



P A R M E L I A
R E S O U R C E S

OFFER DOCUMENT

For a non-renounceable pro-rata offer to Eligible Shareholders on the basis of 1 New Share for every 4 Shares held as at the Record Date at an Issue Price of 3.5 cents (**Offer**).

Important Notice

This Offer Document is not a prospectus or other form of disclosure document under the Corporations Act. It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding the Offer or about the rights attaching to the New Shares offered by this Offer Document.

This Offer Document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its content or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser without delay.

This Offer opens on Wednesday, 16 December 2015 and closes at 5:00pm (AWST) on Tuesday, 29 December 2015 (unless extended). Valid acceptances must be received before that time.

Please read the instructions in this Offer Document and on the accompanying Entitlement and Acceptance Form regarding the acceptance of your Entitlement.



IMPORTANT NOTES

1. OFFER DOCUMENT

This Offer Document has been prepared by Parmelia Resources Limited ACN 142 901 353 (**Parmelia** or the **Company**) and is dated 8 December 2015. This Offer Document is not a prospectus or other form of disclosure document under the Corporations Act and has not been lodged with ASIC. The Offer contained in this Offer Document is being made without disclosure in accordance with section 708AA of the Corporations Act as modified by ASIC Class Order 08/35.

As a result, it is important for Eligible Shareholders to read and understand the information on Parmelia and the Offer made publicly available, before accepting all or part of their Entitlement. In particular, please refer to the information in this Offer Document, Parmelia's annual reports and other announcements made available at <http://www.parmeliareources.com/investors.html> or www.asx.com.au.

The Offer contained in this Offer Document to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand)*. This Offer Document or material accompanying it has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978 (New Zealand)*. This Offer Document or material accompanying it is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

2. THIS IS AN IMPORTANT DOCUMENT

The information contained in this Offer Document does not constitute investment advice and has been prepared without taking into account each Eligible Shareholder's investment objectives or financial circumstances. You should seek advice from your professional adviser before deciding to invest. Investing in the Company involves risks. The Offer Document does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding the Offer or about the rights attaching to the New Shares offered by this Offer Document.

3. DISCLAIMER

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer. To the extent permitted by law, neither the Company nor any other person warrants the future performance of the Company or any return on any investment made under this Offer Document, except as required by law and then only to the extent so required.

4. FUTURE PERFORMANCE AND FORWARD LOOKING STATEMENTS

Neither the Company nor any other person warrants, represents or guarantees (expressly or by implication) the future performance of the New Shares or any particular rate of return on any investment made pursuant to Offer, or any particular tax treatment.

This Offer Document contains certain "forward looking statements". Forward-looking statements, opinions and estimates provided in the information in this Offer Document are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

No representation or warranty (express or implied) is given as to the accuracy, completeness or correctness, likelihood of achievement or reasonableness of any forecasts, prospects or returns contained in this Offer Document.

While due care and attention have been used in the preparation of forward-looking statements, you are cautioned not to place undue reliance on such statements. To the maximum extent permitted by law, the Company disclaims any obligation or undertaking to release any updates or revisions to such information to reflect any change in expectations or assumptions.

An investment in the Company is subject to investment and other known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and its board, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by any forward-looking statements in this Offer Document.

5. PAST PERFORMANCE

Investors should note that the past share price performance of Shares provides no guarantee or guidance as to future share price performance. Past performance information given in this Offer Document is provided for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance.

6. ELIGIBILITY

Applications for New Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form sent with this Offer Document. The Entitlement and Acceptance Form sets out an Eligible Shareholder's Entitlement to participate in the Offer.

7. OVERSEAS SHAREHOLDERS

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or to issue this Offer Document. No action has been taken to permit a public offering of the New Shares under the Offer in any jurisdiction outside of Australia and New Zealand.

It is not practicable for the Company to comply with the securities laws of any other overseas jurisdictions other than Australia and New Zealand having regard to the number of overseas Shareholders, the number and value of the New Shares these Shareholders would be offered and the cost of complying with legal and regulatory requirements in each relevant jurisdiction.



This Offer Document and any material accompanying it may not be released or distributed in the United States. This Offer Document and any material accompanying it does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. The New Shares have not been and will not be registered under the US Securities Act of 1933 or the securities law of any state or jurisdiction in the United States and may only be offered, sold or resold in, or to persons in, the United States in accordance with an available exemption from registration.

It is the responsibility of any Applicant to ensure compliance with any laws of a country relevant to their application. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company as a representation that there has been no breach of such laws, that the Applicant is an Eligible Shareholder and that the Applicant is physically present in Australia or New Zealand. Shareholders outside Australia and New Zealand (**Ineligible Foreign Shareholders**) should refer to Section 1.13 for details of how their Entitlement will be dealt with.

Shareholders resident in New Zealand should consult their professional advisors as to whether any government or other consents are required, or other formalities need to be observed, to enable them to take up their Entitlements under the Offer.

8. **PRIVACY ACT**

If you complete an application for New Shares, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and uses that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its Share Registry if you wish to do so at the relevant contact numbers set out in this Offer Document.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for New Shares, the Company may not be able to accept or process your application.

9. **CURRENCY**

All references to A\$, \$A, dollar or \$ in this Offer Document are to Australian currency.



