KING&WOOD MALLESONS

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16 October 2017

Company Announcements Platform
ASX Limited
Fax 1300 135 638

Dear Sir or Madam

Firstmac Holdings Limited – unconditional on-market takeover bid for Goldfields Money Limited ABN 63 087 651 849

We act for Firstmac Holdings Limited ABN 55 621 282 157 ("**Firstmac Holdings**"), a wholly owned subsidiary of Firstmac Limited ABN 59 094 145 963.

We **enclose**:

- in accordance with item 2 of section 635(1) of the *Corporations Act 2001* (Cth) ("**Corporations Act**"), an announcement by Firstmac Holdings of its on-market takeover bid for all of the ordinary shares in Goldfields Money Limited ABN 63 087 651 849 (ASX: GMY) ("**Bid**"); and
- in accordance with item 3 of section 635(1) of the Corporations Act, a copy of our client's bidder's statement ("**Bidder's Statement**") in relation to the Bid.

The Bidder's Statement will be lodged with the Australian Securities and Investments Commission and provided to Goldfields Money Limited today.

Yours sincerely

Rhys Casey
Partner
T +61 7 3244 8062
rhys.casey@au.kwm.com

Encl 2

firstmac

ASX ANNOUNCEMENT

FIRSTMAC HOLDINGS ANNOUNCES UNCONDITIONAL ON-MARKET TAKEOVER OFFER TO ACQUIRE ALL GOLDFIELDS MONEY SHARES FOR $1.12 CASH PER SHARE

Firstmac Holdings Limited ABN 55 621 282 157 (**Firstmac Holdings**), a wholly owned subsidiary of Firstmac Limited ABN 59 094 145 963 (**Firstmac**), is pleased to announce an unconditional on-market takeover bid to acquire all of the ordinary shares in Goldfields Money Limited (ASX: GMY) ABN 63 087 651 849 (**Goldfields Money**) for **$1.12** cash per share (**Offer**).

The Offer price of **$1.12** per share values Goldfields Money's share capital at approximately **$25.22 million.**[1] As at 30 June 2017, Goldfields Money's net tangible assets were approximately $19.76 million, or approximately $0.88 per Goldfields Money share.

The Offer price represents a:

- **12%** premium to the closing price of **$1.00** per Goldfields Money share on the Australian Securities Exchange (**ASX**) on the last trading day before this announcement;
- **9.83%** premium to the 30-day volume weighted average price (**VWAP**) of Goldfields Money shares on the ASX to the last trading day prior to this announcement of **$1.02**; and
- **11.29%** premium to the 90-day VWAP of Goldfields Money shares on the ASX to the last trading day prior to this announcement of **$1.01**.

The Offer is an unconditional cash offer and details of the Offer are set out in the bidder's statement, a full copy of which is attached to this announcement (**Bidder's Statement**). Firstmac and Firstmac Holdings have received approval from the Treasurer under the *Financial Sector (Shareholdings) Act 1998* (Cth) to hold up to a 100% stake in Goldfields Money.

Firstmac Holdings has appointed Patersons Securities Limited ABN 69 008 896 311 / AFSL 239052 to act as its on-market broker (**Broker**) and accept Goldfields Money shares offered to it at the offer price of $1.12 per share from today until the close of the Offer period. Further details are set out in the ASX announcement made by the Broker earlier today.

Firstmac Holdings Chairman, Kim Cannon said: "The Offer provides Goldfields Money shareholders with an opportunity to realise cash for their Goldfields Money shares at a premium to the prices at which Goldfields Money shares have traded over the 3 months prior to the announcement of the Offer. Firstmac is currently the only person approved by the Treasurer to exceed the 15% shareholding limit. The Offer is therefore the only current opportunity for all existing Goldfields Money shareholders to realise value for their Goldfields Money shares."

In accordance with the *Corporations Act 2001* (Cth), the Bidder's Statement will be lodged with the Australian Securities and Investments Commission and sent to Goldfields Money today. It is expected that the Bidder's Statement will be despatched to Goldfields Money shareholders this week.

For further information, please contact the Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.15am and 5.30pm (Sydney time), Monday to Friday (excluding public holidays).

ENDS.

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[1] Based on 22,521,066 Goldfields Money shares on issue.

BIDDER'S STATEMENT

for an unconditional on-market cash offer by

firstmac

Firstmac Holdings Limited
(ABN 55 621 282 157)

to acquire all of your ordinary shares in

Goldfields Money Limited
(ABN 63 087 651 849)

for $1.12 cash per share

PATERSONS SECURITIES LIMITED (ABN 69 008 896 311), AFSL No. 239052 HAS BEEN APPOINTED AS THE BROKER FOR FIRSTMAC HOLDINGS LIMITED AND WILL STAND IN THE MARKET AND ACCEPT GOLDFIELDS MONEY SHARES OFFERED TO IT AT THE OFFER PRICE FROM 16 OCTOBER 2017

THE OFFER HAS NO CONDITIONS AND IS ABLE TO BE ACCEPTED IMMEDIATELY

If you have any questions in relation to this document or your acceptance of this offer, please call the Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.15am and 5.30pm (Sydney time), Monday to Friday (excluding public holidays)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to how to deal with this document or the Offer, you should consult your legal, financial or other professional advisor as soon as possible.

The Offer is dated 31 October 2017 and will close at the end of trading (4.00pm, Sydney time) on 1 December 2017, unless withdrawn or extended.

PATERSONS
BROKER TO THE OFFER

KING&WOOD MALLESONS
LEGAL ADVISOR

Important Notices

This Bidder's Statement is given by Firstmac Holdings Limited (ABN 55 621 282 157) ("**Firstmac Holdings**") to Goldfields Money Limited (ABN 63 087 651 849) ("**Goldfields Money**") under Part 6.5 of Chapter 6 of the Corporations Act and sets out certain disclosures required by the Corporations Act, together with the terms of the Offer to acquire your Goldfields Money Shares.

This Bidder's Statement is dated 16 October 2017.

A copy of this Bidder's Statement was lodged with ASIC on 16 October 2017. ASIC takes no responsibility for the content of this Bidder's Statement.

The Offer relates to all Goldfields Money Shares that exist or will exist at any time during the Offer Period.

Defined Terms

Terms used in this Bidder's Statement are defined in the Glossary in section 9.

Investment decisions

Nothing in this Bidder's Statement constitutes investment, legal, financial or tax advice. This Bidder's Statement does not take into account the individual investment objectives, financial situation or particular needs of each Goldfields Money Shareholder. You should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept the Offer.

Foreign Jurisdictions

The distribution of this Bidder's Statement and the making of the Offer may, in some jurisdictions, be restricted by law or regulation. The Offer is not being made, directly or indirectly, in or into, and will not be capable of acceptance from, any jurisdiction in which the making of the Offer, or acceptance of the Offer, would not be in compliance with the laws of that jurisdiction. Accordingly, persons who come into possession of this Bidder's Statement should inform themselves of, and observe, any of those restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any of these jurisdictions. Firstmac Holdings does not assume any responsibility for any violation by any person of any of these restrictions.

Privacy

Firstmac Holdings has obtained your information from the register of Goldfields Money Shareholders for the purposes of making the Offer. The Corporations Act requires the names and addresses of Goldfields Money Shareholders to be held in a public register. Your information may be disclosed on a confidential basis to Firstmac Holdings' Related Bodies Corporate and external service providers and may be required to be disclosed to regulators, such as ASIC.

In accordance with the *Privacy Act 1988* (Cth), Goldfields Money Shareholders may request access to personal information about them held by Firstmac Holdings and its agents. Goldfields Money Shareholders may contact Firstmac Holdings on the Offer Information Line if they have questions about their personal information. The registered office of Firstmac Holdings is Level 40, Riverside Centre, 123 Eagle Street, Brisbane, Queensland, 4000.

Forward Looking Statements

This Bidder's Statement contains both historical and forward-looking statements, including statements of current intention or expectation. Any such forward-looking statements relate to future matters and are subject to various inherent risks and uncertainties. Actual events or results may differ materially from the events or results expressed or implied by any forward-looking statements. None of Firstmac Holdings, any of its directors or officers, any person named in this Bidder's Statement or any person involved in the preparation of this Bidder's Statement makes any representation or warranty (either express or implied) as to the accuracy or likelihood of fulfilment of any forward-looking statements, or any events or results expressed or implied in any forward-looking statements, except to the extent required by law. You must not place any undue reliance on any forward-looking statement. The forward-looking statements contained in this Bidder's Statement reflect views held only as at the date of this Bidder's Statement.

Subject to any obligations under law, Firstmac Holdings does not give any undertaking to update or revise any forward-looking statements, whether written or verbal, that may be made from time to time, whether as a result of new information, future events or otherwise.

Information on Goldfields Money

The information on Goldfields Money contained in this Bidder's Statement has been prepared by Firstmac Holdings using publicly available information about Goldfields Money and should not be considered comprehensive. The information in this Bidder's Statement concerning Goldfields Money has not been independently verified by Firstmac Holdings. Accordingly, subject to the Corporations Act, neither Firstmac Holdings, nor any of its respective officers and employees make any representation or warranty (express or implied) as to the accuracy or completeness of such information.

Goldfields Money has not reviewed, nor approved, the information contained in this Bidder's Statement and has not provided Firstmac Holdings with any information for the purposes of disclosure in this Bidder's Statement. Further information relating to Goldfields Money business may be included in Goldfields Money's Target's Statement which it must provide to Goldfields Money Shareholders in response to this Bidder's Statement.

Rounding

A number of figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Bidder's Statement are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Bidder's Statement.

How to accept

To accept the Offer you should follow the instructions set out in section 1.2 of this Bidder's Statement.

Enquiries

If you are in doubt as to how to deal with this document or the Offer, you should consult your broker or your legal, financial or other professional advisor as soon as possible. If you have any questions in relation to the Offer, or how to accept it, please call the Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.15am and 5.30pm Sydney time, Monday to Friday (excluding public holidays).

