

# Appendix 2A

## Application for quotation of additional securities and agreement

This form is for use by an entity seeking +quotation of additional +securities. The form is in 3 parts:

1. Application for +quotation of added securities;
2. Information to be completed; and
3. Agreement to be completed.

Information and documents given to POMS0X in support of an application become POMS0X's property and may be made public.

### Part 1 - Application for quotation of additional securities

Name of entity

PNG Air Limited (the "Company")

We (the entity) apply for +quotation of +securities.

### Part 2 - Information to be completed

You must complete the relevant sections (attach sheets if there is not enough space).

#### All entities

1	Number of +securities for which +quotation is sought	3,649,580 Shares ("Shares") 7,299,160 Options ("Options")
2	+Class of the +securities for which +quotation is sought	Shares: Fully-paid ordinary shares Options: Options to subscribe for fully-paid ordinary shares
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Shares: Same terms as existing fully-paid ordinary shares in the Company Options: Each Option confers the right to subscribe for 1 fully-paid ordinary share in the Company at an exercise price, payable on exercise, of PGK 0.02 each. The Options may be exercised at any time within 5 years of issue. The terms of the Options are set out in the Prospectus registered on 20 June 2016
4	Date of allotment of the additional +securities	29 September 2016
5	Dates of despatch of certificates, or entering of +securities into uncertificated holdings	Both Shares and Options to be entered into uncertificated holdings on 29 September 2016, with despatch of holding statements to occur on the next business day

6	Number of holders of the additional <sup>+</sup> securities	Shares: 122 Options: 122	
7	Issue price of the additional <sup>+</sup> securities	Shares: 10 toea per security Options: Nil	
8	Purpose of the issue (If issued upon <sup>+</sup> conversion of another <sup>+</sup> security, clearly identify that other <sup>+</sup> security. If issued as consideration for the <sup>+</sup> acquisition of assets, clearly identify those assets.)	Shares: Issued for consideration pursuant to exercise of an entitlement under a Prospectus registered on 20 June 2016 Options: Issued with the issue of Shares pursuant to that Prospectus	
9	Do the <sup>+</sup> securities rank equally in all respects from the date of allotment with an existing <sup>+</sup> class of quoted <sup>+</sup> securities? If the additional <sup>+</sup> securities do not rank equally, please state: <ul style="list-style-type: none"> <li>the date from which they do.</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment.</li> <li>the voting rights of the additional <sup>+</sup>securities.</li> <li>the rights of the additional <sup>+</sup>securities to participate in new issues of <sup>+</sup>securities.</li> </ul>	Shares: Rank equally in all respects from the date of allotment with existing fully-paid ordinary shares in the Company Options: New shares issued on exercise of the Options will rank equally in all respects from the date of allotment with existing fully-paid ordinary shares in the Company. The Options themselves do not so rank and carry no dividend or voting rights or rights to participate in new issues of securities	
10	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on POMSoX (including the securities in clause 1)	Number	<sup>+</sup> Class
		308,004,580	Fully-paid ordinary shares
		7,299,160	Options
11	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on POMSoX (excluding the securities in clause 1)	Number	<sup>+</sup> Class
		Nil	
12	Were the <sup>+</sup> securities issued for cash? (If yes, state the amount of discount in relation to each <sup>+</sup> security.)	Shares issued for cash at 10 toea per security	

(tick one of 13 or 14)

13  Cheque for fees.

14  Periodic payment as agreed with POMSoX has been arranged.

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

Where is the information or document to be found? (eg, prospectus cross reference)

- 15  A specimen certificate. No Certificate
- 16  The names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders. List attached
- 17  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 List attached
- 18  A copy of any trust deed for the additional +securities. No trust deed. Conditions attaching to the Options are as set out in the Prospectus referred to at item 3

**Restricted securities**

- 19  Executed restriction agreements (refer Appendix 9A). Cross reference: Chapter 9. Not applicable
- 20  Undertakings from a bank or +recognised trustee.

**Part 3 - Agreement**

- 1 +Quotation of our additional +securities is in POMSoX’s absolute discretion. POMSoX may quote the +securities on any conditions it decides.
- 2 We warrant to POMSoX that the issue of the +securities to be quoted complies with the law and is not for an illegal purpose, and that there is no reason why those +securities should not be granted +quotation.
- 3 We will indemnify POMSoX 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 POMSoX the information and documents required by this form. If any information or document not available now, will give it to POMSoX before +quotation of the +securities begins. We acknowledge that POMSoX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: (Director/Company secretary)  
 Print name: John Biddle

Date: 29 September 2016