received and require a copy of the Annual Report, please contact the Company Secretary on:

Telephone: +61 3 9817 0700,

Facsimile: +61 3 9817 0799 or

email: dmcbain@mcbainmccartin.com.au.

PUBLIC HOLDINGS (AUSTRALIA) LIMITED

ACN 000 332 918

NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY STATEMENT AND PROXY FORM

PROXY AND VOTING INSTRUCTIONS

PROXY INSTRUCTIONS

A member who is entitled to vote at a meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; and
- (b) one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be returned in accordance with the instructions set out on the form not less than 48 hours before the time for holding the Meeting, or adjourned Meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act 2001 (Cth). A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the Meeting (Chair) as your proxy.

A proxy form is attached to this Notice.

CORPORATE REPRESENTATIVES

Any corporation which is a member of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

VOTING ENTITLEMENT

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members 48 hours before the Meeting are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

HOW THE CHAIRMAN WILL VOTE UNDIRECTED PROXIES

Subject to the restriction below, the Chair of the meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions.

PROXIES THAT ARE UNDIRECTED ON RESOLUTION 1

If you appoint the Chair of the meeting as your proxy and you are not a Restricted Voter, by marking the box on, and submitting the proxy form you authorise the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Company's key management personnel, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1.

Directors of the Company (other than the Chair, per the above), any other of the Company's key management personnel and any of their closely related parties will not be able to vote undirected proxies held by them on

PUBLIC HOLDINGS (AUSTRALIA) LIMITED

ACN 000 332 918

NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY STATEMENT AND PROXY FORM

Resolution 1. Key management personnel of the Company comprise the Directors of the Company and those other persons actually having authority and responsibility for planning, directing and controlling the activities of the Company, directly and indirectly. The Remuneration Report identified the key management personnel for the year ending 31 December 2015. Their closely related parties are defined in the Corporations Act and include specified family members, dependents and companies they control.

SPECIAL RESOLUTION

For a special resolution to be passed at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution. Resolution 3 is a special resolution.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum (**Memorandum**) accompanies and forms part of the Company's Notice of General Meeting (**Notice**) to be held at the offices of McBain McCartin & Co, Level 1, 123 Whitehorse Road, Balwyn VIC 3103 on Monday, 23 May 2016 at 11am (Melbourne, time).

The Notice of General Meeting incorporates and should be read together with this Memorandum.

ITEM 1: FINANCIAL STATEMENTS AND REPORTS

The Company's financial statements for the year ended 31 December, 2015, and the report of the Company's Directors and Auditors thereon, will be put to the meeting for consideration. There is no requirement for members to approve these reports. However, the Chairman will afford reasonable opportunity for members to ask questions or make comments about these reports of the Company.

ITEM 2: RESOLUTION 1: REMUNERATION REPORT

As part of the annual Directors' Report provided to all members of the Company, a remuneration report is required to be included. This report sets out details of the remuneration received by certain Directors, in addition to describing the policy of the Board of Directors (the "**Board**") in respect of remuneration and the performance conditions.

Under the resolution in Item 2, the Company is seeking members' approval of the adoption of the remuneration report by the Company. Whilst the resolution must be put to the vote, the resolution is advisory only and does not bind the Directors of the Company.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meeting's (AGM), shareholders will be required to vote at the second of those AGM's on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must be put up for re-election. The vote on the Remuneration Report contained in the Company's 2014 Annual Financial Statements was passed with the support of more than 75% of votes thus a spill resolution will not be required in the event that 25% or more of votes that are cast are against the adoption of the 2015 Remuneration Report. However, in the event that 25% or more of votes that are cast are against the adoption of the 2015 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more at the same resolution at the following AGM a spill resolution would be required.

The Company will disregard any vote cast on this resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being persons described as such in the Remuneration Report) or a closely related party of such a member unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

The Board recommends that Shareholders vote in favour of Item 2.

ITEM 3: RESOLUTION 2: RE-ELECTION OF DIRECTOR

ASX Listing Rule 14.4 provides that a Director (other than the Managing Director) must retire and offer himself/herself for re-election at the third Annual General Meeting following his/her election. Further, clauses 13.4 and 13.5 of the Company's Constitution provide that at each Annual General Meeting, one third of Directors, or if their number is not a multiple of three then the number nearest to but not exceeding one third, retire from office and may submit themselves for re-election.