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Key Dates

16 October 2017

ANNOUNCEMENT OF THE OFFER

16 October 2017

BIDDER'S STATEMENT LODGED WITH ASIC

11.00am (Sydney time) 16 October 2017

GOLDFIELDS MONEY SHAREHOLDERS ABLE TO SELL GOLDFIELDS MONEY SHARES TO FIRSTMAC HOLDINGS

10.00am (Sydney time) 31 October 2017

OFFER PERIOD OFFICIALLY COMMENCES

4.00pm (Sydney time) 1 December 2017

OFFER CLOSES (UNLESS EXTENDED OR WITHDRAWN)

Chairman's Letter

16 October 2017

Dear Goldfields Money Shareholder

I am pleased to provide you with an on-market, unconditional cash offer to acquire all of your ordinary shares in Goldfields Money Limited ("**Goldfields Money**") for **$1.12** per Goldfields Money Share (the "**Offer**").

The Offer provides you with an opportunity to realise cash for your Goldfields Money Shares at a premium to the prices at which Goldfields Money Shares have traded over the 3 months prior to the announcement of the Offer.

The Offer Price of **$1.12** values Goldfields Money's share capital at approximately **$25.22 million**.[1] As at 30 June 2017, Goldfields Money's net tangible assets were approximately $19.76 million, or approximately $0.88 per Goldfields Money Share.

The Offer Price of **$1.12** per Goldfields Money Share represents a:

- **12%** premium to the closing price of **$1.00** per Goldfields Money Share on 13 October 2017, the last Trading Day before the Announcement Date;
- **9.83%** premium to the 30-day volume weighted average price of Goldfields Money Shares on ASX on the last Trading Day before the Announcement Date of **$1.02**; and
- **11.29%** premium to the 90-day volume weighted average price of Goldfields Money Shares on ASX on the last Trading Day before the Announcement Date of **$1.01**.[2]

The Offer may only be accepted by selling your Goldfields Money Shares on-market on ASX. Firstmac Holdings has appointed Patersons Securities Limited to act as its on-market broker and accept Goldfields Money Shares offered to it at the Offer Price from 11.00am (Sydney time) on 16 October 2017 until the end of the Offer Period. A summary of how to sell your Goldfields Money Shares is set out in section 1.2 of this Bidder's Statement.

As an on-market bid, the Offer is free of all conditions and provides you with a straightforward cash exit for your Goldfields Money Shares allowing you to realise your cash proceeds in two ASX Trading Days (that is, on a T+2 basis).

The Offer is scheduled to end at the close of trading on 1 December 2017, unless it is extended or withdrawn in accordance with the Corporations Act.

This Bidder's Statement sets out the details of the Offer, including all relevant information which you need to take into account before making a decision whether to accept the Offer. If you have any questions, please contact your legal, financial or other professional advisor. Alternatively, please call the Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.15am and 5.30pm (Sydney time), Monday to Friday (excluding public holidays).

I encourage you read this document in its entirety, and then to accept the Offer as soon as possible.

Yours sincerely

Kim Cannon

Chairman, Firstmac Holdings Limited

Managing Director, Firstmac Limited

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1 Based on 22,521,066 Goldfields Money Shares on issue.

2 Source: This trading data was sourced from IRESS Limited. IRESS Limited has not consented to the use of the reference to this trading data in this Bidder's Statement. Further information in relation to trading prices of Goldfields Money Shares is set out in the 'Why you should accept the Offer' section of this Bidder's Statement.

Features of the Offer

This summary provides an overview of the Offer and is qualified by the detailed information contained in this Bidder's Statement. You should read this Bidder's Statement in full before deciding whether or not to accept the Offer.

The Bidder	The bidder is Firstmac Holdings Limited, a wholly owned subsidiary of Firstmac Limited which is the ultimate holding company for the Firstmac Group. For further information about Firstmac Holdings and the Firstmac Group, refer to section 2 of this Bidder's Statement.
Offer	**$1.12** in cash per Goldfields Money Share. The Offer is for all of your Goldfields Money Shares.
Closing Date	The Offer closes at the end of trading (4.00pm, Sydney time) on 1 December 2017, unless it is extended or withdrawn.
Payment Terms	The usual rules for settlement of transactions which occur on-market on ASX will apply in respect of the Offer. This means that if you accept the Offer, you will be paid on a T+2 Basis (being within 2 Trading Days after your acceptance).
Conditions	The Offer is not subject to any conditions.

Why you should accept this Offer

1 The Offer Price represents a premium to recent trading prices

The Offer gives you the opportunity to sell your Goldfields Money Shares for **$1.12** cash per share.

The Offer Price of **$1.12** per Goldfields Money Share represents a:

- **12%** premium to the closing price of **$1.00** per Goldfields Money Share on 13 October 2017, the last Trading Day before the Announcement Date;
- **9.83%** premium to the 30-day volume weighted average price of Goldfields Money Shares on ASX on the last Trading Day before the Announcement Date of **$1.02**; and
- **11.29%** premium to the 90-day volume weighted average price of Goldfields Money Shares on ASX on the last Trading Day before the Announcement Date of **$1.01.**[3]

The highest price at which Goldfields Money Shares have traded on ASX in the 12 months prior to the Announcement Date is **$1.07**. The lowest price at which Goldfields Money Shares have traded on ASX in the 12 months prior to the Announcement Date is **$0.90.**

The **$1.12** Offer Price implies a market capitalisation of approximately **$25.22 million** for Goldfields Money. As at 30 June 2017, Goldfields Money's net tangible assets were approximately $19.76 million, or approximately $0.88 per Goldfields Money Share.

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[3] Source: This trading data was sourced from IRESS Limited. IRESS Limited has not consented to the use of the reference to this trading data in this Bidder's Statement.

2 Accepting the Offer enables you to realise certain and immediate value for your Goldfields Money Shares

The Offer is to acquire your Goldfields Money Shares for 100% cash consideration.

As an on-market bid, the Offer is free of all conditions and provides you with a straightforward cash exit for your Goldfields Money Shares allowing you to realise your cash proceeds in two Trading Days (that is, on a T+2 basis).

3 The Offer is unconditional and you can sell your Goldfields Money Shares to Firstmac Holdings immediately

The Offer is an **unconditional** on-market offer of **$1.12** in cash per Goldfields Money Share.

Although the Offer officially commences from the start of trading on 31 October 2017, you may sell your Goldfields Money Shares to Firstmac Holdings **immediately**. Patersons Securities will be standing in the market on behalf of Firstmac Holdings to acquire Goldfields Money Shares offered to it at the Offer Price on and from the Announcement Date.

By accepting the Offer, you will:

- receive **$1.12** in cash for each Goldfields Money Share; and
- be paid on a T+2 Basis (being within 2 Trading Days after your acceptance).

Refer to section 1.2 of this Bidder's Statement for instructions on how to accept the Offer.

4 The Offer gives you a certain exit opportunity and removes certain risks

The certainty provided by receiving a cash price under the Offer should be compared with the risks and uncertainties associated with remaining a Goldfields Money Shareholder.

You can choose, in effect, between an all-cash Offer of certain value which is available now, and future uncertain value by retaining your Goldfields Money Shares. If you accept the Offer, you will be paid cash for your Goldfields Money Shares and will no longer be exposed to external and company specific risks that Goldfields Money may be subject to and which may adversely affect the trading price of your Goldfields Money Shares.

In addition to the risks relating specifically to Goldfields Money, there are inherent risks in holding shares in a listed entity. These risks include but are not limited to:

- operational risk;
- regulatory risk;
- equity market risk; and
- general economic conditions.

5 The share price may fall after the close of the Offer and trading in Goldfields Money Shares may remain illiquid

While there are many factors that may influence the market price of Goldfields Money Shares, in the absence of the Offer or a competing bid, the Goldfields Money Share price may fall below the value of the Offer.

The Offer will allow you to dispose of all of your Goldfields Money Shares, and to realise certain value for your Goldfields Money Shares. Further, Goldfields Money Shares currently trade at low volumes on ASX. The average daily trading volume for Goldfields Money Shares over the last 90 Trading Days prior to the Announcement Date was approximately 4,894 Goldfields Money Shares. As a result, in the absence of the Offer, there is no guarantee that Goldfields Money Shareholders would be able to liquidate their entire holding of Goldfields Money Shares on-market in a single transaction.

The Offer provides you with an opportunity to dispose of all of your Goldfields Money Shares in a single transaction for certain cash value.

Frequently asked questions

This section is designed to help you understand some of the issues relating to the Offer and should be read together with the rest of this Bidder's Statement before deciding whether or not to accept the Offer.

If you have further questions, please call the Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.15am and 5.30pm (Sydney time), Monday to Friday (excluding public holidays).

What is the Offer?	The Offer is an unconditional, on-market takeover bid to acquire all of your Goldfields Money Shares for **$1.12** cash per share.
When can I sell my Goldfields Money Shares to Firstmac Holdings?	You can sell your Goldfields Money Shares on-market to Firstmac Holdings **immediately**. Patersons Securities will stand in the market on behalf of Firstmac Holdings and accept Goldfields Money Shares offered to it at the Offer Price from the Announcement Date until 1 December 2017, the date the Offer is scheduled to close (unless extended or withdrawn). You may also accept the Offer on-market during the Offer Period.
What is this Bidder's Statement?	This Bidder's Statement has been prepared by Firstmac Holdings for distribution to Goldfields Money Shareholders. It sets out the terms of the Offer and information relevant to your decision as a Goldfields Money Shareholder whether or not to accept the Offer. This Bidder's Statement is an important document. If you are in any doubt as to how to deal with this document, you should consult your legal, financial or other professional advisor as soon as possible.
Who is Firstmac Holdings?	Firstmac Holdings is a wholly owned subsidiary of Firstmac Limited, the ultimate holding company for the Firstmac Group. The Firstmac Group is Australia's largest non-bank prime home loan lender and operates as a specialised home loan lender, loan servicer and fund manager. Refer to section 2 of this Bidder's Statement for further information about the Firstmac Group.
How do I accept the Offer?	To accept the Offer, you must follow the instructions set out in section 1.2 of this Bidder's Statement.
If I accept the Offer, when will I be paid?	The usual rules for settlement of transactions which occur on-market on ASX will apply in respect of Firstmac Holdings' purchase of Goldfields Money Shares under the Offer. This means that, if you accept the Offer, you will be paid on a T+2 Basis (being within 2 Trading Days after your acceptance).
Will I need to pay brokerage if I accept the Offer?	You are responsible for paying any brokerage fees associated with your acceptance of the Offer. You should consult with your Broker or Controlling Participant to ascertain whether any transactional fees or service charges will be payable in connection with your acceptance of the Offer.

