

10 October 2016

**Company Announcements Office
Australian Securities Exchange**

Final conversion under convertible note facility

Pacific Environment Limited (“the Company” or “the group”) advises that it has received a request from Mr Robin Ormerod for the final conversion under the convertible note facility. As per the Appendix 3B attached the conversion will result in the following:

- A new issue of 13,353,115 fully paid ordinary shares
- A reduction of \$450,000 in debt and an associated reduction in interest charges
- The Company being free of convertible debt.

Faithfully,



Mr Adam Gallagher
Director and Company Secretary
Ph: 02 9870 0900

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 Environment Limited

ABN

42 122 919 948

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 | Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 13,353,115 |
| 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 |

+ See chapter 19 for defined terms.

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4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?	Yes. Fully paid ordinary shares
	If the additional +securities do not rank equally, please state:	
	<ul style="list-style-type: none"> • 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 	
5	Issue price or consideration	\$0.0337 per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Final conversion under convertible note held by Robin Ormerod in accordance with the details of the Loan Deed announced on the 31/12/2012 and the terms of the Loan Deed approved by shareholders at the 2013 Annual General Meeting (AGM) held on the 30/10/2013 and disclosed in the Notice of AGM announced 27/09/2013

+ See chapter 19 for defined terms.

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	25/11/2015
6c	Number of +securities issued without security holder approval under rule 7.1	n/a
6d	Number of +securities issued with security holder approval under rule 7.1A	n/a
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	n/a
6f	Number of +securities issued under an exception in rule 7.2	n/a
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	16,054,084

+ See chapter 19 for defined terms.

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<p>7 +Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>10 October 2016</p>
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	Number	+Class
<p>8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)</p>	<p>197,600,542</p>	<p>Ordinary shares</p>
<p>9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)</p>	<p>2,780,000</p>	<p>Options to acquire ordinary shares (issued under Employee Share Option Plan) – 680,000 exercisable at \$0.75; 100,000 exercisable at \$1.00; all expiring 10/02/18; 2,000,000 exercisable at \$0.055 expiring 09/04/2020</p>
	<p>1,450,000</p>	<p>Options to acquire ordinary shares: 250,000 exercisable at \$0.75; 150,000 exercisable at \$1.00 each; 150,000 exercisable at \$1.25 each; 100,000 exercisable at \$1.50 each; all expiring 05/02/18; 500,000 at \$0.05 each expiring 8/5/17; 300,000 exercisable at \$0.025 each expiring 8/5/17</p>
	<p>200,000</p>	<p>Options to acquire ordinary shares; 100,000 exercisable at \$0.55; 100,000 exercisable at \$0.75 each ; all expiring 10/02/18</p>
	<p>5,000,000</p>	<p>Options to acquire ordinary shares exercisable at \$0.03 expiring 12/11/2018</p>

+ See chapter 19 for defined terms.

9. Number and ⁺ class of all ^{cont'd} ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable) <i>continued from previous page</i>	1,000,000	Options to acquire ordinary shares exercisable at \$0.05 expiring 12/11/2020
	6,025,000	Options to acquire ordinary shares exercisable at \$0.06 expiring 19/04/2018
	9,000,000	Options to acquire ordinary shares exercisable at: 1,000,000 at \$0.08, 1,000,000 at \$0.10, 1,500,000 at \$0.12, 1,500,000 at \$0.15, 2,000,000 at \$0.16, 2,000,000 at \$0.20 expiring 31/10/2018
	4,000,000	Options to acquire ordinary shares exercisable at: 2,000,000 at \$0.07, vesting 12/11/16 and expiring 12/11/19 1,000,000 at \$0.10, 1,000,000 at \$0.15 expiring 31/10/19
	2,000,000	Options to acquire ordinary shares exercisable at \$0.09 exp 01/04/20
	600,000	Options to acquire ordinary shares exercisable at \$0.09 exp 14/07/20
	5,350,000	Options to acquire ordinary shares exercisable at \$0.11 exp 04/02/21
	1,000,000	Options to acquire ordinary shares exercisable at \$0.16 exp 10/11/2020
	9,000,000	Options to acquire ordinary shares: 4,500,000 ex \$0.12 4,500,000 ex \$0.18 exp 9/12/2019

⁺ See chapter 19 for defined terms.

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10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Part 2 - Pro rata issue

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the +securities will be offered

14 +Class of +securities to which the offer relates

15 +Record date to determine entitlements

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

17 Policy for deciding entitlements in relation to fractions

18 Names of countries in which the entity has security holders who will not be sent new offer documents
Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.

19 Closing date for receipt of acceptances or renunciations

+ See chapter 19 for defined terms.

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

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32 How do security holders dispose of their entitlements (except by sale through a broker)?

33 +Issue date

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

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	13,353,115				
39	+Class of +securities for which quotation is sought	Fully paid ordinary shares				
40	<p>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"> • 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 	Yes				
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	Issue of ordinary shares				
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">197,600,542</td> <td style="text-align: center;">Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	197,600,542	Ordinary Shares
Number	+Class					
197,600,542	Ordinary Shares					

+ See chapter 19 for defined terms.

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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: 10/10/2016

(Director and Company secretary)

Print name:

Adam Gallagher

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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

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	134,134,978
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>10,682,492</p> <p>200,000</p> <p>13,353,115</p> <p>13,353,115</p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
“A”	171,723,700

+ See chapter 19 for defined terms.

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	25,758,555
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert 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"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>1,000,000</p> <p>19,372,620</p> <p>1,987,952</p>
“C”	22,360,572
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	25,758,555
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	22,360,572
<p>Total [“A” x 0.15] – “C”</p>	<p>3,397,983</p> <p><i>Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	171,723,700
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	17,172,370
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <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> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	4,516,269
“E”	4,516,269

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Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	17,172,370
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	4,516,269
Total ["A" x 0.10] – "E"	12,656,101 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.