

# VERILUMA

15 September 2016

## CONFIRMATIONS

Veriluma Limited (formerly Parmelia Resources Limited) (**the Company**) provides the following confirmations to satisfy conditions for reinstatement of the Company's securities to quotation on ASX.

### 1. Equity Issues

The Company confirms that it has issued:

- 1.1 162,857,400 fully paid ordinary shares (**Consideration Shares**) to the shareholders of Veriluma (**Vendors**) and 40,000,000 performance shares (**Performance Shares**) to the major shareholders of Veriluma Pty Ltd (**Veriluma**) (**Major Shareholders**) as consideration for the Company's share sale agreement with the Major Shareholders to acquire all of the issued capital of Veriluma (**Proposed Acquisition**); *(ASX Ref 1.2.1)*
- 1.2 2,857,143 ordinary shares to SJSJ Pty Ltd (or its nominee) (**SJSJ**) as payment of outstanding loans which are owed by Veriluma to SJSJ; *(ASX Ref 1.2.2)*
- 1.3 13,800,000 ordinary shares to Insync Equity Services Pty Ltd (**Insync**) (**Insync Shares**); *(ASX Ref 1.2.3)*
- 1.4 3,665,883 ordinary shares to K S Capital Pty Ltd (**K S Capital**) (**Advisor Shares**); *(ASX Ref 1.2.4)*
- 1.5 5,714,286 ordinary shares to Nigel Gellard (**Related Party Shares**); *(ASX Ref 1.2.5)*
- 1.6 1,000,000 options with an exercise price of 145% of the 10 day VWAP of the Company prior to the date of the Company's general meeting dated (**Meeting**) and an expiry date 3 years from the date of the issue (**Related Party Options**) to existing directors of the Company; *(ASX Ref 1.2.6)*

### 2. Conditions of the Public Offer

The Company confirms that all conditions of the prospectus dated 29 July 2016 in respect to the Public Offer (**the Offer**) have been satisfied. *(ASX Ref 1.6 and 1.15.11(a))*

### 3. Conditions Precedent of the Share Sale Agreement

The Company confirms that the Share Sale Agreement with shareholders of Veriluma has been completed with all conditions precedent being satisfied including the issue of:

- 3.1 162,857,400 Consideration Shares to the Vendors and 40,000,000 Performance Shares the Major Shareholders in consideration for the acquisition of all of the issued capital of Veriluma (ref 1.1 above); *(ASX Ref 1.8.1)*
- 3.2 2,857,143 Shares with SJSJ (or its nominees) as payment of outstanding loans which are owed by Veriluma to SJSJ (ref 1.2 above); and *(ASX Ref 1.8.2)*
- 3.3 13,800,000 Insync Shares to Insync in respect of corporate advisory services provided to Veriluma and 3,665,883 Advisor Shares to the Lead Manager for acting as lead manager to the Company in relation to the Public Offer (ref 1.3 and 1.4 above). *(ASX Ref 1.8.3)*

### 4. Legal, regulatory or contractual impediments

The Company confirms that there are no legal, regulatory or contractual impediments to the Company undertaking the activities the subject of the commitments disclosed in the Prospectus. *(ASX Ref 1.11 and 1.15.11(c))*

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## 5. Performance shares

The Company confirms in respect of the issue of the Performance Shares, the Company will comply with the ASX decision of 23 December 2016. *(ASX Ref 1.12)*

## 6. No material subsequent events

The Company confirms there have been no material subsequent events to alter the Company's consolidated statement of financial position as detailed in section 8 of the Company's prospectus. *(ASX Ref 1.15.11(b))*

## 7. Compliance with listing rules

The Company confirms that it is in compliance with the listing rules and in particular listing rule 3.1. *(ASX Ref 1.15.11(d))*

Jay Stephenson  
**COMPANY SECRETARY**