PUBLIC HOLDINGS (AUSTRALIA) LIMITED

ACN 000 332 918

NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY STATEMENT AND PROXY FORM

Clayton Dodd is required to retire at this meeting and seeks re-election.

Further information in relation to Clayton is as follows:

- Qualifications: Member of Chartered Accountants Australia and New Zealand.
- Experience:
 - Over 30 years' experience in finance and resources and has held directorships with public listed companies on the Johannesburg Stock Exchange (JSE), Alternative Investment Market - London Stock Exchange (AIM) and Australian Stock Exchange (ASX). Clayton is currently a Director of Weld Range Metals Limited, an unlisted public company.
- Interest in shares and options: 4,000,000 ordinary shares in PHA at 31 December 2015.
- Special responsibilities: Non-Executive Director
- Length of service: Appointed to the Board 19 September 2014

The current Directors unanimously support the re-election of Mr Dodd.

ITEM 4: RESOLUTION 3 (SPECIAL RESOLUTION): APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY – LISTING RULE 7.1A

General

The ASX has introduced fund raising rules to provide more flexibility for smaller companies to raise additional capital in an easier and potentially less costly manner. ASX Listing Rule 7.1A enables eligible entities to issue equity securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued share capital through placements over a 12 month period after an Annual General Meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is, at the date of the Notice of Annual General Meeting an eligible entity.

Through Resolution 3 the Company is seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below). The Company may use funds raised from any 10% Placement Facility for funding of specific projects and/or general working capital. It may also use the 10% Placement Facility to issue shares for non-cash consideration such as in connection with payments to vendors of new business opportunities or in lieu of cash payments to consultants and advisors (although the Company presently has no proposal to do so).

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of Resolution 3.

ASX Listing Rule 7.1A

The ability to issue equity securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an AGM and any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Meeting will have one class of quoted equity securities, being ordinary fully paid shares.

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may issue or agree to issue, during the Placement Period (defined below), a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of the issue or agreement to issue:

- plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;

PUBLIC HOLDINGS (AUSTRALIA) LIMITED

ACN 000 332 918

NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY STATEMENT AND PROXY FORM

(iv) *less the number of fully paid shares cancelled in the 12 months.*

Note: *that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

D *is 10%*

E *is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.*

The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the Volume Weighted Average Price (VWAP) of equity securities in the same class calculated over the 15 trading days immediately before:

- the date on which the price at which the relevant equity securities are to be issued is agreed; or
- if the equity securities are not issued within 5 trading days of the date in dot point above, the date on which the equity securities are issued (the above being **Minimum Issue Price**).

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires on the earlier to occur of:

- the date that is 12 months after the date of the AGM at which the approval is obtained; or
- the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (**Placement Period**).

The effect of Resolution 3 will be to allow the Company to issue the equity securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

Information Required by Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility:

- The minimum price at which equity securities will be issued under Listing Rule 7.1A is the Minimum Issue Price (as described and defined above).
- If Resolution 3 is approved by the shareholders and the Company issues equity securities under the 10% Placement Facility, the existing shareholders' voting power in the Company would be diluted as shown in Table 1 below. There is a risk that:
 - the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the AGM; and
 - the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

- Table 1 below shows the dilution of existing shareholders on the basis of:
 - The closing price of the Company's shares on the day before the date of this Notice (being \$0.06) ; and

PUBLIC HOLDINGS (AUSTRALIA) LIMITED

ACN 000 332 918

NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY STATEMENT AND PROXY FORM

- The number of ordinary securities for variable “A” being calculated in accordance with the formula in ASX Listing Rule 7.1A 2.
- Table 1 also shows:
 - Two examples where variable “A” has increased by 50% and 100%. Variable “A” is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future placements under ASX Listing Rule.1 that are approved at a future shareholders’ meeting.
 - Two examples of where the price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Table 1 – Example Potential Issues under Listing Rule 7.1A