What are the tax implications of acceptance?	A general summary of the likely Australian tax consequences of accepting the Offer is set out in section 6 of this Bidder's Statement. In addition, Firstmac Holdings recommends that you seek independent professional advice in relation to your own particular circumstances.
When does the Offer close?	The Offer is currently scheduled to close at 4.00pm (Sydney time) on 1 December 2017, unless extended or withdrawn.
Can Firstmac Holdings extend the Offer Period or withdraw the Offer?	Yes, the Offer Period can be extended or (in certain circumstances) withdrawn by Firstmac Holdings, subject to the Corporations Act. Any extension to the Offer Period or withdrawal of the Offer will be announced to ASX.
Are there any conditions to the Offer?	No – the Offer is an unconditional cash offer.
What happens if I do not accept the Offer?	You will remain a Goldfields Money Shareholder and will not receive the cash consideration offered by Firstmac Holdings. However, you should note that: ▪ if Firstmac Holdings acquires control of Goldfields Money, and you continue to hold Goldfields Money Shares, you will be exposed to the risks associated with being a minority shareholder (and, if there is an insufficient spread of Goldfields Money Shareholders following completion of the Offer, Goldfields Money may be delisted from ASX); and ▪ if Firstmac Holdings becomes entitled to compulsorily acquire your Goldfields Money Shares, it intends to do so.
What is the effect of the Offer on Options and Performance Rights issued by Goldfields Money?	The Offer will not extend to the acquisition of any Options or Performance Rights. However, the Offer will extend to all Goldfields Money Shares that are issued and listed for quotation on ASX at any time during the Offer Period as a result of the exercise or conversion of any existing Options or Performance Rights. Firstmac Holdings has no intention to compulsorily acquire the Options and Performance Rights unless it is required to do so by law. Refer to section 7.2 of this Bidder's Statement for further information about the Options and Performance Rights and to section 4.4 of this Bidder's Statement for further information about Firstmac Holdings' intentions as to the compulsory acquisition of the Options and Performance Rights.
What if I require further information?	If you have any questions in relation to the Offer or how to accept it, please call the Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.15am and 5.30pm (Sydney time), Monday to Friday (excluding public holidays).

1 Overview of the Offer

This section contains an overview of the Offer and the terms of the Offer by Firstmac Holdings to acquire all of your Goldfields Money Shares.

1.1 Summary of the Offer terms

Offer

As disclosed in the Broker Announcement made by Patersons Securities on 16 October 2017, Firstmac Holdings will make Offers under an on-market takeover bid to acquire all of the Goldfields Money Shares that exist or will exist and are listed for quotation on ASX at any time during the Offer Period for **$1.12** in cash per Goldfields Money Share.

A copy of the Broker Announcement is set out in the Appendix to this Bidder's Statement.

Options and Performance Rights

The Offer will not extend to the acquisition of any Options or Performance Rights. However, the Offer will extend to all Goldfields Money Shares that are issued and listed for quotation on ASX at any time during the Offer Period as a result of the exercise or conversion of any existing Options or Performance Rights.

Refer to section 7.2 of this Bidder's Statement for more information about Options and Performance Rights.

How Offers will be made

The Offers will be made on behalf of Firstmac Holdings by Paterson Securities through ASX during the Offer Period.

Offer Period

The Offer Period will officially commence at the start of trading on ASX on 31 October 2017 and finish at the close of trading on ASX on 1 December 2017, unless extended or withdrawn.

However, from commencement of trading on 16 October 2017, Patersons Securities will stand in the market to acquire, on behalf of Firstmac Holdings, all Goldfields Money Shares offered to it at the Offer Price, prior to the commencement of the Offer Period.

Extension of Offer Period

Firstmac Holdings may, at its sole discretion and in accordance with the Corporations Act, extend the Offer Period.

The Offer Period will be automatically extended if Firstmac Holdings' voting power in Goldfields Money increases to more than 50% in the last 7 days of the Offer Period. In this case, the Offer Period will then end 14 days after Firstmac Holdings' voting power increases to more than 50%.

Firstmac Holdings may extend the Offer Period in its discretion at any time prior to the last 5 Trading Days of the Offer Period, or in certain limited circumstances at any time prior to the end of the Offer Period (subject to compliance with the Corporations Act).

Payment Date

The usual rules for settlement of transactions which occur on-market will apply in respect of the Offer. This means that if you accept the Offer, you will be paid on a T+2 Basis (being within 2 Trading Days after your acceptance).

No conditions

The Offer is an unconditional cash offer.

Brokerage and other costs

As the Offer is being made pursuant to an on-market takeover bid, Offers will be made during normal trading on ASX. Accepting Goldfields Money Shareholders may only accept the Offer through Brokers who are members of ASX. Any brokerage or other fees charged by such Brokers will be the sole responsibility of the accepting Goldfields Money Shareholder.

Firstmac Holdings will bear its own brokerage fees, if any, in respect of transfers of Goldfields Money Shares acquired through acceptances of the Offer.

No stamp duty or GST will be payable on the transfer of Goldfields Money Shares pursuant to the Offer (other than GST payable to your Broker in respect of brokerage fees charged to you).

Withdrawal of Offer

Firstmac Holdings may withdraw the Offer in respect of any unaccepted Offers at any time:

- with the written consent of ASIC and subject to the conditions (if any) specified in such consent;
- where a Prescribed Occurrence occurs, if at the time of the Prescribed Occurrence, Firstmac Holdings' voting power in Goldfields Money is at or below 50%; or
- upon the occurrence of an Insolvency Event in relation to Goldfields Money (regardless of Firstmac Holdings' voting power in Goldfields Money).

Notice of withdrawal of the Offer will be given by Firstmac Holdings to ASX.

Variation of Offer

Firstmac Holdings may vary the Offer in accordance with the Corporations Act, including by increasing the Offer Price. Any Goldfields Money Shareholder who has accepted the original Offer prior to the variation will not receive any benefit from the variation.

1.2 How to accept the Offer

Goldfields Money Shareholders may sell their Goldfields Money Shares to Firstmac Holdings on-market by offering to sell some or all of their Goldfields Money Shares on ASX at the Offer Price on and from the Announcement Date until the end of the Offer Period.

Patersons Securities will stand in the market to acquire, on behalf of Firstmac Holdings, all Goldfields Money Shares offered at the Offer Price during normal trading on ASX on and from the Announcement Date until the end of the Offer Period.

If you hold your Goldfields Money Shares in an Issuer Sponsored Holding (your SRN starts with an "I"), to sell your Goldfields Money Shares to Firstmac Holdings, you must instruct a Broker (which may include Patersons Securities where Patersons Securities is your existing Broker) to sell your Goldfields Money Shares at the Offer Price during the Offer Period.

If you hold your Goldfields Money Shares in a CHESS Holding (your HIN starts with an "X"), to sell your Goldfields Money Shares to Firstmac Holdings, you must instruct your Controlling Participant (for example, your Broker) to sell your Goldfields Money Shares at the Offer Price during the Offer Period.

If you are a Broker or Controlling Participant, acceptances of the Offer must be initiated in accordance with rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period.

If you are a beneficial owner whose Goldfields Money Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee, you should contact that nominee for assistance in accepting the Offer.

You are not required to complete any forms in order to accept the Offer.

You are not required to sell all of your Goldfields Money Shares and may elect to sell only some of them.

2 About the Firstmac Group

2.1 Overview of the Firstmac Group and its principal activities

Firstmac Holdings is an unlisted public company and is a wholly owned subsidiary of Firstmac Limited, which is the ultimate holding company of the Firstmac Group.

The Firstmac Group was established in Australia in 1979. It is headquartered in Brisbane and has offices in Sydney, Melbourne, Singapore and Manila.

The Firstmac Group is Australia's largest non-bank prime home loan lender and operates as a specialised home loan lender, loan servicer and fund manager. The Firstmac Group has more than 38 years' experience in home and investment loans. It currently manages $9 billion in mortgages and $250 million in cash investments.

The Firstmac Group markets an extensive range of flexible and competitive financial products to the Australian market via the internet and a national distribution network of partners. It currently services a customer base of over 29,000 borrowers domiciled in all states and territories of Australia.

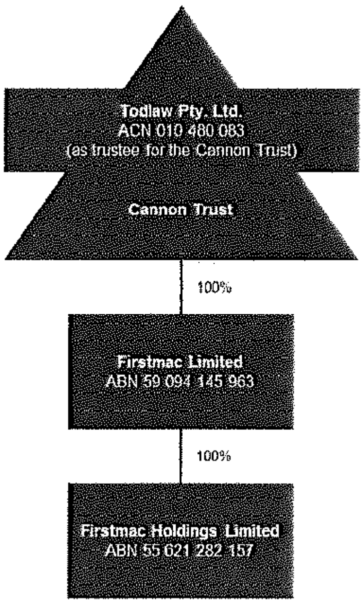
The Firstmac Group has developed expertise in investment management and Firstmac Limited holds both an AFSL and an ACL (No. 290600) authorising it to (among other things):

- deal in and provide financial product advice in relation to a number of investments; and
- engage in credit activities as a credit provider.

Further information about the Firstmac Group is available at www.firstmac.com.au.

2.2 Corporate structure

Set out below is a summary diagram illustrating the ownership of Firstmac Holdings and Firstmac Limited. The diagram is not intended to contain the entire corporate structure of the Firstmac Group. In addition to Firstmac Holdings, there are a number of subsidiaries of Firstmac Limited that are not set out in the below diagram. The Cannon Trust is ultimately controlled by interests associated with the Cannon family.



