

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Pacific Niugini Limited

ABN

30 003 207 467

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |                                                                                                                                                                                                                                               |                                                                                      |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|
| 1 | +Class of +securities issued or to be issued                                                                                                                                                                                                  | Fully paid ordinary shares and attaching options                                     |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                 | 98,113,480 fully paid ordinary shares and 49,056,770 attaching options.              |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares<br>Options exercisable at \$0.06 on or before 25/08/2017. |

+ See chapter 19 for defined terms.

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<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Ordinary shares will rank equally with ordinary shares already on issue.</p> <p>Shares issued on exercise of options will rank equally with ordinary shares already on issue.</p>
<p>5 Issue price or consideration</p>	<p>\$0.05 per ordinary share. No additional consideration for attaching options.</p>
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Non-renounceable entitlements issue of one new share for every four shares held at the Record Date and one attaching option for every two new shares subscribed for.</p> <p>Funds raised will be used to fund the development of the Company's Nicolson's Gold Mine at Halls Creek and for other purposes as detailed in the Prospectus.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>25 November 2014</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Nil</p>

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+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	Nil	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil	
6f	Number of +securities issued under an exception in rule 7.2	147,170,250 – Exceptions 1 and 3.	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Rule 7.1 18,585,111 Rule 7.1A 49,056,740	
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	25 August 2015	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number 490,567,404  49,056,770	+Class Fully paid ordinary shares  Options exercisable at \$0.06 on or before 25/08/2017.

+ See chapter 19 for defined terms.

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	6,650,000	Unlisted Options, various conversions and dates
	4,500,000	Unlisted performance rights
	3,300	Convertible Notes each with face value of \$1,000
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not have a dividend policy	

**Part 2 - Pro rata issue**

11 Is security holder approval required?	No
12 Is the issue renounceable or non-renounceable?	Non-renounceable
13 Ratio in which the +securities will be offered	One (1) to four (4)
14 +Class of +securities to which the offer relates	Fully paid ordinary shares
15 +Record date to determine entitlements	21 July 2015
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17 Policy for deciding entitlements in relation to fractions	Fractions will be rounded up

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+ See chapter 19 for defined terms.

- |    |                                                                                                      |                                                                                                                                                                                                                                                       |
|----|------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents | All holders whose registered address is not in Australia or New Zealand namely, United Arab Emirates, Canada, Fiji, United Kingdom, Hong Kong, Monaco, Mauritius, Malaysia, Papua New Guinea, Singapore, Thailand, United States of America, Vanuatu. |
|    | <small>Note: Security holders must be told how their entitlements are to be dealt with.</small>      |                                                                                                                                                                                                                                                       |
|    | <small>Cross reference: rule 7.7.</small>                                                            |                                                                                                                                                                                                                                                       |
| 19 | Closing date for receipt of acceptances or renunciations                                             | 14 August 2015                                                                                                                                                                                                                                        |

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20	Names of any underwriters	Peter Cook and associated entities
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	GMP Securities Australia Pty Ltd
23	Fee or commission payable to the broker to the issue	6%
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Nil
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	24 July 2015
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	21 July 2015
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

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+ See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a)  <sup>+</sup>Securities described in Part 1 (shares only)

(b)  All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

37  A copy of any trust deed for the additional <sup>+</sup>securities

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<sup>+</sup> See chapter 19 for defined terms.

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**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought 

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39 +Class of +securities for which quotation is sought 

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40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in clause 38)		

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+ See chapter 19 for defined terms.