KEY OFFER DETAILS

KEY DETAILS OF THE OFFER	DATE
Offer to Eligible Shareholders	1 New Share for every 4 Shares held at the Record Date
Issue Price per New Share	3.5 cents payable in full on Application
Maximum number of New Shares under the Offer	21,173,927 New Shares ¹
Proceeds from the Offer (excluding costs associated with the Offer)	\$741,087
Maximum number of Shares on issue following the Offer (refer to Section 2 below)	105,869,633 Shares ²

IMPORTANT DATES

EVENT	DATE
Announcement of the Offer	8 December 2015
Lodgement of cleansing Notice, Appendix 3B and Offer Document with ASX	8 December 2015
Notice sent to Eligible Shareholders	9 December 2015
"Ex" date for the Offer (being the date that Shares start trading without the Entitlements to participate in the Offer)	10 December 2015
Record Date to determine Entitlements under the Offer	14 December 2015
Opening Date of Offer	16 December 2015
Despatch of the Offer Document and Entitlement and Acceptance Form to Eligible Shareholders	16 December 2015
Closing Date for acceptances under the Offer	5.00pm (AWST) on 29 December 2015

¹ There are currently 69,296,176 Options on issue. If any of the Options are exercised prior to the Record Date, additional New Shares may be issued under the Offer under this Offer Document. If all Options on issue as at the date of this Offer Document were exercised prior to the Record Date, the Company's issued Shares would increase by 69,296,176. This could potentially result in up to a further 17,324,044 New Shares being issued pursuant to this Offer Document, which could increase the maximum number of New Shares issued by the Company pursuant to the Offer to 38,497,971 New Shares. Further, the exact number of New Shares to be issued under the Offer will depend on the rounding up of individual holdings.

² This does not include Shares issued under the Placement. Investors in the Placement will not be eligible to participate in the Offer. Further, if all Options on issue as at the date of this Offer Document were exercised prior to the Record Date, this could potentially result in up to a further 17,324,044 New Shares being issued under the Offer under this Offer Document, which could increase the Company's total Shares on issue after completion of the Offer to 123,193,677 Shares.



New Shares quoted on a deferred settlement basis	30 December 2015
ASX notified of under subscriptions under the Offer	4 January 2016
Issue of the New Shares (Deferred settlement trading of New Shares ends)	5 January 2016
Trading of New Shares expected to commence	6 January 2016

The above dates are indicative only and subject to change. The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend the Closing Date or to withdraw the Offer at any time without prior notice, in which case all Application Monies will be refunded (without interest) as soon as practicable. Any extension of the Closing Date will have a consequential effect on the issue date of New Shares.



LETTER FROM THE CHAIRMAN

8 December 2015

Dear Shareholder

On behalf of the Board of Parmelia Resources Limited (**Parmelia** or **the Company**), I am pleased to invite you to participate in the Company's non-renounceable pro-rata entitlement offer of 1 New Share for every 4 Shares held at the Record Date of 5.00pm (AWST) on 14 December 2015, at an Issue Price of \$0.035 (3.5 cents) per New Share (**Offer**).

The Offer of approximately 21,173,927 New Shares is intended to raise approximately \$741,087 before the costs of the Offer.

Each of the Directors, including myself, intends to fully participate in the Offer.

Eligible Shareholders (other than Directors and related parties of the Company) may also apply for Additional Shares over and above their Entitlement at \$0.035 (3.5 cents) per Share.

As previously announced to ASX on 8 December 2015, the Company has entered into a conditional Heads of Agreement with the major shareholders of Veriluma Pty Ltd (**Veriluma**) to acquire 100% of the issued capital of Veriluma, a predictive intelligence software development company which owns and has developed patented software that allows the user to build predictive models of likely outcomes in particular scenarios using both quantitative and qualitative data (**Veriluma Acquisition**). The Veriluma Acquisition remains subject to satisfaction of a number of conditions precedent, including the Company being satisfied with its due diligence in relation to Veriluma, as well as shareholder and regulatory approvals, including re-compliance by the Company with Chapters 1 and 2 of the Listing Rules and the Company receiving conditional approval from ASX to reinstate its quoted securities to trading on ASX following completion of the Veriluma Acquisition.

The Company also announced its intention to undertake the Placement and this Offer. The purpose of this Offer is to fund working capital and expenditure commitments of the Company, as well as if needed, acquisition and due diligence costs with the Veriluma Acquisition.

As a Board, we appreciate the strong support of our Shareholders and we have been mindful of providing Shareholders the first opportunity to increase their investment in the Company.

We look forward to your participation in the rights issue.

Yours sincerely,

NIGEL GELLARD
Chairman



1. DETAILS OF THE OFFER

1.1 The Offer

The Company is offering Eligible Shareholders the opportunity to subscribe for 1 New Share for every 4 Shares held at 5:00pm (AWST) on Monday, 14 December 2015 at an Issue Price of 3.5 cents per New Share.

Where the determination of the Entitlement of any Eligible Shareholder results in a fraction of a New Share, that will be rounded up to the nearest whole New Share.

Your Entitlement under the Offer is shown on the accompanying Entitlement and Acceptance Form. Details on how to accept the Offer are set out in Section 3.

Eligible Shareholders may also apply for Additional Shares in excess of their Entitlement. The allocation of any Additional Shares will be limited to the extent that there are sufficient New Shares available from Eligible Shareholders who do not take up their full Entitlement. Subject to the Corporations Act and the Listing Rules, Additional Shares will only be allocated to Eligible Shareholders if and to the extent that the Directors so determine, in their absolute discretion. Further details are set out in Section 1.9 below.

1.2 Size of the Offer

As at 8 December 2015, the Company has on issue:

- (a) 84,695,706 Shares;³ and
- (b) 69,296,176 Options (which carry no entitlement to participate in the Offer without the Options first being exercised).

On the basis that no Options are exercised prior to the Record Date, approximately 21,173,927 New Shares will be offered under the Offer to raise approximately \$741,087 before the expenses of the Offer are taken into account.