2.3 Directors

As at the date of this Bidder's Statement, the directors of Firstmac Holdings are:

Kim Cannon, Chairman and Managing Director

Kim is the founder and Managing Director of Firstmac Limited. Kim was a pioneer of non-bank lending in Australia which helped to make him a respected leader in the financial services sector. Kim is a former CEO and owner of both Queensland State Home Loans and Lease Nationale. In 1991, Kim was elected to sit on the Committee of the Queensland chapter of the Mortgage Industry Association of Australasia.

Rod Minell

Rod is an Executive Director of Firstmac Limited. He first joined the company as a Director in 2004 and has over 25 years of investment banking experience. He has previously worked as an Executive Director of Imagine Group (Australia) Pty Limited (a wholly owned subsidiary of diversified financial conglomerate Brookfield Asset Management, Canada), a Managing Director of Centre Solutions (Australia) and a Director of ABN AMRO Australia Limited for a period of 10 years. Rod is a former Deputy Chairman of Australian Red Cross New South Wales.

Andrew Kemp

Andrew heads Huntington Group Pty Limited, a Brisbane based corporate advisory company.

He has experience in chartered accounting with KPMG and Littlewoods, merchant banking with AIFC (an affiliate of the Australian and New Zealand Banking Group Limited) and since 1987 with Huntington Group Pty Limited. He is currently a Non-executive Director of PTB Group Limited (since August 2006), and Silver Chef Limited (since April 2005). He was a Director of G8 Education Limited from March 2011 until March 2015.

He is the Chairman of Firstmac Limited and has been a Non-executive Director of Firstmac Limited since 7 January 2002.

Bede King

Bede is a practising Solicitor and Managing Partner of Tobin King Lateef Solicitors and Notaries. He has extensive legal expertise in the commercial and property sectors and in managed investments/compliance areas.

He is a member of a number of compliance committees including for Pinnacle Funds Services Limited and Channel Investment Management Limited. He is a Trustee of QSuper and a Director of Silver Chef Limited (ASX listed) and its subsidiary companies in Australia and New Zealand.

Bede is also an Associate Member of the Financial Services Institute of Australasia and the Australian Institute of Company Directors. He has been a Non-executive Director of Firstmac Limited since 7 January 2004.

2.4 Management

As at the date of this Bidder's Statement, the current Executive team of the Firstmac Group comprises:

James Austin, Chief Financial Officer

James has been the Chief Financial Officer of Firstmac Limited since 2005. In 2006, he managed the acquisition and integration of HSBC's $2.2 billion residential mortgage portfolio and has overseen the issuance of more than $14 billion of residential mortgage-backed securities, as well as managing Firstmac Limited through volatile global funding markets. James has a Bachelor of Business (Accounting) from the Queensland University of Technology and obtained his ACA qualifications with the Institute of Chartered Accountants while working at KPMG. He has worked with both Credit Suisse First Boston and Abbey National plc in London, as well as being the Chief Operating Officer of HSBC Japan for 6 years.

James Austin has also been a Non-executive Director of Goldfields Money since 18 November 2013.

David Gration, General Manager, Sales and Operations

David joined Firstmac Limited in 2011 as Head of Legal, Risk and Compliance. He currently holds the position of General Manager, Sales and Operations. David has over 20 years of retail banking experience, including senior management roles at National Australia Bank Limited and Suncorp Group Limited. David has primary day to day oversight of Retail and Third Party Sales, Sales Support, Contact Centre, IT, Operations, Legal and Collection Teams and business functions. David obtained law and science degrees from Monash University and has a Graduate Management Qualification from the University of New South Wales. He also has a Diploma in Financial Planning and a Certificate IV in Mortgage Broking.

Marie Mortimer, Head of Digital Marketing

Marie is responsible for the Firstmac Group's Marketing, Product and Business Intelligence functions including all websites and online services. Marie joined Firstmac Limited in 2000, working in most areas of the business including Loan Administration, Credit, Customer Service, Financial Services, Customer Training and Private Accounts. In 2006, she had roles as a Project Manager, Business Analyst and Test Manager with the Royal Bank of Scotland in London, before returning to the Firstmac Group in 2009 to head up the IT Department and join the Executive team. Marie obtained a Bachelor of Business, and a Post Graduate Certificate in Property Economics from Queensland University of Technology. She also has Diplomas of Financial Planning 1 and 2 and Certificates of Business Analysis and Requirements Engineering. In 2017 she was named finalist for the Women in Finance Awards.

2.5 Firstmac Group's financial information

As at 30 June 2017, the Firstmac Group had approximately $8.6 billion in total assets and approximately $56.6 million in net assets.

3 About Goldfields Money

3.1 Disclaimer

The information on Goldfields Money contained in this Bidder's Statement has been prepared by Firstmac Holdings using publicly available information about Goldfields Money and should not be considered comprehensive. The information in this Bidder's Statement concerning Goldfields Money has not been independently verified by Firstmac Holdings. Accordingly, subject to the Corporations Act, Firstmac Holdings, nor any of its respective officers and employees make any representation or warranty (express or implied) as to the accuracy or completeness of such information.

Goldfields Money has not reviewed, nor approved the information contained in this Bidder's Statement and has not provided Firstmac Holdings with any information for the purposes of disclosure in this Bidder's Statement.

Further information relating to the Goldfields Money business may be included in Goldfields Money's Target's Statement which it must provide to Goldfields Money Shareholders in response to this Bidder's Statement.

3.2 Overview of Goldfields Money and its principal activities

Goldfields Money is an ASX-listed authorised deposit-taking institution regulated by APRA and is authorised to accept deposits from the public and to offer retail banking products and services.

Goldfields Money currently offers a range of lending products, fixed term deposits and a range of personal and business savings bank account products and other banking services.

Goldfields Money is headquartered in Western Australia, with branches in Kalgoorlie and Esperance.

Goldfields Money holds both an AFSL and an ACL (No. 246884) authorising it to (among other things):

- deal in and provide financial product advice in relation to a range of financial products (including deposit and payment products and non-cash payment products); and
- engage in credit activities as a credit provider.

Further information about Goldfields Money is available at www.goldfieldsmoney.com.au.

3.3 Directors of Goldfields Money

As at the date of this Bidder's Statement, the directors of Goldfields Money are set out in the table below.

Name	Position
Peter Wallace	Non-executive Chairman
Derek La Ferla	Non-executive Director
Peter Hall	Non-executive Director
James Austin	Non-executive Director
Keith John	Non-executive Director

3.4 Capital structure

Section 7.2 of this Bidder's Statement contains information regarding Goldfields Money's capital structure.

3.5 Substantial shareholders

As at the date of this Bidder's Statement, Firstmac Holdings understands that each of the following persons (on behalf of itself and its associates) have the substantial shareholdings in the issued ordinary share capital of Goldfields Money set out in the table below.[4]

Goldfields Money Shareholder	Goldfields Money Shares	% of issued ordinary share capital of Goldfields Money
Trio C Pty Ltd*	3,375,032	14.99%
One Managed Invt Funds Ltd (Aura Special Opps Fund VIII)	3,220,266	14.30%
Aoyin Group Limited	3,008,049	13.36%
Pioneer Credit (White Label) Pty Ltd	2,540,397	11.28%

** Trio C Pty Ltd, Firstmac Limited and the Nationale Super Fund are deemed to be associated with Firstmac Holdings in respect of Goldfields Money. Refer to section 7.4 of this Bidder's Statement for further information.*

3.6 Regulatory considerations

As an ADI, Goldfields Money is subject to regulation, including under the FSSA. Accordingly, prior to making the Offer, Firstmac Holdings has obtained the necessary approvals required to make the Offer. Please refer to section 7.1 of this Bidder's Statements for further information.

3.7 Publicly available information

Goldfields Money is a company listed on ASX and is subject to the periodic and continuous disclosure requirements of the Corporations Act and ASX. Copies of its continuous disclosure announcements, including its most recent annual report, are available from the ASX website at www.asx.com.au under the code "GMY".

[4] The information contained in this section is based on the Goldfields Money Annual Financial Report for the year ended 30 June 2017 as lodged with ASX on 21 August 2017 (which notes that the information is current as at 18 August 2017), the Goldfields Money Annual Financial Report for the year ended 30 June 2016 as lodged with ASX on 19 August 2016 and the Form 603 – Notice of initial substantial holder as lodged with ASX on 10 April 2015.

4 Intentions for the business, assets and employees of Goldfields Money

4.1 Introduction

This section sets out Firstmac Holdings' intentions, on the basis of the facts and information concerning Goldfields Money which are known to it and the existing circumstances affecting the business of Goldfields Money, in relation to the following:

- the continuation of the business of Goldfields Money;
- any major changes to be made to the business of Goldfields Money, including any redeployment of the fixed assets of Goldfields Money; and
- the future employment of the present employees of Goldfields Money.

The statements of intention contained in this Bidder's Statement are based on information concerning Goldfields Money and its business that is known to Firstmac Holdings as at the date of this Bidder's Statement, from publicly available information. However, Firstmac Holdings does not currently have knowledge of all material information, facts and circumstances that are necessary to assess the operational, commercial, taxation and financial implications of its current intentions. Consequently, final decisions on these matters have not been made.

James Austin is the Chief Financial Officer of the Firstmac Group and is a Non-executive Director of Goldfields Money. As a result of Mr Austin's directorship on the Goldfields Money Board, information about Goldfields Money may as a matter of law be imputed to or known by the Firstmac Group. However, Firstmac Holdings considers that it has no such information that is material to the price or value of Goldfields Money Shares that is not in the public domain. Further, no such information has been used by Firstmac Holdings to form any intentions to seek to change the business of Goldfields Money or the future employment of the present employees of Goldfields Money.

In particular, following the close of the Offer, Firstmac Holdings will conduct a review of the operations, assets, structure and employees of Goldfields Money in light of the information available to it at that time. Final decisions will only be reached after that review and in light of all material facts and circumstances. As such, statements set out in this section are statements of current intention only which may change as new information becomes available or circumstances change. The statements in this section 4 should be read in that context and having regard to section 4.2 below.

