
TERMS AND CONDITIONS OF ISSUE OF DIRECTOR/EMPLOYEE / SERVICE PROVIDER OPTIONS

NOVEMBER 2015

The terms and conditions attaching to the Director/ Employee & service provider Options are set out below:

- (a) Each Option (**Option**) entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company (**Share**) at an exercise price of \$0.40 (**Exercise Price**).
- (b) Subject to clause (c), the Options are exercisable at any time on or before 5.00pm Eastern Standard Time on 31 December 2020 (**Expiry Date**).
- (c) In the case of the Employee Options only, 25% of the Options granted to each employee, vest in 4 equal tranches upon 12, 24, 36 and 48 months of the date of grant.
- (d) Any Options which have not previously vested or have not exercised by the Expiry Date shall lapse.
- (e) Options may only be exercised in multiples of 1,000.
- (f) Options may not be exercised if the effect of such exercise and subsequent allotment of the Shares would be to create a holding of less than a marketable parcel of Shares, unless the allottee is already a Shareholder at the time of exercise.
- (g) Exercise of the Option is affected by completing a notice of exercise of option and delivering it to the registered office of the Company together with payment of \$0.40 per Option exercised.
- (h) All Shares issued upon exercise of the Options and payment of the Exercise Price will rank equally in all respects with the Company's then existing Shares. The Company will apply for quotation by ASX of all Shares issued upon exercise of the Options within the time period required by ASX.
- (i) There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new entitlement issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (j) In the event of any reconstruction, including a consolidation, subdivision, reduction or return of the issued capital of the Company prior to the Expiry Date, the number of Options which each holder is entitled or the Exercise Price of the Options or both will be reconstructed as appropriate in a manner which is in accordance with the Listing Rules and will not result in any benefits being conferred on Option holders which are not conferred on Shareholders, subject to such provision with respect to the rounding of entitlements as may be sanctioned by the meeting of Shareholders approving the reconstruction of capital but in all other respects the terms of exercise of the Options will remain unchanged. The rights of an Option holder may be changed to comply with the Listing rules applying to a reorganisation of capital at the time of the reconstruction.
- (k) Shares allotted and issued pursuant to the exercise of an Option will be allotted and issued not more than 14 days after the receipt of a proper notice and payment of the exercise price in respect of the Options exercised.

ENDS