1.3 Use of Funds

Completion of the Offer will result in an increase in cash in hand of up to approximately \$741,087 (before the payment of costs associated with the Offer).

It is currently proposed to use the funds raised under the Offer for working capital and expenditure commitments of the Company, as well as if needed, acquisition and due diligence costs with the Veriluma Acquisition.

Assuming that the maximum amount is raised under the Offer, the funds raised are intended to be allocated as follows:

Use of Funds	Amount (\$)
Maintain existing projects and, if needed, acquisition and due diligence costs related to the Veriluma Acquisition	\$400,000
Working capital and administration costs	\$306,087
Costs of the Offer*	\$35,000
MAXIMUM FUNDS RAISED UNDER THE OFFER	\$741,087

* This does not include any fees paid to brokers on placement of any Shortfall Shares (see Section 1.9 below.)

The above table is a statement of the Board's current intentions as at the date of this Offer Document. However, Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change

³ This does not include Shares issued under the Placement.



depending on a number of factors, including the outcome of the Veriluma Acquisition or other operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way funds are applied, including if the Company elects to proceed with the Veriluma Acquisition after completion of its due diligence as announced in the Company's ASX release dated 8 December 2015.

1.4 Opening and Closing Date

The Offer will open for receipt of acceptances on 16 December 2015. The Closing Date for acceptance of your Entitlement is 5.00 pm (AWST) on 29 December 2015.

The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend the last date for receipt of the Entitlement and Acceptance Form, or to delay or withdraw the Offer at any time without prior notice, in which case all Application Monies will be refunded (without interest) as soon as practicable. Any extension of the Closing Date will have a consequential effect on the issue date of New Shares.

1.5 Entitlements under the Offer

The Offer is non-renounceable and therefore the Entitlements are not transferable and cannot be traded on the ASX or any other exchange or privately transferred. Shareholders will not receive any value if they do not take up their Entitlements. Shareholders who do not take up their Entitlements in full will most likely have their percentage interest in the Company diluted.

As described in Section 1.9, any New Shares not taken up by an Eligible Shareholder by the Closing Date will form part of the Shortfall.

1.6 Entitlements and acceptance

The Entitlement of Eligible Shareholders to participate in the Offer will be determined on the Record Date. Your Entitlement is shown on the Entitlement and Acceptance Form accompanying this Offer Document.

1.7 No underwriting

The Offer is not underwritten.

1.8 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application once it has been received.

1.9 Shortfall

Eligible Shareholders (other than Directors and related parties of the Company) may, in addition to taking up their Entitlements in full, apply for any number of Additional Shares in excess of their Entitlements by using the Top-Up Facility. Additional Shares will only be available where there is a shortfall between Applications received from Eligible Shareholders and the number of New Shares proposed to be issued under the Offer. Any Additional Shares issued will be at the Issue Price of 3.5 cents.

Details on how to apply for Additional Shares are set out in Section 3.3. There can be no guarantee that there will be any Additional Shares.

Subject to the Corporations Act and the Listing Rules, the Directors will exercise their discretion in determining the allocations of Additional Shares applied for by Eligible Shareholders through the Top-Up Facility.

It is an express term of the Offer that Eligible Shareholders who apply for Additional Shares are bound to accept a lesser number of Additional Shares than they applied for or may be allocated no Additional Shares at all. In both cases, excess Application Monies will be refunded without interest.

The maximum number of New Shares which is expected to be issued by the Company pursuant to the Offer (which includes any Additional Shares) is 21,173,927 Shares.

If any Shortfall remains after applications for Additional Shares under the Top-Up Facility are considered, the Directors reserve the right, subject to the Corporations Act and the Listing Rules, to place any further Shortfall (other than to Directors and related parties of the Company) at their discretion within three months after the close of the Offer (at a price not less than the Issue Price of 3.5 cents per New Share). If the Shortfall is placed through a licenced broker, fees not exceeding 6% of the funds raised from such placement of the Shortfall will be paid to the broker.

1.10 Issue and despatch

The issue of New Shares offered by this Offer Document is expected to occur on 5 January 2016. The New Shares will be traded on a deferred settlement basis from 30 December 2015 until 5 January 2016.

The Company expects to dispatch the holding statements for the New Shares to Shareholders on 6 January 2016.

It is the responsibility of Applicants to determine the allocation prior to trading in the New Shares. Applicants who sell New Shares without making such determination do so at their own risk.

The Company will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares before the New Shares are listed on the official list of ASX or before they receive their holdings statements, whether on the basis of confirmation of the allocation provided by the Company, the Share Registry or otherwise.

1.11 ASX listing

The Company has made an application for official quotation by ASX of the New Shares offered to Eligible Shareholders under this Offer Document. If that permission is not granted by ASX, the Company will not issue any New Shares and all Application Monies received (without interest) will be refunded in full to the Applicants. The fact that ASX may grant official quotation of the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares. Neither ASX nor any of its officers accepts any responsibility for the contents of this Offer Document.

It is expected that normal trading on ASX will commence in relation to New Shares on 6 January 2016.

1.12 CHES

The Company will apply to ASX to participate in CHES for those Shareholders who have, or wish to have, a sponsoring stockbroker. Shareholders who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, Shareholders will be provided with a statement (similar to a bank account statement) that sets out the number of New Shares allotted to them under this Offer Document. The notice will also advise Shareholders of their Holder Identification Number (HIN) and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to Shareholders if there have been any changes in their interest in the Company during the preceding month.