4.2 Intentions subject to APRA conditions

Section 7.1 summarises the regulatory approvals and authorisations required in connection with the Offer. This includes details of the conditions attaching to the approval given by the Treasurer to Firstmac Holdings under the FSSA in connection with the Offer relating to the ownership, structure, activities, related party exposures, operational independence, financial position and prudential capital requirements relating to Firstmac Limited and Goldfields Money.

The statements in this section 4 should be read in the context of those conditions and the other regulatory and prudential requirements that will apply to the Firstmac Group and Goldfields Money.

4.3 Rationale for the Offer

The Firstmac Group's strategy in making the Offer is to seek to:

- deliver innovation and increased competition in banking services;
- increase the digitisation of banking services;
- assist Goldfields Money to achieve its ambitions of creating a significant Australian banking institution; and
- provide banking services to the 34,000 customers of the Firstmac Group.

4.4 Intentions upon acquisition of 90% or more of Goldfields Money Shares

This section sets out Firstmac Holdings' current intentions if it acquires 90% or more of Goldfields Money Shares and is entitled to proceed to compulsory acquisition of the outstanding Goldfields Money Shares.

Intention to compulsorily acquire Goldfields Money Shares following completion of the Offer

If it becomes entitled to do so, Firstmac Holdings intends to:

- give notices to compulsorily acquire any outstanding Goldfields Money Shares in accordance with section 661B of the Corporations Act; and/or
- give notices to Goldfields Money Shareholders to compulsorily acquire any outstanding Goldfields Money Shares in accordance with section 664C of the Corporations Act.

If it is required to do so under section 662A of the Corporations Act, Firstmac Holdings intends to give notices to Goldfields Money Shareholders offering to acquire their Goldfields Money Shares in accordance with section 662B of the Corporations Act.

No intention to compulsorily acquire Options and Performance Rights unless required by law

If it becomes entitled to do so, Firstmac Holdings does not intend to compulsorily acquire outstanding Options and Performance Rights in accordance with section 664C of the Corporations Act.

If it is required to do so under section 663A of the Corporations Act, Firstmac Holdings intends to give notices to holders of Options and Performance Rights offering to acquire their Options and Performance Rights in accordance with section 663B of the Corporations Act.

Directors

Pursuant to the regulatory approval conditions imposed by APRA (as set out in section 7.1), Firstmac Holdings is required to ensure that Goldfields Money remains operationally independent of the Firstmac Group. Accordingly, Firstmac Holdings intends to retain all directors of the Goldfields Money Board, its Subsidiaries and of any company in respect of which Goldfields Money has nominee directors.

ASX Listing

At the conclusion of the compulsory acquisition process, Firstmac Holdings intends to arrange for Goldfields Money to be removed from the official list of ASX.

Operations and assets

Firstmac Holdings intends to leverage Firstmac Group's expertise to support the Goldfields Money business model, banking products and services. Subject to the matters noted in sections 4.1 and 4.2, this may include:

- no lending to foreign borrowers;
- the introduction of loan origination systems and credit scoring;
- the withdrawal from distribution through brokers;
- seeking to achieve lending growth to be funded from retail deposits;
- deploying technology and processes to support online origination; and
- seeking to achieve geographic diversification of origination for deposits and loans.

The expectation is that this approach will reduce Goldfields Money's existing business and risk profile with the introduction of best-in-class credit practices and risk management frameworks.

There are no plans to transfer the existing finance business written by the Firstmac Group into Goldfields Money.

There are also no plans for shared structures, processes or systems between the Firstmac Group and Goldfields Money. Goldfields Money is to continue to operate as a separate and distinct entity with its existing Board, management, employees, branding, systems and processes. Goldfields Money will remain operationally independent of Firstmac Limited.

Employees

Firstmac Holdings believes that Goldfields Money's existing management and employees have highly valuable skills and experience. Accordingly, Firstmac Holdings currently intends to retain all existing Goldfields Money employees.

4.5 Intentions upon acquisition of less than 90% of Goldfields Money Shares

This section sets out Firstmac Holdings' intentions if Firstmac Holdings were to gain effective control of Goldfields Money although not becoming entitled to compulsorily acquire the outstanding Goldfields Money Shares.

Future compulsory acquisition

If Firstmac Holdings does not become entitled to compulsorily acquire Goldfields Money Shares under Part 6A.1 of the Corporations Act, it may nevertheless become entitled to exercise the general compulsory acquisition power under Part 6A.2 of the Corporations Act in the future. Firstmac Holdings intends to exercise that power in respect of any outstanding Goldfields Money Shares if it becomes entitled to do so.

ASX Listing

If Firstmac Holdings gains control of Goldfields Money Shares without becoming entitled to compulsorily acquire the outstanding Goldfields Money Shares, then based on the information currently available to it, Firstmac Holdings intends to cause Goldfields Money to retain the listing of Goldfields Money Shareholders on ASX (subject to maintaining a sufficient spread of Goldfields Money Shareholders).

However, Firstmac Holdings reserves its right to cause Goldfields Money to apply for removal from the official list of ASX in accordance with the policies and processes set out in ASX Listing Rule Guidance Note 33.

Directors

Firstmac Holdings does not intend to appoint any directors to the Goldfields Money Board and accordingly, intends to retain all existing members of the Goldfields Money Board.

Dividend policy

As Firstmac Holdings does not intend to appoint any directors to the Goldfields Money Board, the dividend policy of Goldfields Money will continue to be determined by the existing Goldfields Money Board.

Operations, assets and employees

If, following the close of the Offer, Goldfields Money becomes a controlled entity but not a wholly owned Subsidiary of Firstmac Holdings, it is the present intention of Firstmac Holdings to attempt to procure that the Goldfields Money's Board implements the objectives and goals outlined in section 4.4 to the extent possible and appropriate.

Limitations on intentions

To the extent that Goldfields Money does not become a wholly owned Subsidiary of Firstmac Holdings and there are minority Goldfields Money Shareholders, Firstmac Holdings expects that the Goldfields Money Board will act at all times in accordance with their fiduciary duties and all requisite shareholder approvals and other legal requirements will be complied with in pursuing any of the intentions outlined above.

Those requirements may require the approval of minority Goldfields Money Shareholders to the implementation of any particular objective.

The requirement to have regard to those fiduciary duties in the context of a partly owned company and the possible requirements of minority Goldfields Money Shareholder approval may prevent the particular objective being achieved.

4.6 Intentions upon acquisition of less than 50% of Goldfields Money Shares

If Firstmac Holdings acquires less 50% of Goldfields Money Shares, it intends to seek to gain a more detailed understanding of all the business, assets and operations of Goldfields Money to evaluate performance, profitability and prospects of Goldfields Money in light of the information then available to it.

4.7 Intentions generally

Except for the changes and intentions set out in this section 4, Firstmac Holdings intends, based on the information presently known to it:

- to continue the business of Goldfields Money;
- not to make any major changes to the business of Goldfields Money or the deployment of Goldfields Money's assets; and
- to continue the employment of Goldfields Money's existing employees.

5 Funding

5.1 Maximum cash consideration

The consideration for the acquisition of Goldfields Money Shares to which the Offer relates will be satisfied wholly in cash and, if the Offer is accepted in respect of all the Goldfields Money Shares, will be approximately $27.17 million (assuming all Performance Rights are exercised or converted).

The maximum cash consideration amount above takes into account the maximum sum which may be payable:

- if all existing Performance Rights are converted into Goldfields Money Shares; and
- to acquire all other Goldfields Money Shares on issue as at the date of this Bidder's Statement under the Offer.

The maximum cash consideration amount above does not include the sums which may be payable if all of the existing Options are exercised and converted into Goldfields Money Shares, as the Options are materially 'out of the money'. The Options have an exercise price of $1.50 per Option, which is in excess of the Offer Price of $1.12. Accordingly, Firstmac Holdings does not expect that holders of Options will elect to exercise their Options during the Offer Period. On this basis, Firstmac Holdings does not expect that the Options will be converted into Goldfields Money Shares during the Offer Period.

5.2 Internal Firstmac Group funding arrangements

Firstmac Limited has irrevocably and unconditionally agreed to provide to Firstmac Holdings, by way of a funding commitment agreement, all amounts it is required to pay in consideration for the acquisition of Goldfields Money Shares pursuant to the Offer (as set out in section 5.1 above) (as and when those payments are to be made), together with amounts required to cover all transaction costs. That funding will be provided in whatever form and manner Firstmac Holdings requires, including by way of loans or by way of subscriptions in shares of Firstmac Holdings.

Firstmac Limited will make such amounts available to Firstmac Holdings for the period of the Offer, together with any period during which compulsory acquisition is proceeding and not yet complete.

5.3 Overview of funding arrangements

The necessary funds to pay for the consideration for the acquisition of the Goldfields Money Shares will be satisfied from Firstmac Limited's existing cash reserves (made available to Firstmac Holdings via the funding commitment agreement noted above).

In aggregate, the funds available from the Firstmac Group's existing cash reserves are more than sufficient to fund the maximum consideration payable pursuant to the Offer (as set out in section 5.1 above) and all associated transaction costs, including advisors' fees.

5.4 Particulars of cash reserves

As at the date of this Bidder's Statement, and pursuant to the funding commitment agreement noted in section 5.2, Firstmac Holdings has existing cash reserves on deposit which are in excess of the maximum cash consideration payable under the Offer as set out in section 5.1. These funds are not required for other operations or commitments of Firstmac Holdings and the use of these funds are not restricted, are not subject to security interests or rights of set off.

5.5 Firstmac Holdings' opinion as to its ability to pay consideration under the Offer

On the basis of the arrangements outlined in this section 5 of this Bidder's Statement, Firstmac Holdings considers that it has a reasonable basis for believing, and it does believe, that it will be able to pay the consideration required to Goldfields Money Shareholders who accept the Offer and to meet all other obligations associated with the Offer.

5.6 Form and timing of payment

To accept the Offer, you must follow the instructions set out in section 1.2 of this Bidder's Statement. The usual rules for settlement of transactions which occur on-market on ASX will apply in respect of Firstmac Holdings' purchase of Goldfields Money Shares under the Offer. This means that, if you accept the Offer, you will be paid on a T+2 basis (being within 2 Trading Days after your acceptance).