**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.


- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  ..... Date: 25 August 2015  
(Company secretary)

Print name: David Okeby

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+ See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	313,963,139
<p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	176,604,265 – Exception 1 & 3.
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	490,567,404

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	73,585,111
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Convertible notes convertible into 55,000,000 fully paid ordinary shares.
“C”	55,000,000
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	73,585,111
<b>Subtract</b> “C” <i>Note: number must be same as shown in Step 3</i>	55,000,000
<b>Total</b> [“A” x 0.15] – “C”	18,585,111 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	490,567,404
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	49,056,740
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>“E”</b>	-

+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	<p>49,056,740</p>
<p><b>Subtract “E”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>-</p>
<p><b>Total</b> [“A” x 0.10] – “E”</p>	<p style="text-align: center;">49,056,740</p> <p style="text-align: center;"><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

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+ See chapter 19 for defined terms.

CRP/COMPUTERSHARE INVESTOR SERVICES PTY LTD \*\*\*  
PACIFIC NIUGINI LIMITED/PNR

T O P 2 0 H O L D E R S \*\*\*  
RUN NUMBER 4285 25/08/2015

(RSP520:10.56:250815)  
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CLASS: ORD/ORDINARY FULLY PAID SHARES

HOLDER NO	NAME AND ADDRESS	UNITS	% I/C	RANK
	CITICORP NOMINEES PTY LIMITED	51,887,984	10.58	1
	BELL POTTER NOMINEES LTD <BB NOMINEES A/C>	43,986,275	8.97	2
	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	26,662,110	5.43	3
	BULLETIN RESOURCES LIMITED	17,378,472	3.54	4
	AJAVA HOLDINGS PTY LTD	15,625,000	3.19	5
	PERSHING AUSTRALIA NOMINEES PTY LTD <PLACEMENT A/C>	13,500,000	2.75	6
	LIBERTY MANAGEMENT PTY LTD <LIBERTY SUPERANNUATION FUND>	9,920,000	2.02	7
	RELLAV PTY LTD <THE COSGROVE SUPER FUND A/C>	7,921,000	1.61	8
	BRESRIM NOMINEES PTY LTD <DA HANNES SUPER FUND #2 A/C>	7,875,000	1.61	9
	JAMARI PTY LTD <STAFF SUPER FUND A/C>	7,860,000	1.60	10
	AJAVA HOLDINGS PTY LTD	6,875,994	1.40	11
	MR DAVID MIRINGTORO OSIKORE	6,000,000	1.22	12
	ALL-STATES FINANCE PTY LTD	5,918,615	1.21	13
	MR DENNIS JOHN LOVELL & MRS JANETTE CATHERINE LOVELL <LOVELL & CO SUPER FUND A/C>	5,625,200	1.15	14
	SKIPTAN PTY LTD <P & M MEURS FAMILY A/C>	5,311,906	1.08	15
	ROBERT COX & DIANE COX <SUPER FUND A/C>	4,925,000	1.00	16

ALL STATES SECRETARIAT PTY LIMITED <ALL-STATES SEC LTD S/F A/C>	4,500,000	0.92	17
MR TERENCE JOSEPH CAPLICE	4,379,659	0.89	18
BROKEN RIDGE PTY LTD	3,880,000	0.79	19
ONMELL PTY LTD <ONM BPSF A/C>	3,800,000	0.77	20
*** REPORT TOTAL ***	253,832,215	51.74	
*** REMAINDER ***	236,735,189	48.26	
*** GRAND TOTAL ***	490,567,404	100.00	

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TOTAL CURRENT HOLDERS MEETING CRITERIA FOR THIS REPORT: 1286  
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CRP/COMPUTERSHARE INVESTOR SERVICES PTY LTD \*\*\*  
 PACIFIC NIUGINI LIMITED/PNR

Range Of Units Summary  
 RUN NUMBER 4285 25/08/2015

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	1	1001	5001	10001	100001	
	to	to	to	to	to	* TOTAL *
ORD	1000	5000	10000	100000	(MAX)	
	/ORDINARY FULLY PAID SHARES					

Holder

Issuer	74	20	14	73	36	217
Chess	91	99	97	450	332	1069
Total	165	119	111	523	368	1286