1.13 Ineligible Foreign Shareholders

This Offer Document and Entitlement and Acceptance Form are only being sent to Eligible Shareholders with registered addresses in Australia and New Zealand on the Record Date of 14 December 2015.

The Offer is not being extended to any Shareholders whose registered address is outside Australia or New Zealand. In accordance with the Listing Rules and the Corporations Act, the Company is of the view that it is unreasonable to make the Offer to Ineligible Foreign Shareholders, having regard to:

- (a) the number of Ineligible Foreign Shareholders;



- (b) the number and value of New Shares to be offered to those Ineligible Foreign Shareholders; and
- (c) the cost of complying with overseas legal and regulatory requirements in those jurisdictions.

Accordingly, no Entitlement and Acceptance Forms will be sent, and the Offer will not be made, to Ineligible Foreign Shareholders. This Offer Document will be sent to them for information purposes only.

The Offer contained in this Offer Document to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Shares.

To the extent that a person holds Shares on behalf of another person resident outside Australia or New Zealand, it is that person's responsibility to ensure that any acceptance complies with applicable foreign laws.

The Company reserves the right to reject any Application that it believes come from a person who is not an Eligible Shareholder.

This Offer Document does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register the New Shares or otherwise permit an offering of New Shares in any jurisdiction outside of Australia or New Zealand.

The distribution of this Offer Document outside Australia or New Zealand may be restricted by law. If you come into possession of this Offer Document, you should observe any such restrictions. Any failure to comply with such restrictions may contravene applicable securities laws.

1.14 Rights and liability attaching to New Shares

The New Shares issued under the Offer will be on a fully paid basis and will rank equally in all respects with existing Shares. Full details of the rights and liabilities attaching to Shares are set out in the Company's constitution, a copy of which is available for inspection at the Company's registered office during normal business hours. You may also contact the Company Secretary by telephone on +61 (0)8 6141 3500 for a copy of the Company's constitution.

2. EFFECT OF THE OFFER

2.1 Effect of the Offer on the capital structure of the Company

The table below sets out, for illustrative purposes only, the existing capital structure (before the Offer) together with the impact of the issue of the New Shares under the Offer. It assumes that no Options are exercised prior to the Record Date and that all New Shares are issued under the Offer or placed after the Offer.

Ordinary Shares	Number
Existing Shares as at 8 December 2015	84,695,706 ⁴
Maximum number of New Shares issued pursuant to the Offer	21,173,927 ⁵
TOTAL ISSUED SHARES FOLLOWING COMPLETION OF THE OFFER	105,869,633⁶

The effect of the Offer will be to increase the number of Shares on issue in the Company and increase the cash held by the Company by up to \$741,087 (before taking into account the expenses of the Offer).

Expenses of the Offer are expected to be approximately \$35,000 (excluding any fees paid to brokers for the placement of any Shortfall Shares).

2.2 Potential effect on control of the Company

Eligible Shareholders who take up their Entitlements in full should not have their interest in the Company diluted by the Offer (subject to immaterial movements as a result of rounding of Entitlements).

The potential effect the Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand. However, given the structure of the Offer as a pro rata issue and the absence of any existing holders with voting power of greater than 20%, the Offer is not expected to have any material effect or consequences on the control of the Company.

The potential effect of the Offer on the control of the Company is as follows:

- (a) If all Eligible Shareholders take up their Entitlements under the Offer, then the Offer will have no significant effect on the control of the Company.
- (b) If some Eligible Shareholders do not take up all of their Entitlements under the Offer, then the interests of those Eligible Shareholders will most likely be diluted.
- (c) The proportional interests of Ineligible Foreign Shareholders will be diluted because those Ineligible Foreign Shareholders are not entitled to participate in the Offer.

⁴ This does not include Shares issued under the Placement. Investors in the Placement will not be eligible to participate in the Offer.

⁵ There are currently 69,296,176 Options on issue. If any of the Options are exercised prior to the Record Date, additional New Shares may be issued under the Offer under this Offer Document. If all Options on issue as at the date of this Offer Document were exercised prior to the Record Date, the Company's issued Shares would increase by 69,296,176. This could potentially result in up to a further 17,324,044 New Shares being issued pursuant to this Offer Document, which could increase the maximum number of New Shares issued by the Company pursuant to the Offer to 38,497,971 New Shares. Further, the exact number of New Shares to be issued under the Offer will depend on the rounding up of individual holdings.

⁶ This does not include Shares issued under the Placement. Further, if all Options on issue as at the date of this Offer Document were exercised prior to the Record Date, this could potentially result in up to a further 17,324,044 New Shares being issued under the Offer under this Offer Document, which could increase the Company's total Shares on issue after completion of the Offer to 123,193,677 Shares.



- (d) Eligible Shareholders that apply for Additional Shares under the Top-Up Facility may increase their interests beyond their Entitlement. This could result in the dilution of holdings of those Eligible Shareholders who did not accept their Entitlements in full and those who did not apply for Additional Shares.
- (e) All Directors intend to fully take up their Entitlements in the Offer and may increase their interests beyond their Entitlements if no other Shareholders participate in the Offer and the Directors do not issue any of the Shortfall under the Offer.
- (f) If no Eligible Shareholders other than the Directors take up their Entitlements under the Offer and the Company issues the Shortfall under the Offer to only a limited number of new investors, this may potentially result in a new investor having a substantial interest in the Company.

2.3 Directors' interests and participation

Each Director's relevant interest in the securities of the Company as at the date of this Offer Document and their Entitlement is set out in the table below.

