

PERTH MARKETS GROUP LIMITED ACN 633 346 184 (PMGL)

BUYER'S UNDERTAKING AND CONFIRMATION

I/we, _____ of _____
in the State of _____ (Buyer) irrevocably undertake the following to Perth Markets Group
Limited ACN 633 346 184 (**PMGL or Company**):

- 1 Notify the Company that the Buyer intends to purchase or acquire _____ securities
_____ [*insert details of proposed PMGL Security transaction*]
(Transaction).
- 2 Confirm that the Buyer is an Australian resident AND is either one or more of the following:
 - 2.1 a "sophisticated investor" within the meaning of section 708(8) of the Corporations Act 2001 (Cth); or
 - 2.2 a "professional investor" within the meaning of section 708(11) of the Corporations Act 2001 (Cth); or
 - 2.3 an "experienced investor" within the meaning of section 708(10) of the Corporations Act 2001 (Cth).
- 3 Confirm that the Buyer has read and understood and agreed to the Rules And Procedures For Transfers Securities as published on the Company's website from time to time as at the date of this document and acknowledge that the transfer of the Securities as specified in this document is at all times subject to the Rules And Procedures For Transfers Of Securities as published on the Company's website from time to time and to the constitution of the Company.
- 4 Agree that if the Buyer becomes the registered holder of any Securities, it will be bound by the PMGL constitution.
- 5 Request the approval and registration of the transfer of _____ [*insert number*] Securities to the Buyer. The completed standard security transfer form, and the completed transfer form, in respect of the Securities, is attached to this undertaking.
- 6 Acknowledge that if at any time any one or more of the following occur, or if the PMGL board of Directors reasonably suspects any one or more of the following to occur:
 - 6.1 where section 606 of the Corporations Act 2001 (Cth) applies, PMGL considers that the Buyer's or any other person's voting power in PMGL will increase from 20% or below to more than 20% or from a starting point that is above 20% and below 90% as a result of the transfer of the Securities specified in this document;
 - 6.2 where clause 6.7 of the PMGL constitution applies, the Buyer together with the Buyer's Associates (as that term is defined in the PMGL constitution are or will become entitled to a relevant interest in 25 percent or more of shares in PMGL in breach of clause 6.7 of the Constitution;
 - 6.3 the Buyer ceases to be an Australian resident; and/or
 - 6.4 the Buyer ceases to be a "sophisticated investor" within the meaning of section 708(8) of the Corporations Act 2001 (Cth) or a "professional investor" within the meaning of section 708(11) of the Corporations Act 2001 (Cth) or an "experienced investor" within the meaning of section 708(1) of the Corporations Act 2001 (Cth),the following will apply:

- 6.5 in respect of the Securities specified in this document which have not been transferred, PMGL may not approve or register the transfer of the those Securities; and
- 6.6 in respect of the Securities specified in this document which have been transferred, the matter will be dealt with pursuant to the PMGL constitution.

7 Acknowledge that:

- 7.1 PMGL has the authority to take such action as it may reasonably consider necessary (including to sell and transfer such of the Buyer's Securities) so as to rectify any actual or suspected breach of the PMGL constitution that PMGL considers may have occurred; and / or
- 7.2 PMGL has the authority to take such action as it may reasonably consider necessary (including to sell and transfer such of the Buyer's Securities and to refuse the registration of a transfer of the Securities) so as to prevent any suspected or potential breach of the PMGL constitution that the board of directors of the Company considers might occur.

8 Attached is a statutory declaration made by the Buyer (or its authorised representative) in the form set out in Annexure 1 declaring that the transfer of the Securities as specified in this document is not inconsistent with the PMGL constitution.

EXECUTED by

OR **SIGNED** by the said

_____ in accordance with the Corporations Act 2001
in the presence of:

.....
Signature

.....
Director/Sole Director and Sole Secretary (signature)

in the presence of

.....
Print full name

.....
Director/Secretary (signature)

.....
Signature of witness

.....
Print full name

.....
Witness full name

Statutory Declarations sworn by the person below must be provided together with this undertaking:

- **the Australian resident, Exempt Investor who is the Buyer of the Securities; and**
- **if the Buyer is a company, a director of that company authorised to make the declaration.**

Annexure 1

PERTH MARKETS GROUP LIMITED ACN 633 346 184 (PMGL)

FORM OF STATUTORY DECLARATION

(for the transfer of Securities to Australian resident sophisticated or professional investors)