6 Australian taxation considerations

6.1 Introduction

This section contains a general description of the principal Australian income tax, stamp duty and GST consequences applicable to a Goldfields Money Shareholder who disposes of Goldfields Money Shares under the Offer.

The following description is intended as a general guide only and is based upon the Australian tax and stamp duty laws in effect as at the date of this Bidder's Statement. The outline does not take into account or anticipate changes in the law, whether by way of judicial decision or legislative action, nor does it take into account tax legislation of countries apart from Australia.

The following outline is not exhaustive of all possible Australian income tax considerations that could apply to Goldfields Money Shareholders. In particular, the summary is only relevant to those Goldfields Money Shareholders who hold their Goldfields Money Shares on capital account for Australian tax purposes. In addition, this outline does not apply to Goldfields Money Shareholders who:

- buy and sell (or trade) shares in the ordinary course of business, or acquired their Goldfields Money Shares for resale at a profit or otherwise hold their Goldfields Money Shares on revenue account or as trading stock;
- may be subject to special tax rules, such as banks, insurance companies, tax exempt organisations, superannuation funds or dealers in securities;
- hold their Goldfields Money Shares as part of an employee share or option plan;
- are subject to the taxation of financial arrangements rules in Division 230 of the *Income Tax Assessment Act 1997* (Cth);
- are non-residents of Australia for tax purposes and currently hold, or have held, at any time, Goldfields Money Shares through a permanent establishment in Australia; or
- are temporary residents.

This outline does not constitute tax advice. Each Goldfields Money Shareholder should consult their own tax adviser regarding the consequences of acquiring, holding or disposing of their Goldfields Money Shares.

6.2 Taxation on the disposal of Goldfields Money Shares

If you accept the Offer, you will be treated as having disposed of your Goldfields Money Shares for Australian income tax purposes. The disposal of a Goldfields Money Share will be a capital gains tax event from which, depending on your particular circumstances, a capital gain or loss may arise.

6.3 Australian resident Goldfields Money Shareholders

You will realise a capital gain in connection with the disposal of a Goldfields Money Share to the extent that the amount you receive (or will receive) for the disposal of that Goldfields Money Share is more than the cost base of that Goldfields Money Share. You will realise a capital loss to the extent that the amount you receive (or will receive) is less than the reduced cost base of the Goldfields Money Share. Capital losses can usually only be offset against capital gains you realise in the same income year or in later income years.

The cost base of a Goldfields Money Share should usually be the total amount you paid for the Goldfields Money Share, your acquisition costs and other costs relating to the holding and disposal of the Goldfields Money Share, to the extent you have not claimed an income tax deduction for such costs. The reduced cost base of a Goldfields Money Share is usually determined in a similar, but not identical, manner. There are a number of circumstances which may result in your cost base or reduced cost base being calculated in a different manner to that outlined above. You should consult your tax adviser to confirm the cost base or reduced cost base of your Goldfields Money Shares.

Any net capital gain should be included in your assessable income for that income year. Broadly, your net capital gain in respect of an income year will be calculated by aggregating all of your capital gains realised in that income year and reducing that amount by your capital losses realised in that income year and any available net capital losses from prior years.

Goldfields Money Shareholders who are individuals, trusts or complying superannuation funds may be eligible for discount capital gains treatment in respect of a Goldfields Money Share if they have held that Goldfields Money Share for at least 12 months (excluding the date of acquisition and the date of disposal for capital gains tax purposes). Companies are not eligible for discount capital gains treatment. You should consult your tax adviser to confirm your eligibility for discount capital gains treatment.

The above position will not apply to you if you buy and sell shares in the ordinary course of business, or if you acquired the shares for resale at a profit. In those cases, any gain is generally taxed as ordinary income. The above position will also not apply to you if you started to hold your Goldfields Money Shares before 19 September 1985. Such Goldfields Money Shareholders should seek their own tax advice.

6.4 Non-resident Goldfields Money Shareholders

If you are not a resident of Australia for income tax purposes, you will generally not have to pay Australian tax on any capital gain when you dispose of your Goldfields Money Shares, unless both of the following requirements are satisfied:

- you hold a "non-portfolio interest" in Goldfields Money; and
- the Goldfields Money Shares pass the "principal asset test".

If either element is absent, any capital gain made on the disposal of your Goldfields Money Shares should not be subject to income tax in Australia.

You will hold a "non-portfolio interest" in Goldfields Money if you (alone or together with your associates) own, or owned, throughout a 12 month period during the two years preceding the sale of your Goldfields Money Limited Shares, 10% or more of (broadly) all of the shares in Goldfields Money.

Broadly, the Goldfields Money Shares would pass the "principal asset test" if the market value of Goldfields Money's direct and indirect interests in taxable Australian real property is more than the market value of its other assets at the time of disposal (for capital gains tax purposes). Detailed calculations are necessary to determine the results of the "principal asset test".

It is not expected that Goldfields Money Shares will satisfy the "principal asset test". Accordingly, the Goldfields Money Shares are not expected to be taxable Australian property (for capital gains tax purposes). If you are a non-resident Goldfields Money Shareholder you should seek advice from your tax adviser as to the taxation implications of accepting the Offer in Australia and in your country of residence.

6.5 GST

In general, where a Goldfields Money Shareholder is resident in Australia, the supply of shares by way of disposal to Firstmac Holdings under the Offer would be an input taxed financial supply for GST purposes. Where a Goldfields Money Shareholder is a non-resident of Australia, the supply would be outside the scope of Australian GST. As such, Goldfields Money Shareholders will not be required to charge GST on the disposal of Goldfields Money Shares.

Goldfields Money Shareholders should seek their own tax advice to determine whether any GST incurred on costs (for example third party advisers or brokers) in relation to the disposal of their Goldfields Money Shares is recoverable.

6.6 Stamp duty

Any stamp duty payable on the transfer of Goldfields Money Shares to Firstmac Holdings pursuant to the Offer will be paid by Firstmac Holdings.

7 Additional information

7.1 Regulatory approvals and authorisations

As an ADI, Goldfields Money is subject to regulation, including under the FSSA.

The Offer may involve the acquisition of a stake of more than 15% in Goldfields Money. The FSSA prohibits a person and the person's associates from holding interests of more than 15% in a financial sector company without obtaining approval from the Treasurer. Goldfields Money is an ADI and therefore constitutes a 'financial sector company' as defined in the FSSA.

Accordingly, prior to making the Offer, the necessary regulatory approval and consent was required from the Treasurer for Firstmac Limited and Firstmac Holdings to hold a 'stake' (as that term is defined in the FSSA) in Goldfields Money of up to 100% in accordance with section 13 of the FSSA.

On 10 October 2017, Firstmac Limited and Firstmac Holdings received the relevant FSSA approval from the Treasurer to hold a 100% stake in Goldfields Money and for Firstmac Limited to hold a 100% stake in Firstmac Holdings. The approval was granted on the following conditions:

- (**provision of information**) that by 31 October each year, Firstmac Limited provides APRA with its audited financial statements for the prior financial year, and 3-year financial forecasts for its balance sheet and profitability, as well as information on any changes to Firstmac Limited's directors or senior executives;

- (**cooperation with APRA**) that representatives of Firstmac Limited be available to meet with APRA as required to discuss any concerns that may arise regarding the operation of either Firstmac Limited's business or that of Goldfields Money;

- (**activities**) that the business activities of the Firstmac Limited remains concerned primarily with the provision of housing finance in Australia, and that Firstmac Limited and entities that are associates of Firstmac Limited do not engage in any non-financial business activities that are not incidental to the provision of housing finance in Australia. The sole purpose of Firstmac Holdings must at all times be to hold shares in Goldfields Money;

- (**ownership structure**) that all of Firstmac Limited's interests in Goldfields Money Shares must be held by Firstmac Holdings;

- (**related party exposures**) that there is no provision of funding, directly or indirectly, by Goldfields Money to Firstmac Limited, an associate of Firstmac Limited, the Cannon Trust, a trustee of the Cannon Trust, a director or other officer of a trustee of the Cannon Trust, a beneficiary of the Cannon Trust or an associate of a beneficiary of the Cannon Trust without APRA's prior written approval;

- (**operational independence**) that Goldfields Money remains operationally independent of Firstmac Limited, such that the business operations of Goldfields Money would be readily separable from those of Firstmac Limited;

- (**financial position**) that on and from 30 June 2019, as per Firstmac Limited's most recent audited financial statements, the consolidated net assets of Firstmac Limited, less (i) intangible assets; (ii) any positive balance of deferred tax assets less deferred tax liabilities, (iii) Firstmac Limited's investment in Goldfields Money and (iv) subordinated securitisation exposures, must at all times exceed the total Common Equity Tier 1 Capital that Goldfields Money is required to hold under APRA's Prudential Standards;

- **(retained earnings)** no more than 20 per cent of Firstmac Limited's annual net profit after tax is to be paid as a dividend without APRA's prior written approval;
- **(size of Goldfields Money)** that Goldfields Money's Common Equity Tier 1 Capital remains below $50 million at all times; and
- **(review of approval)** – after a period of 5 years from the date of the approval, the Treasurer or a delegate of the Treasurer will review the conditions imposed on the approval. In addition Firstmac Limited may apply for a review at any time.

7.2 Capital structure

According to documents lodged by Goldfields Money with ASX, the total number of securities in Goldfields Money is as follows:

- 22,521,066 Goldfields Money Shares;
- 4,500,000 Options; and
- 1,740,000 Performance Rights.[5]

Options

Goldfields Money currently has 4,500,000 unlisted Options on issue, each entitling the holder to subscribe for 1 Goldfields Money Share on exercise. The key terms of the Options are set out below.

Exercise Price	The exercise price of each Option is $1.50.
Expiry Date	Each Option will expire on 11 May 2019, being the seventh anniversary of the issue date.
Ranking	Goldfields Money Shares issued on the exercise of Options will, subject to the constitution of Goldfields Money, rank equally in all respects (including rights to dividends) with existing Goldfields Money Shares.
Quotation	The Options are not quoted on ASX or any other securities exchange.
Transferability	The Options are transferable.