Director	Shares	Voting power (%)	Entitlement	\$
Mr Nigel Gellard	1,544,444	1.8%	386,111	\$13,514
Mr Peter Ellery	Nil	0%	Nil	\$0
Mr Jay Stephenson	190,000	0.2%	47,500	\$1,663



3. ACTION REQUIRED BY SHAREHOLDERS

3.1 What Eligible Shareholders may do

The number of New Shares to which you are entitled (your **Entitlement**) is shown on the accompanying Entitlement and Acceptance Form.

If you do not take up your Entitlement, then your percentage holding in the Company will be diluted (refer to Section 2.2 above).

As an Eligible Shareholder you may:

- (a) take up all or part of your Entitlement (refer to Section 3.2 below);
- (b) allow all of your Entitlement to lapse (refer to Section 3.4 below); or
- (c) take up all of your Entitlement and apply for Additional Shares under the Top-Up Facility (refer to Section 3.3 below).

As detailed in Section 1.13, Ineligible Foreign Shareholders cannot take any of the steps set out in Sections 3.2, 3.3 and 3.4.

3.2 Applying for New Shares

You may take up all or part of your Entitlement by completing the Entitlement and Acceptance Form and attaching payment to reach the Share Registry by no later than 5:00pm (AWST) on the Closing Date or by paying by BPay®.

The Issue Price for each New Share accepted under your Entitlement is payable in full on Application. You have the following payment options:

- (a) By attaching to your completed Entitlement and Acceptance Form a cheque, bank or money order in Australian currency for the amount of your Application Monies to **“Parmelia Resources Ltd”** and crossed **“Not Negotiable”**.

You should ensure that sufficient funds are held in relevant account(s) to cover the Application Monies. If the amount of your cheque for Application Monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New Shares for which you have applied in your Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Shares as your cleared Application Monies will pay for (and to have specified that number of New Shares on your Entitlement and Acceptance Form). Alternatively, your Application will not be accepted.

- (b) If paying via BPay®:
 - (i) Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPay® by the date and time mentioned above;
 - (ii) you must follow the instructions for BPay® set out in the Entitlement and Acceptance Form;
 - (iii) you do not need to return the Entitlement and Acceptance Form but are taken to make each of the statements and representations on that form; and
 - (iv) if you subscribe for less than your Entitlement or do not pay for your full Entitlement, you are taken to have accepted your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

3.3 Top-Up Facility

As detailed in Section 1.9 above, Eligible Shareholders (other than Directors and related parties of the Company) may, in addition to taking up their Entitlements in full, apply for Additional Shares in excess of their Entitlements.



If you wish to subscribe for Additional Shares in addition to your Entitlement, then you should nominate the maximum number of Additional Shares you wish to subscribe for on the Entitlement and Acceptance Form and make payment for your full Entitlement plus the Additional Shares (at the Issue Price of 3.5 cents for each Additional Share).

If your payment is being made by BPay®:

- (a) you do not need to submit the personalised Entitlement and Acceptance Form but are taken to make each of the statements and representations on that form; and
- (b) if your payment exceeds the amount payable for your full Entitlement, you are taken to have accepted your Entitlement in full and to have applied for such number of Additional Shares which is covered in full by your Application Monies.

Eligible Shareholders who apply for Additional Shares may be allocated a lesser number of Additional Shares than applied for, or may be allocated no Additional Shares at all, in which case excess Application Monies will be refunded without interest.

3.4 Entitlements not taken up

If you do not wish to accept any of your Entitlement, you are not obliged to do anything. The number of Shares you currently hold and the entitlement attaching to those Shares will not be affected should you choose not to accept any part of your Entitlement.

3.5 Entitlement and Acceptance Form is binding

A completed and lodged Entitlement and Acceptance Form constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Offer Document and, once lodged, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly, it may still be treated as a valid application for New Shares. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

3.6 Brokerage

No brokerage is payable by Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for an Entitlement.

3.7 Queries concerning your Entitlement

If you have any queries concerning your Entitlement please contact the Share Registry on 1300 850 505 (within Australia).



4. RISKS

4.1 Introduction

An investment in New Shares should be regarded as speculative and involves many risks. Eligible Shareholders should consider the investment in the context of their individual risk profile for speculative investments, investment objectives and individual financial circumstances. Each Eligible Shareholder should consult their own stockbroker, solicitor, accountant or other professional adviser before deciding whether or not to invest in the New Shares.

The New Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those shares.

The information in the Offer Document does not constitute a recommendation to subscribe for New Shares and this Offer Document does not purport to contain all the information that you may require to evaluate a possible Application for New Shares. You should make your assessment of what information is relevant to your decision to participate in the Offer.

There are a number of factors, both specific to the Company and of a general nature to the business and economic climate which may, either individually or in combination, affect the future operating and financial performance of the Company, its prospects, its investment returns and the value of the Shares. These risks include, but are not limited to, the risks set out in this Section 4.

4.2 Company-specific Risks

(a) Veriluma Acquisition – Contractual Risk

As at the date of this Offer Document, the Company has signed a binding and conditional Heads of Agreement (**HoA**) for the Veriluma Acquisition, which contains the agreed terms and conditions of the Veriluma Acquisition at the date of this Offer Document. It is contemplated that the HoA will be replaced by a formal and more definitive share sale agreement to be entered into by the parties by no later than 24 December 2015.

Even if the Company enters into a formal share sale agreement for the Veriluma Acquisition, there can still be no assurance that all conditions precedent will be satisfied or that the Company will complete the Veriluma Acquisition. The Veriluma Acquisition is subject to a number of conditions precedent, which must be satisfied or waived before the Veriluma Acquisition can proceed. These include the Company completing and being satisfied with its due diligence investigations, the Company successfully raising \$3.25 million pursuant to a full form prospectus and re-complying with ASX's admission and quotation requirements under Chapters 1 and 2 of the Listing Rules, and the Company obtaining all necessary shareholder and regulatory approvals. There is a risk, if certain conditions precedent for the Veriluma Acquisition are not satisfied, that the Veriluma Acquisition may not proceed.