Units

Issuer	20846	57114	112417	2448082	71644348	74282807
Chess	26185	321673	767281	18833126	396336332	416284597
Total	47031	378787	879698	21281208	467980680	490567404

TOTAL HOLDERS FOR CLASSES SELECTED

1286

TOTAL UNITS " " "

490567404



CRP/COMPUTERSHARE INVESTOR SERVICES PTY LTD \*\*\*  
PACIFIC NIUGINI LIMITED/PNR

T O P 2 0 H O L D E R S \*\*\*  
RUN NUMBER 4285 25/08/2015

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CLASS: OPT/LST OPTS EXP 25/08/17 @ \$0.06  
HOLDER NO NAME AND ADDRESS

HOLDER NO	NAME AND ADDRESS	UNITS	% I/C	RANK
	BELL POTTER NOMINEES LTD <BB NOMINEES A/C>	12,248,628	24.97	1
	PERSHING AUSTRALIA NOMINEES PTY LTD <PLACEMENT A/C>	6,750,000	13.76	2
	CITICORP NOMINEES PTY LIMITED	1,587,416	3.24	3
	AJAVA HOLDINGS PTY LTD	1,562,500	3.19	4
	COL DU TOURMALET LIMITED	1,500,000	3.06	5
	MR CHRISTOPHER MARK WELLS	1,500,000	3.06	6
	BEIRNE TRADING PTY LTD	1,000,000	2.04	7
	WOODROFFE INVESTMENTS (VIC) PTY LTD <WOODROFFE INVESTMENT A/C>	1,000,000	2.04	8
	JAMARI PTY LTD <STAFF SUPER FUND A/C>	982,500	2.00	9
	GREGORACH PTY LTD	800,000	1.63	10
	JETOSEA PTY LTD	770,000	1.57	11
	AJAVA HOLDINGS PTY LTD	687,600	1.40	12
	ALL-STATES FINANCE PTY LTD	591,862	1.21	13
	ROBERT COX & DIANE COX <SUPER FUND A/C>	562,500	1.15	14
	MEDIFLEX INDUSTRIES (AUSTRALIA) PTY LTD	525,000	1.07	15
	MR JOHN ANDREW RODGERS <JOHN RODGERS FAMILY A/C>	506,250	1.03	16
	DBA CORP PTY LTD <DENNIS BRANDT FAMILY A/C>	500,000	1.02	17

MR DENNIS JOHN LOVELL & MRS JANETTE CATHERINE LOVELL <LOVELL & CO SUPER FUND A/C>	500,000	1.02	18
MR DANIEL PAUL WISE <ARK INVESTMENT A/C> PERIZIA INVESTMENTS PTY LTD	500,000 487,500	1.02 0.99	19 20
*** REPORT TOTAL ***	34,561,756	70.45	
*** REMAINDER ***	14,495,014	29.55	
*** GRAND TOTAL ***	49,056,770	100.00	

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TOTAL CURRENT HOLDERS MEETING CRITERIA FOR THIS REPORT: 289  
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CRP/COMPUTERSHARE INVESTOR SERVICES PTY LTD \*\*\*  
 PACIFIC NIUGINI LIMITED/PNR

Range Of OPTIONS Summary  
 RUN NUMBER 4285 25/08/2015

\*\*\* (RSP510:10.59:250815)  
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	1	1001	5001	10001	100001	
	to	to	to	to	to	* TOTAL *
	1000	5000	10000	100000	(MAX)	
OPT	/LST OPTS EXP 25/08/17 @ \$0.06					

Holdings

Issuer	7	7	8	14	9	45
Chess	24	41	13	111	55	244
Total	31	48	21	125	64	289

Units

Issuer	1471	14788	68899	655061	5390099	6130318
Chess	8849	123905	107004	4352411	38334283	42926452
Total	10320	138693	175903	5007472	43724382	49056770

TOTAL HOLDERS FOR CLASSES SELECTED

289

TOTAL UNITS " " "

49056770