Any Goldfields Money Shares issued on the exercise of Options during the Offer Period may be accepted under the Offer. However, as noted in section 5.1, as the Options are materially 'out of the money', Firstmac Holdings does not expect that holders of Options will elect to exercise their Options during the Offer Period.

Performance Rights

Goldfields Money currently has 1,740,000 Performance Rights on issue under the Goldfields Money Equity Incentive Plan, each entitling the holder to receive 1 Goldfields Money Share on vesting.

Performance Rights may be subject to one or more performance conditions, forfeiture conditions and disposal restrictions, as set out in an individual invitation letter. Subject to any

[5] The information contained in this section is based on Goldfields Money's Appendix 4E & Annual Report for the year ended 30 June 2017 as lodged with ASX on 21 August 2017.

such conditions being satisfied, vested Performance Rights may be exercised up until 29 November 2021. Any unexercised Performance Rights will lapse on the earlier of:

- the expiry date (being 30 November 2021);
- a failure to meet a performance condition within the applicable time period (if any); or
- the occurrence of a forfeiture condition (if any).

If there is a "control event" in respect of Goldfields Money, the Goldfields Money Board may (in its discretion):

- convert all or any of the Performance Rights, whether or not the relevant performance conditions (if any) have been met; and/or
- remove any disposal restrictions, whether or not all requirements (if any) have been met.

For the purposes of the Goldfields Money Equity Incentive Plan, a "control event" will occur if an offer is made for the whole of the issued ordinary share capital of Goldfields Money and, after announcement of the offer, the offeror acquires "control" of Goldfields Money or if the Goldfields Money Board otherwise reasonably considers that a particular event shall be regarded as a "control event".

A person will acquire "control" of Goldfields Money if that person has the right to:

- vote 50% or more of the votes that can be cast on the election or removal of directors of Goldfields Money;
- appoint or remove directors who possess 50% or more of the votes exercisable by all directors of Goldfields Money; or
- 50% or more of the profits or distributions of Goldfields Money or of its net liquidation proceeds.

Any Goldfields Money Shares issued on the exercise of vested Performance Rights during the Offer Period may be accepted under the Offer.

7.3 Details of relevant interests in Goldfields Money securities

As at the date of this Bidder's Statement, Firstmac Holdings does not have a relevant interest in any Goldfields Money Shares, Options or Performance Rights.

7.4 Details of voting power in Goldfields Money securities

Firstmac Limited currently holds 675,008 Goldfields Money Shares, representing 3.00% of the total number of Goldfields Money Shares on issue.

Trio C Pty Ltd currently holds 2,350,024 Goldfields Money Shares, representing 10.43% of the total number of Goldfields Money Shares on issue. Trio C Pty Ltd is wholly owned by Bede King, a director of Firstmac Holdings and Firstmac Limited.

Kim and Aspasia Cannon as trustees of The Nationale Super Fund currently hold 350,000 Goldfields Money Shares, representing 1.55% of the total number of Goldfields Money Shares on issue. Kim Cannon (the Chairman of Firstmac Holdings) is the beneficiary of The Nationale Super Fund.

Firstmac Holdings, Firstmac Limited, Trio C Pty Ltd and The Nationale Super Fund are deemed to be associated for the purposes of the Corporations Act in relation to Goldfields Money.

Accordingly, in determining Firstmac Holdings' voting power in Goldfields Money, the total number of votes attached to all voting shares in Goldfields Money that its associates have a relevant interest in must be taken into account. This means that Firstmac Holdings has voting power in Goldfields Money of 14.99%.

7.5 Consideration provided for Goldfields Money Limited securities during previous four months

During the period beginning four months before the date of this Bidder's Statement, neither Firstmac Holdings nor any of its associates have provided, or agreed to provide consideration for a Goldfields Money Share under any purchase or other agreement.

7.6 Firstmac Group's Chief Financial Officer on Goldfields Money Board

James Austin, the Chief Financial Officer of Firstmac Limited was appointed to the Goldfields Money Board in November 2013. Mr Austin had no involvement in the preparation of the Offer and will absent himself from any meetings of the Goldfields Money Board in which there are to be deliberations in relation to the Offer, due to the potential for conflict which arises as a result of his affiliation with Firstmac Holdings.

7.7 Inducing benefits given during previous four months

Except as set out in this Bidder's Statement, neither Firstmac Holdings nor any of its associates has, during the period of four months ending on the day immediately before the date of the Offer, given, offered or agreed to give, a benefit to another person where the benefit was likely to induce the other person, or an associate, to:

- accept an Offer; or
- dispose of Goldfields Money Shares,

which benefit was not offered to all holders of Goldfields Money Shares under the Offer.

7.8 No escalation agreements

Neither Firstmac Holdings, nor any of its associates has entered into any escalation agreement that is prohibited by section 622 of the Corporations Act.

7.9 Consents

Each of the parties named in the table below as a consenting party:

- has given, and has not, before the date of this Bidder's Statement, withdrawn its written consent to be named in this Bidder's Statement in the form and context in which it is named;
- has not caused or authorised the issue of this Bidder's Statement (except in relation to Firstmac Limited);
- does not make, or purport to make, any statements in this Bidder's Statement other than those statements referred to below (and consented to by that party); and
- to the maximum extent permitted by law, expressly disclaims and makes no representation regarding and takes no responsibility for any statements in or omissions from this Bidder's Statement other than those statements referred to below.

Consenting Party	Statement
Patersons Securities	Role as Broker to Firstmac Holdings

King & Wood Mallesons	Role as legal advisor
Boardroom Pty Limited	Role as share registry
Firstmac Limited	Ultimate parent company of Firstmac Holdings and counterparty to the funding commitment agreement
James Austin	See section 2.4, 4.1 and 7.6.

In addition, this Bidder's Statement includes statements which are made in, or based on statements made in, documents lodged with ASIC or on the company announcements platform of ASX by Goldfields Money. In accordance with ASIC Class Order [CO 13/521], the parties making those statements are not required to consent to, and have not consented to, the inclusion of those statements in this Bidder's Statement. A list of all such documents is set out below:

Date Lodged	**Announcement**
27 February 2012	Goldfields Credit Union Limited - Prospectus
10 April 2015	Becoming a substantial holder from PNC
19 August 2016	Appendix 4E and Annual Financial Report
14 October 2016	Notice of General Meeting / Proxy Form
3 February 2017	Amended Appendix 3B
13 February 2017	Appendix 3B
21 August 2017	Appendix 4E and Annual Report

If you would like to receive a copy of any of these documents, please contact the Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.15am and 5.30pm (Sydney time), Monday to Friday (excluding public holidays) and Firstmac Holdings will provide a copy of the requested documents to you, free of charge, within 2 Business Days of your request.

As permitted by ASIC Corporations (Consents to Statements) Instrument 2016/72, this Bidder's Statement contains security price trading data sourced from IRESS Limited without its consent.

7.10 Other material information

Except as set out elsewhere in this Bidder's Statement, there is no other information that is:

(a) material to the making of a decision by a Goldfields Money Shareholder whether or not to accept an Offer; and

(b) known to Firstmac Holdings,

and has not previously been disclosed to Goldfields Money Shareholders.

8 Approval of Bidder's Statement

The copy of this Bidder's Statement that is to be lodged with ASIC has been approved by a resolution passed by the directors of Firstmac Holdings on 13 October 2017.

Kim Cannon
Chairman, Firstmac Holdings Limited

Date: 16 October 2017

9 Glossary

9.1 Definitions

The following defined terms are used throughout this Bidder's Statement unless the contrary intention appears or the context requires otherwise:

ACL means an Australian credit licence issued under the *National Consumer Credit Protection Act 2009* (Cth).

ADI means an authorised deposit-taking institution under the Banking Act.

AFSL means an Australian financial services licence issued under the Corporations Act.

Announcement Date means 16 October 2017, being the date of announcement of the Offer.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) or the securities exchange operated by it, as the context requires.

ASX Listing Rules means the listing rules of ASX, as amended or replaced from time to time.

ASX Settlement means ASX Settlement Pty Limited (ABN 49 008 504 532), the body which administers the CHESS system in Australia.

ASX Settlement Operating Rules means the settlement rules of ASX Settlement.

ASX Settlement Participant means a participant under the ASX Settlement Operating Rules.

APRA means the Australian Prudential Regulatory Authority.

Banking Act means the *Banking Act 1959* (Cth).

Bidder's Statement means this document, being the statement of Firstmac Holdings under Part 6.5 Division 1 of the Corporations Act relating to the Offer.

Broker means a person who is a share broker and a participant in CHESS.

Broker Announcement means the announcement in relation to the Offer made by Patersons Securities on 16 October 2017, a copy of which is set out in the Appendix.

Business Day means a day on which banks are open for general banking business in Sydney, New South Wales (not being a Saturday, Sunday or public holiday in that place).

CHESS means the Clearing House Electronic Subregister System, which provides for electronic share transfers in Australia.

CHESS Holding means a holding of Goldfields Money Shares on the CHESS subregister of Goldfields Money.

Common Equity Tier 1 Capital has the meaning given in Prudential Standard APS 111 Capital Adequacy: Measurement of Capital as in force from time to time.

Controlling Participant means the Broker or ASX Settlement Participant who is designated as the controlling participant for shares in a CHESS Holding in accordance with the ASX Settlement Operating Rules.

Corporations Act means the *Corporations Act 2001* (Cth).

Firstmac Group means Firstmac Limited and its Subsidiaries (including Firstmac Holdings).

Firstmac Holdings means Firstmac Holdings Limited ABN 55 621 282 157, a wholly owned subsidiary of Firstmac Limited.

Firstmac Limited means Firstmac Limited ABN 59 094 145 963.

FSSA means the *Financial Sector (Shareholdings) Act 1998* (Cth).

Goldfields Money Board means the board of directors of Goldfields Money.

Goldfields Money means Goldfields Money Limited ABN 63 087 651 849.