If for any reason the HoA is not supplemented by a formal share sale agreement or if the HoA is supplemented by a formal share sale agreement, but the Veriluma Acquisition fails to complete, the Company's financial position, performance and prospects may be adversely affected.

In the event that the Veriluma Acquisition does not proceed, funds raised from the Offer will not be refunded and will be used to maintain the Company's existing exploration projects and for working capital purposes. If the Veriluma Acquisition does not proceed, the Company may also invest the funds raised through the Offer in other suitable investment opportunities.

(b) Other potential acquisitions

As part of its business strategy, the Company intends to proceed with the Veriluma Acquisition, but should it not complete, then it may make other acquisitions or significant investments in companies, products, technologies or resource projects. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies, products, technologies or resource projects.

(c) Future capital requirements

Future funding of at least \$3.25 million is required to be raised by the Company to complete the proposed



Veriluma Acquisition and re-comply with the admission and quotation requirements in Chapters 1 and 2 of the Listing Rules. Such future funding will be required to fund the future growth and business objectives of Veriluma.

The Company's activities, whether in relation to the Veriluma Acquisition or otherwise, will require substantial expenditures beyond the Company's current cash reserves. The Company will therefore require an additional capital raising in the short term (in addition to this Offer) to successfully achieve all the objectives of the Company's overall business strategy in the future. If the Company is unable to raise debt or equity to fund expansion after the exhaustion of its existing cash and the net proceeds of the Offer there can be no assurances that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to the Company or at all. Any additional equity financing may be dilutive to Shareholders and any debt financing if available may involve restrictive covenants, which may limit the Company's operations and business strategy.

The Company's failure to raise capital in the short term, whether in relation to the Veriluma Acquisition or otherwise, could delay or suspend the Company's business strategy, could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern.

(d) Competition and new technologies

The industry in which Veriluma is involved is subject to increasing domestic and global competition which is fast paced and fast changing. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operations and financial performance of the Company's projects and business. For instance, new technologies could overtake the advancements made by Veriluma. In that case, the business of the Company could be adversely affected.

(e) Development and marketing risks

Following completion of the proposed Veriluma Acquisition, the Company intends to advance the Veriluma business. There is no guarantee that Veriluma's marketing plan or business strategy will be successful and there is no guarantee that the Company will generate revenue or profits. The Veriluma business may encounter difficulty in bringing its business to the market and creating market awareness of its products or technology.

(f) Operational and commercialisation risk

There is a risk that the technologies owned by Veriluma may not be commercially successful and may not function, operate or integrate as intended including in relation to servicing customers or users. Veriluma's technologies may be complex and they may contain errors or defects that users identify once users begin significant commercial use. This may lead to the Company's financial position or performance being adversely affected.

(g) Intellectual property rights

If the Company completes the Veriluma Acquisition, the Company will have acquired certain patented technologies owned by Veriluma.

The Company has not yet done any significant due diligence into the technologies owned by Veriluma and is relying on warranties provided by Veriluma in the HoA. Although considered unlikely, there is a risk that Veriluma's technology may infringe or alleged to have infringed intellectual property rights of third parties. The Company is not aware of any such allegations at the date of this Offer Document.

(h) Reliance on key personnel

The development of Veriluma's business has been a large part due to the talent, effort, experience and leadership of its key personnel. The Company will therefore be reliant on a number of key personnel in the Veriluma business. The loss of one or more of these key contributors could have an adverse impact on the business of the Company.



(i) Title to tenements

The Company continues to hold its existing exploration tenements and will continue to do so should the proposed Veriluma Acquisition not complete. The Company will re-evaluate its existing exploration projects in the coming months subject to completion of the proposed Veriluma Acquisition, including possible divestment.

Title to the Company's existing tenements is governed by the relevant legislation and is evidenced by the granting of licences or permits. Each licence or permit is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in these tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

(j) Licences and permits

The Company's mining exploration activities are dependent upon the grant, or as the case may be, the maintenance of appropriate licences, concessions, leases, tenements, permits and regulatory consents which may be withdrawn or made subject to limitations. Maintaining tenements, obtaining renewals, or getting tenements granted often depends on the Company being successful in obtaining the required statutory approvals for its proposed activities and that the licences, concessions, leases, permits or consents it holds will be renewed as and when required. There is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed in connection therewith.

(k) Exploration and development

Prospective investors should understand that mineral exploration, development and mining are high-risk enterprises, only occasionally providing high rewards. In addition to the normal competition for prospective ground, and the high average costs of discovery of an economic deposit, factors such as demand for commodities, stock market fluctuations affecting access to new capital, sovereign risk, environmental issues, labour disruption, project financing difficulties, foreign currency fluctuations and technical problems all affect the ability of a company to profit from any discovery. There is no assurance that exploration of the mineral interests currently held by the Company, or any other projects that may be acquired in the future, will result in the discovery of an economically viable mineral deposit. Even if an apparently viable mineral deposit is identified, there is no guarantee that it can be profitably exploited.

(l) Native title

The Native Title Act recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. There is significant uncertainty associated with Native Title in Australia and this may impact on the Company's operations and future plans in relation to its projects in Australia.