I, _____ of _____

in the State of Western Australia, am either the proposed transferee (**Buyer**) of the Securities (as defined in the PMGL Constitution) (**Securities**) or I am a director of the Buyer and I am authorised to make this declaration, AND I DO SOLEMNLY AND SINCERELY DECLARE THAT:

1 The Buyer is an Australian resident.

2 The Buyer is:

2.1 a “sophisticated investor” within the meaning of section 708(8) of the Corporations Act 2001 (Cth) (**Sophisticated Investor**); and/or

2.2 a “professional investor” within the meaning of section 708(11) of the Corporations Act 2001 (Cth) (**Professional Investor**); and/or

2.3 an “experienced investor” within the meaning of section 708(10) of the Corporations Act 2001 (Cth) (**Experienced Investor**).

3 The Buyer intends to acquire _____ [*number of Securities*] Securities from _____ [*proposed Seller’s name*].

4 The Buyer has requested the registration by the PMGL board of Directors of the transfer of the Securities.

5 I understand that section 606 of the Corporations Act 2001 (Cth) (if applicable to PMGL) may prohibit a person to acquire a relevant interest in the voting shares of PMGL if because of the transaction, that person and its associates or someone else’s voting power in PMGL increases from 20% or below to more than 20% or from a starting point that is above 20% and below 90% (**Section 606 Prohibition**).

6 I understand that clause 6.7 of the PMGL constitution contains a 25% shareholding cap on the number of shares in PMGL a person, who together with that person’s associates (as defined in the Constitution may acquire a relevant interest in (“**25% Cap**”).

7 I understand that clause 6.8 of the PMGL constitution does not permit the registration of any PMGL shares to any person who is not an Australian Resident and either a Sophisticated Investor or a Professional Investor or an Experienced Investor.

8 I have sought independent legal advice with respect to the 25% Cap, the provisions of the PMGL constitution and the Section 606 Prohibition in relation to these matters, or acknowledge that I have had the opportunity but have declined to seek independent legal advice.

9 In confirm that:

9.1 in accordance with the PMGL constitution, the registration of the transfer of the Securities will not result in the Buyer, together with the Buyer’s associates (as defined in the PMGL constitution), gaining or having a relevant interest in 25% or more of the PMGL shares then on issue; or

9.2 if section 606 of the Corporations Act 2001 (Cth) is applicable, the registration of the transfer of the Securities will not result in the Buyer’s and its associates’ (as defined in section 12 of the Corporations Act 2001 (Cth) or someone else’s voting power in PMGL increasing from 20% or below to more than 20% or from a starting point that is above 20% and below 90%.

10 I understand that PMGL is entitled to sell and transfer the Securities or do any other action permitted by the PMGL constitution so as to prevent or undo any breach of the PMGL constitution or, if applicable, section 606 of the Corporations Act 2001 (Cth).

This declaration is made under the *Oaths, Affidavits and Statutory Declarations Act 2005 (WA)*.

DECLARED at _____)
by the said _____)
on the _____ day of _____ 2017)
Before me: _____)

.....
[to be witnessed by an authorised witness]

[see Annexure 2]

Annexure 2

Professions listed as authorised witnesses by the *Oaths, Affidavits and Statutory Declarations Act 2005* include:

- Academic (post-secondary institution)
- Accountant
- Architect
- Australian Consular Officer
- Australian Diplomatic Officer
- Bailiff
- Bank Manager
- Chartered secretary
- Chemist
- Chiropractor
- Company auditor or liquidator
- Court officer (Judge, magistrate, registrar or clerk)
- Defence Force officer
- Dentist
- Doctor
- Electorate Officer (State – WA only)
- Engineer
- Industrial organisation secretary
- Insurance broker
- Justice of the Peace (any State)
- Lawyer
- Local government CEO or deputy CEO
- Local government councillor
- Marriage Celebrant
- Member of Parliament (State or Commonwealth)
- Minister of religion
- Nurse
- Optometrist
- Patent Attorney
- Physiotherapist
- Podiatrist
- Police officer
- Post Officer Manager
- Psychologist
- Public Notary
- Public Servant (State or Commonwealth)
- Real Estate agent
- Settlement agent
- Sheriff or deputy Sheriff
- Surveyor
- Teacher
- Tribunal officer
- Veterinary surgeon
- an authorised person under the Commonwealth *Statutory Declarations Act 1959*
- Loss adjuster