# Application for Quotation of Additional Securities

File Reference:
I:\Issuers\Forms\website forms\documents 2016\issuers\NSX Quotation of Additional Securities.doc

# Table of Contents



## Introduction

To ensure the efficient processing of this form by NSX, please:

1. Adhere to the suggested number of the annexures required by this form.
2. Complete **all** statements and questions in this form. (NSX can provide an electronic version of this form on request).

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

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

Introduced 11 March 2004. Revised 7 March 2016.

Name of entity

**CONSOLIDATED AFRICA LIMITED**

ABN/ACN

**ACN 605 659 970**

We (the entity) give NSX 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 | (1) Ordinary Fully Paid Shares<br>(2) Ordinary Fully Paid Shares<br>(3) Ordinary Fully Paid Shares<br>(4) Ordinary Fully Paid Shares<br>(5) Unlisted Options |
| **2** | Number of securities issued or to be issued (if known) or maximum number which may be issued | (1) 370,000<br>(2) 120,000<br>(3) 623,267<br>(4) 1,339,418<br>(5) 400,000<br>(6) 120,000 |
| **3** | Principal terms of the securities (eg, 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) | (1) Fully paid ordinary shares<br>(2) Fully paid ordinary shares<br>(3) Fully paid ordinary shares<br>(4) Fully paid ordinary shares<br>(5) Fully paid ordinary shares<br>(6) Unlisted Options, expiring 30 September 2020 and exercisable at $0.05 (5 cents) per option |

| | | |
|---|---|---|
| **4** | Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?<br><br>If the additional securities do not rank equally, please state:<br>• the date from which they do<br>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment<br>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | (1) From the date of allotment the new shares will rank equally with existing shares.<br>(2) From the date of allotment the new shares will rank equally with existing shares.<br>(3) From the date of allotment the new shares will rank equally with existing shares.<br>(4) From the date of allotment the new shares will rank equally with existing shares.<br>(5) From the date of allotment the new shares will rank equally with existing shares.<br>(6) No – upon exercise of the options into fully paid ordinary shares, they will rank equally with ordinary fully paid shares on issue. |
| **5** | Issue price or consideration | (1) $0.10 (10 cents) per share<br>(2) Deemed issue price $0.10 (10 cents) per share<br>(3) $0.05 (5 cents) per share<br>(4) Deemed issue price $0.10 (10 cents) per share<br>(5) Deemed issue price $0.10 (10 cents) per share<br>(6) Nil |
| **6** | Purpose of the issue<br>(If issued as consideration for the acquisition of assets, clearly identify those assets) | (1) Placement to fund ongoing exploration commitments, expenditure and for working capital purposes.<br>(2) Issue of shares to Directors and management pursuant to Sections 12.7, 12.8 and 12.9 of the Company's Initial Public Offering Prospectus dated 10 November 2015.<br>(3) Conversion of unlisted options on issue.<br>(4) Settlement of outstanding liabilities and contractual arrangement.<br>(5) Settlement of outstanding liabilities.<br>(6) Issue of options to Directors and management pursuant to Sections 12.7, 12.8 and 12.9 of the Company's Initial Public Offering Prospectus dated 10 November 2015. |

| | | |
|---|---|---|
| **7** | Dates of entering securities into uncertificated holdings or despatch of certificates | 17 November 2016 |

| | | Number | Class |
|---|---|---|---|
| **8** | Number and class of all securities quoted on NSX (*including* the securities in clause 2 if applicable) | 54,415,728 | Ordinary Fully Paid Shares |

| | | Number | Class |
|---|---|---|---|
| **9** | Number and class of all securities not quoted on NSX (*including* the securities in clause 2 if applicable) | 7,495,422 | Options exercisable at $0.05, expiring 30 September 2020 |
| | | 8,213,705 | Ordinary Fully Paid Shares subject to NSX escrow until 15 March 2018 |
| | | 10,000,000 | Ordinary Fully Paid Shares subject to NSX escrow until 15 March 2017 |

| | | |
|---|---|---|
| **10** | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | No dividend policy in place. |

## Part 2 - Bonus issue or pro rata issue

| | | |
|---|---|---|
| **11** | Is security holder approval required? | N/A |
| **12** | Is the issue renounceable or non-renounceable? | N/A |
| **13** | Ratio in which the securities will be offered | N/A |
| **14** | Class of securities to which the offer relates | N/A |
| **15** | Record date to determine entitlements | N/A |
| **16** | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | N/A |
| **17** | Policy for deciding entitlements in relation to fractions | N/A |

| | | |
|---|---|---|
| 18 | Names of countries in which the entity has security holders who will not be sent new issue documents<br><br>Note: Security holders must be told how their entitlements are to be dealt with. | N/A |
| 19 | Closing date for receipt of acceptances or renunciations | N/A |
| 20 | Names of any underwriters | N/A |
| 21 | Amount of any underwriting fee or commission | N/A |
| 22 | Names of any brokers to the issue | N/A |
| 23 | Fee or commission payable to the broker to the issue | N/A |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders | N/A |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting | N/A |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | N/A |
| 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 | N/A |
| 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 *in full* through a broker? | N/A |

| | | |
|---|---|---|
| **31** | How do security holders sell *part* of their entitlements through a broker and accept for the balance? | N/A |
| **32** | How do security holders dispose of their entitlements (except by sale through a broker)? | N/A |
| **33** | Despatch date | N/A |

## Part 3 - Quotation of securities

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

**34** Type of securities
(*tick one*)

**(a)** ☑ Securities described in Part 1

**(b)** ☐ All other 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 securities are equity securities, the names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders

**36** ☐ If the securities are equity securities, a distribution schedule of the additional 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 securities

Entities that have ticked box 34(b)

| | | |
|---|---|---|
| **38** | Number of securities for which quotation is sought | N/A |

| | | |
|---|---|---|
| **39** | Class of securities for which quotation is sought | N/A |
| **40** | Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?<br><br>If the additional securities do not rank equally, please state:<br>• the date from which they do<br>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment<br>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | N/A |
| **41** | Reason for request for quotation now<br><br>Example: In the case of restricted securities, end of restriction period<br><br>(if issued upon conversion of another security, clearly identify that other security) | N/A |

| | | Number | Class |
|---|---|---|---|
| **42** | Number and class of all securities quoted on NSX (*including* the securities in clause 38) | N/A | |

# Quotation agreement

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

2 We warrant the following to NSX.

- 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.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the securities to be quoted, it has been provided 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 NSX 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 NSX the information and documents required by this form. If any information or document not available now, will give it to NSX before quotation of the securities begins. We acknowledge that NSX is relying on the information and documents. We warrant that they are (will be) true and complete.

Philip Lindsay

Sign here: ............................................................ Date: 23 November 2016................
(Director/Company secretary)

Print name: Philip Lindsay