Variable “A” in ASX Listing Rule 7.1A.2		Dilution		
		\$0.03 cents 50% decrease in Deemed Price	\$0.06 Deemed Price	\$0.12 100% Increase in Deemed Price
Current Variable A 30,458,000 shares	10% Voting Dilution (shares issued)	3,045,800	3,045,800	3,045,800
	Funds raised	\$91,374	\$182,758	\$365,496
50% increase in current Variable A 45,687,000 shares	10% Voting Dilution (shares issued)	4,568,700	4,568,700	4,568,700
	Funds raised	\$137,061	\$274,122	\$548,244
100% increase in current Variable A 60,916,000	10% Voting Dilution (shares issued)	6,091,600	6,091,600	6,091,600
	Funds raised	\$182,748	\$365,496	\$730,992

Table 1 has been prepared on the following assumptions and should be reviewed on the following basis:

- (i) The Company issues the maximum securities available under the ASX Listing Rule 7.1A.
- (ii) The table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder’s holding at the date of the Meeting.
- (iii) The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1 (i.e. the “15% rule”).
- (iv) The price of ordinary securities is deemed for the purposes of the table above to be \$0.06 cents, being the closing price of the Company’s listed securities on ASX on the day before the date of this Notice (**Deemed Price**). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed.
- The Company will only issue and allot the equity securities during the 10% Placement Period. The approval under Resolution 3 for the issue of the equity securities will cease to be valid on expiration of the Placement Period (defined and described above).

PUBLIC HOLDINGS (AUSTRALIA) LIMITED

ACN 000 332 918

NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY STATEMENT AND PROXY FORM

- The Company may seek to issue the equity securities for the following purposes:
 - Non-cash consideration such as in connection with payments to vendors of new business opportunities or in lieu of cash payments to consultants and advisors (although the Company presently has no proposal to do so). In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.
 - Cash consideration such as funding of specific projects and/or general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities under Listing Rule 7.1A.

- The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:
 - the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - the effect of the issue of the equity securities on the control of the Company;
 - the financial situation and solvency of the Company; and
 - advice from corporate, financial and broking advisers (if applicable).
- The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company were to pursue an acquisition and were it to be successful in acquiring a new business opportunity, it is possible that the allottees under the 10% Placement Facility will be the vendors of such an opportunity.
- The Company has previously obtained shareholder approval under ASX Listing Rule 7.1A at its 2015 AGM. During the 12 month period preceding the proposed date of the 2016 AGM, being on and from 23 May 2015, the Company issued a total of 250,000 shares which represents approximately 0.8% of the total number of securities on issue in the Company as at 29 May 2015.

The details of the issues of shares made by the Company during the 12 month period preceding the proposed date of the 2016 AGM are as follows:

- 250,000 fully paid ordinary shares were issued to a director in lieu of cash payment in consideration for remaining a director of the Company and foregoing his entitlement to monthly director fees and for services provided to the Company as approved at the AGM held 25 May 2015 and as announced to the ASX in the Company's announcement dated 29 May 2015.
- A voting exclusion statement is included in the Notice to which this Memorandum relates. At the date of that Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

NOTE: Unless otherwise specified, all monetary amounts are expressed in Australia dollars.

Public Holdings (Australia) Limited

ACN 000 332 918

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Public Holdings (Australia) Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

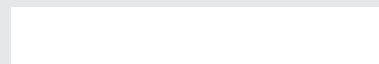
I/We being a member(s) of Public Holdings (Australia) Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am on Monday, 23 May 2016 at the offices of McBain McCartin & Co., Level 1, 123 Whitehorse Road, Balwyn VIC 3103** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

1 Adoption of Remuneration Report

☐	☐	☐
--------------------------	--------------------------	--------------------------

2 To re-elect Mr Clayton Dodd as a Director

☐	☐	☐
--------------------------	--------------------------	--------------------------

3 Approval of Additional 10% Placement Facility – Listing Rule 7.1A

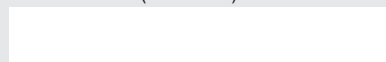
☐	☐	☐
--------------------------	--------------------------	--------------------------



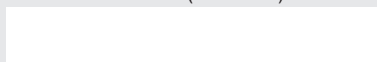
* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

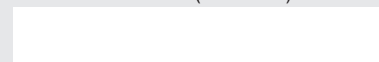
Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

PHA PRX1601C

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Saturday, 21 May 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Public Holdings (Australia) Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**