Goldfields Money Equity Incentive Plan means the equity incentive plan established by Goldfields Money and approved by Goldfields Money Shareholders at the 2016 annual general meeting.

Goldfields Money Shareholder means a holder of a Goldfields Money Share.

Goldfields Money Share means a fully paid ordinary share in the capital of Goldfields Money.

GST has the meaning given in the GST Act.

GST Act means the *A New Tax System (Goods and Services Tax) Act 1999* (Cth).

HIN means a Holder Identification Number, which is the number that starts with an "X", allocated by your Controlling Participant, to identify a Goldfields Money Shareholder with a CHESS Holding.

Insolvency Event means any of the events set out in section 652C(2) of the Corporations Act.

Issuer Sponsored Holding means a holding of Goldfields Money Shares on Goldfields Money's issuer sponsored subregister.

Offer means the offer by Firstmac Holdings to acquire Goldfields Money Shares under the terms and conditions contained in this Bidder's Statement, as varied in accordance with the Corporations Act.

Offer Period means the period commencing on 31 October 2017 and ending on 1 December 2017, or such later date to which the Offer has been extended.

Offer Price means **$1.12** per Goldfields Money Share.

Options means options to acquire Goldfields Money Shares.

Patersons Securities means Patersons Securities Limited ABN 69 008 896 311, the Broker to the Offer appointed by Firstmac Holdings.

Performance Rights means performance rights convertible into Goldfields Money Shares issued pursuant to the Goldfields Money Equity Incentive Plan.

Prescribed Occurrence means any of the events set out in section 652C(1) of the Corporations Act.

Prudential Standard means a standard determined under section 11AF of the Banking Act.

Related Body Corporate has the meaning given to that term in the Corporations Act.

SRN means a Security Holder Reference Number, which is the number which starts with an "I", allocated by Goldfields Money to identify a Goldfields Money Shareholder with an Issuer Sponsored Holding.

Subsidiaries means a subsidiary as that term is defined in the Corporations Act.

Target's Statement means the target's statement in response to the Offer given by Goldfields Money under Part 6.5 of Chapter 6 of the Corporations Act.

Trading Day has the meaning given to that term in the ASX Listing Rules.

Treasurer means the Treasurer of the Commonwealth of Australia.

T+2 Basis means that settlement occurs on the second Trading Day after the date of the transaction in accordance with ASX practice.

9.2 General Interpretation

Headings and labels used for definitions are for convenience only and do not affect interpretation. Unless the contrary intention appears, in this Bidder's Statement:

- the singular includes the plural and vice versa;
- a reference to a document includes any agreement or other legally enforceable arrangement created by it (whether the document is in the form of an agreement, deed or otherwise);
- a reference to a document also includes any variation, replacement or novation of it;
- the meaning of general words is not limited by specific examples introduced by "including", "for example", "such as" or similar expressions;
- a reference to "person" includes an individual, a body corporate, a partnership, a joint venture, an unincorporated association and an authority or any other entity or organisation;
- a reference to a particular person includes the person's executors, administrators, successors, substitutes (including persons taking by novation) and assigns;
- a reference to a time of day is a reference to the time in Sydney, Australia;
- a reference to dollars, $ or A$ is a reference to the currency of Australia;
- a reference to "law" includes common law, principles of equity and legislation (including regulations);
- a reference to any legislation includes regulations under it and any consolidations, amendments, re-enactments or replacements of any of them;
- a reference to "regulations" includes instruments of a legislative character under legislation (such as regulations, rules, by-laws, ordinances and proclamations), and
- a reference to any thing (including an amount) is a reference to the whole and each part of it.

9.3 Terms defined in the Corporations Act or the ASX Settlement Operating Rules

Unless the contrary intention appears, a term not specifically defined in this Bidder's Statement has the meaning given to it (if any) in the Corporations Act or ASX Settlement Operating Rules when used in this document.

Corporate Directory

Bidder
Firstmac Holdings Limited
ABN 55 621 282 157

Registered office of Firstmac Holdings Limited
Level 40, Riverside Centre
123 Eagle St
BRISBANE QLD 4000

Directors
Kim Cannon
Andrew Kemp
Roderick Minell
Bede King

Secretary
David Gration

Broker to the Offer
Patersons Securities Limited
AFSL No. 239 052 ABN 69 008 896 311
Level 23, 2, The Esplanade
PERTH WA 6000

Legal advisor
King & Wood Mallesons
Level 33, Waterfront Place, 1 Eagle Street
BRISBANE QLD 4000

Share registry for the Offer
Boardroom Pty Limited
Level 12, 225 George Street
SYDNEY NSW 2000

Offer Information Line
1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.15am and 5.30pm (Sydney time), Monday to Friday (excluding public holidays)

Appendix – Broker Announcement

PATERSONS

16 October 2017

Perth
Level 23 Exchange Tower
2 The Esplanade
Perth WA 6000

T (+61 8) 9263 1111
E perth@psl.com.au
www.psl.com.au

Company Announcements Platform
ASX Limited
By fax: 1300 135 638

For immediate release to the market

Firstmac Holdings Limited
Unconditional on-market takeover bid for Goldfields Money Limited ABN 63 087 651 849

In accordance with section 6.1.1 of the *ASIC Market Integrity Rules (ASX Market) 2010*, Patersons Securities Limited ABN 69 008 896 311 / AFSL 239052 (**Patersons Securities**) announces that Patersons Securities will, on behalf of Firstmac Holdings Limited ABN 55 621 282 157 (**Firstmac Holdings**), a wholly owned subsidiary of Firstmac Limited ABN 59 094 145 963 (**Firstmac Limited**), pursuant to section 635 of the *Corporations Act 2001* (Cth) (**Corporations Act**), offer to acquire on-market at $1.12 per share (**Offer Price**) all of the fully paid ordinary shares in Goldfields Money Limited ABN 63 087 651 849 (**Goldfields Money**) which are listed for quotation on the official list of the Australian Securities Exchange (**ASX**) that exist or will exist at any time during the Offer Period (as defined below) (**Offer**).

From the date and time of this announcement and ending at close of trading on ASX on 1 December 2017 (unless the Offer is withdrawn or extended in accordance with the Corporations Act), Patersons Securities (on behalf of Firstmac Holdings) will accept at the Offer Price every Goldfields Money share (Goldfields Money Shares) offered to Patersons Securities on-market up to a maximum of 22,521,066 Goldfields Money Shares (being all the Goldfields Money Shares on issue at the date of this announcement) together with any additional Goldfields Money Shares which are issued during the Offer Period as a result of the exercise or conversion of any existing convertible securities.

Terms of the offer

As the Offer is an on-market bid, it is unconditional and payment of the consideration will be by way of cash. The key features of the Offer are:

- it is an on-market, unconditional cash offer of $1.12 per Goldfields Money Share;
- Patersons Securities will purchase all of the Goldfields Money Shares offered to it on-market at the Offer Price, from today until the conclusion of the Offer Period; and
- the Offer Period (as defined below) may be extended and the Offer Price may be increased in accordance with the Corporations Act.

Acquisition from announcement

Firstmac Holdings has appointed Patersons Securities as its broker to purchase all Goldfields Money Shares on-market that exist or will exist from today until the conclusion of the Offer Period during the official trading days of the ASX (**Trading Days**). Patersons Securities has been instructed to purchase, at the Offer Price, every Goldfields Money Share offered for sale during the Trading Days in the period from the date of this announcement until the end of the Offer Period.

Offer Period

Patersons Securities will stand in the market on behalf of Firstmac Holdings and accept all of the Goldfields Money Shares offered to it at the Offer Price from the date and time of this announcement. However, the Offer will officially be made during the period commencing 31 October 2017 (being the first Trading Day after the end of the 14 days after the date of this announcement) and ending on 1 December 2017 (**Offer Period**) unless extended or withdrawn by Firstmac Holdings in accordance with the Corporations Act.

PATERSONS

Firstmac Holdings reserves the right to withdraw unaccepted Offers in the limited circumstances permitted by, and in accordance with, Part 6.7 of the Corporations Act, at any time before the end of the Offer Period.

Settlement and Brokerage

Payment for Goldfields Money Shares sold to Firstmac Holdings will be made on a T + 2 settlement basis in accordance with the usual ASX Settlement Operating Rules for ASX trading.

Any brokerage or other fees charged by brokers acting for holders of Goldfields Money Shares wishing to sell their shares will be the sole responsibility of the accepting Goldfields Money shareholders.

Acceptance

As the Offer will be an on-market offer, accepting shareholders may only accept the Offer on-market through brokers which are members of the ASX. All Goldfields Money Shares to be purchased by Firstmac Holdings under the Offer will be purchased on-market only during Trading Days.

Variation of Offer

Firstmac Holdings may vary the Offer in accordance with the Corporations Act.

Bidder's Statement

In accordance with section 635 of the Corporations Act, a bidder's statement will today be sent to Goldfields Money and lodged with each of the ASX and Australian Securities and Investments Commission. A copy of the bidder's statement will also be sent to Goldfields Money shareholders prior to commencement of the Offer Period.

Goldfields Money Shares

The Goldfields Money Shares the subject of the Offer are fully paid ordinary shares in the capital of Goldfields Money which are on issue as at the date of the bidder's statement, and any other Goldfields Money Shares that are issued before the end of the Offer Period as a result of the exercise or conversion of any existing convertible securities.

Immediately before making this announcement:

- as far as Firstmac Holdings is aware, there are 22,521,066 Goldfields Money Shares on issue, all of which are quoted on the ASX;
- Firstmac Holdings does not have a relevant interest in any Goldfields Money Shares but its associates (including Firstmac Limited) have relevant interests in 3,375,032 Goldfields Money Shares, which represents approximately 14.99% of the current issued share capital of Goldfields Money; and
- Firstmac Holdings, through its associates (including Firstmac Limited), has voting power in approximately 14.99% of the current issued share capital of Goldfields Money.

Signed for and on behalf of Patersons Securities Limited

Yours faithfully,
PATERSONS SECURITIES LIMITED

Michael Manford

Michael Manford
Executive Chairman
Representative