Native Title can be extinguished by valid grants of land (such as freehold title) or waters to people other than the Native Title holders or by valid use of land or waters. It can also be extinguished if the indigenous group has lost its connection with the relevant land or waters. Native Title is not necessarily extinguished by the grant of mining leases, although a valid mining lease prevails over Native Title to the extent of any inconsistency for the duration of the title.

Tenements granted before 1 January 1994 are valid or validated by the Native Title Act. For tenements to be validly granted (or renewed) after 1 January 1994, the future act regime established by the Native Title Act must be complied with. The existence of a Native Title claim is not an indication that Native Title in fact exists on the land covered by the claim, as this is a matter ultimately determined by the Federal Court.

The Company must also comply with Aboriginal heritage legislation requirements which require heritage survey work to be undertaken ahead of the commencement of mining operations.

(m) Resource estimates

Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates that are valid when made may change significantly when new information becomes available



through drilling, sampling and similar examinations.

In addition, resource estimates are necessarily imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should the Company encounter mineralisation or formations different to those predicted, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Company's operations.

(n) Environmental risks

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which the Company operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures, or production costs, or reduction in levels of production at producing properties, or require abandonment or delays in development of new mining properties.

(o) Government regulation

The mining, processing, development and mineral exploration activities of the Company are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people, and other matters. Although the exploration and development activities of the Company are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

(p) Mining is inherently dangerous

The Company's business operations are subject to risks and hazards inherent in the mining industry. The exploration for and the development of mineral deposits involves significant risks, including: environmental hazards; industrial accidents; metallurgical and other processing problems; unusual or unexpected rock formations; structure cave-in or slides; flooding; fires and interruption due to inclement or hazardous weather conditions. These risks could result in damage to, or destruction of, mineral properties, production facilities or other properties, personal injury or death, environmental damage, delays in mining, increased production costs, monetary losses and possible legal liability.

Whether income will result from projects undergoing exploration and development programs depends on the successful establishment of mining operations. Factors including costs, actual mineralisation, consistency and reliability of ore grades and commodity prices affect successful project development.



(q) Disputes and litigation

Common with other companies in the mining exploration industry, from time to time the Company may be involved in disputes or litigation in respect of its assets or operations.

(r) Sovereign risk and political instability

The Company currently holds assets in Mongolia and may in the future acquire assets in other foreign jurisdictions. There are risks that changes in the legal or commercial business environment in these jurisdictions, such as currency controls, price controls, regulatory changes and political changes, may adversely affect the Company's operations or the value of its assets. In addition, the legal systems and laws in these jurisdictions are different to Australia, which may lead to uncertainty for the Company in enforcing legal and contractual rights in those jurisdictions.

4.3 General Risks

(a) Market price fluctuations

The New Shares are to be quoted on ASX, where the price may rise or fall. The New Shares carry no guarantee in respect of profitability, return of capital, or the price at which they may trade on ASX. The value of the New Shares will be determined by the market and will be subject to a range of factors, many or all of which may be beyond the control of the Company and the management team.

(b) Economic factors

Changes in economic and business conditions or government policies in Australia or internationally may affect the fundamentals of the Company's target markets or its cost structure and profitability. Adverse changes in the level of inflation, interest rates, exchange rates, government policy (including fiscal, monetary and regulatory policies), consumer spending, and employment rates, are outside the control of the Company and the management team and may have an adverse effect on the financial performance and/or financial position of the Company.

(c) Changes in Laws and Government Policy

Changes in government regulations and policies (including changes to federal or state mineral resources legislation and royalties and carbon pricing), both domestically and internationally, may adversely affect the financial performance or the current and proposed operations generally of the Company and the attractiveness of an investment in the Company.

(d) Taxation

There may be tax implications arising from Applications for New Shares, the receipt of dividends (both franked and unfranked) (if any) from the Company in respect of New Shares issued, participation in any on-market buy-back and on the disposal of New Shares.

(e) Global credit and investment markets

Global credit, commodity and investment markets have recently experienced a high degree of uncertainty and volatility. The factors which have led to this situation have been outside the control of the Company and may continue for some time resulting in continued volatility and uncertainty in world stock markets (including ASX). This may impact the price at which the New Shares trade regardless of operating performance, and affect the Company's ability to raise additional equity and/or debt to achieve its objectives, if required.



5. ADDITIONAL INFORMATION REGARDING THE OFFER

5.1 Reliance on Offer Document

The Offer is made pursuant to section 708AA of the Corporations Act without the issue of a prospectus or disclosure document under Chapter 6D of the Corporations Act. These provisions of the Corporations Act allow rights issues and related issues to be made by providing certain confirmations to the market on the basis that all information that investors and their professional advisers would reasonably require to make an informed investment decision in relation to the Offer, when read with this Offer Document, is publicly available.

This Offer Document is not a prospectus, disclosure document or other offering document under the Corporations Act (or any other Australian or foreign law) and has not been lodged with ASIC.

For the Company to rely on the disclosure exemption in section 708AA of the Corporations Act, the Company is required to lodge a "cleansing notice" under section 708AA(2)(f) of the Corporations Act. That notice is required to:

- (a) set out any information that has been excluded from a continuous disclosure notice in accordance with the Listing Rules and that investors and their professional advisers would reasonably require, and would reasonably expect to find in a disclosure document, for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (ii) the rights and liabilities attaching to the New Shares; and
- (b) state the potential effect of the issue of the New Shares on the control of the Company and the consequences of that effect.

The Company has lodged a cleansing notice in respect of the Offer with ASX on 8 December 2015.

5.2 Announcements

The Company is a disclosing entity for the purposes of the Corporations Act and is therefore subject to regular reporting and disclosure obligations under the Corporations Act and Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the market. In particular, the Company has an obligation (subject to certain limited exceptions) to notify ASX once it is, or becomes, aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Company's securities.

Eligible Shareholders intending to participate in the Offer should refer to the announcements made by the Company to the ASX. This information is available from the ASX website, www.asx.com.au (ASX Code: PML), and the Company's website, www.parmeliareources.com.

Additionally the Company is also required to prepare and lodge with ASIC yearly and half yearly financial statements accompanied by a directors' statement and report and an audit review or report. These reports are released to ASX and published on the Company's and ASX's websites.

5.3 Copies of the Company's announcements and yearly and half yearly financial reports will also be available from the Company Secretary. Taxation implications

Eligible Shareholders should be aware that there may be taxation implications associated with participating in the Offer. The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Document. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders.

Shareholders should consult their professional tax adviser in connection with subscribing for New Shares under this Offer Document.

5.4 Governing law

This Offer Document and the contracts which arise on the acceptance of the personalised Entitlement and Acceptance Forms are governed by the laws applicable in Western Australia, Australia. Each Eligible Shareholder submits to the non-exclusive jurisdiction of the courts of Western Australia.



5.5 Enquiries concerning this Offer Document

Enquiries relating to this Offer Document should be directed to the Company Secretary by telephone on +61 (0)8 6141 3500.

DEFINED TERMS

\$ or AUD means Australian dollar.

Additional Shares means New Shares applied for by an Eligible Shareholder under the Top-Up Facility that are in excess of the Eligible Shareholder's Entitlement.

Applicant refers to a person who submits an Entitlement and Acceptance Form.

Application refers to the submission of an Entitlement and Acceptance Form.

Application Monies means monies payable by Applicants in respect of their Applications.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context may require.

AWST means Australian Western Standard Time (UTC +8:00).

Board means the board of Directors.

Closing Date means the closing date of the Offer being 5.00pm (AWST) on Tuesday, 29 December 2015 (subject to the right of the Company to vary the date without notice).

Company or **Parmelia** means Parmelia Resources Limited (ACN 142 901 353).

Company Secretary means the company secretary of the Company.

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

Directors means the directors of the Company.

Eligible Shareholder means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date whose registered address is in Australia or New Zealand.

Entitlement means the entitlement to subscribe for 1 New Share for every 4 Shares held by an Eligible Shareholder on the Record Date and as set out in the Entitlement and Acceptance Form and **Entitlements** has a corresponding meaning.

Entitlement and Acceptance Form means the Entitlement and Acceptance Form accompanying this Offer Document.

Ineligible Foreign Shareholder means a Shareholder, at the Record Date, whose registered address is not situated in Australia or New Zealand.

Issue Price means 3.5 cents per New Share.

Listing Rules means the listing rules of the ASX.

Native Title Act means the *Native Title Act 1993 (Cth)*.

New Share means a Share proposed to be issued pursuant to this Offer and **New Shares** has a corresponding meaning.

Offer means non-renounceable pro rata offer of New Shares on the basis of 1 New Share for every 4 Shares held on the Record Date at the Issue Price pursuant to this Offer Document.

Offer Document means this Offer Document dated 8 December 2015.

Opening Date means the opening date of the Offer being Wednesday, 16 December 2015 (subject to the right of the Company to vary the date without notice).

Option means an unlisted option to subscribe for Shares which is currently on issue at the date of this Offer Document and **Options** has a corresponding meaning.

Placement means the proposed placement of up to 14,285,714 Shares at \$0.035 per Share to raise up to approximately \$500,000 as announced to ASX on 8 December 2015.

Record Date means 5.00pm (AWST) on Monday, 14 December 2015.

Section means a section of this Offer Document.

Share means a fully paid ordinary share in the capital of the Company and **Shares** has a corresponding meaning.

Shareholder means a holder of Shares and **Shareholders** has a corresponding meaning.

Share Registry means Computershare Investor Services Pty Limited (ACN 078 279 277).

Shortfall and **Shortfall Shares** means those New Shares under the Offer not applied for by Shareholders pursuant to the Offer Document by the Closing Date.



Top-Up Facility means the mechanism by which Eligible Shareholders can apply for Additional Shares.

Veriluma Acquisition means the Company's proposed acquisition of Veriluma Pty Ltd (ACN 117 490 785) pursuant to the binding and conditional heads of agreement signed 4 December 2015 as announced to ASX on 8 December 2015.



CORPORATE DIRECTORY

DIRECTORS

Mr Nigel Gellard	<i>Executive Chairman</i>
Mr Peter Ellery	<i>Non-Executive Director</i>
Mr Jay Stephenson	<i>Non-Executive Director</i>

COMPANY SECRETARY

Mr Jay Stephenson

REGISTERED OFFICE

Street:	Suite 12, Level 1, 11 Ventnor Avenue West Perth WA 6005
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Website:	www.parmeliareources.com.au

SECURITIES EXCHANGE*

Australian Securities Exchange
ASX Code – PML

LAWYERS*

K&L Gates
Level 32, 44 St Georges Terrace
Perth WA 6000

SHARE REGISTRY*

Computershare Registry Services Pty Limited
45 St Georges Terrace
PERTH WA 6000
Telephone: 1300 850 505 (within Australia)
Telephone: +61 (0)8 9323 2000
Facsimile: +61 (0)8 9323 2033
Website: www-au.computershare.com/Investor/

CORPORATE ADVISER

Wolfstar Group Pty Ltd
Level 4, 66 Kings Park Road
WEST PERTH WA 6005

*These parties have been included for information purposes only. They have not been involved in the preparation of this Offer Document.