



NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

PRE-QUOTATION DISCLOSURE

The following information is required to be provided to ASX Limited for release to the market in connection with the official quotation and deferred settlement trading of fully paid ordinary shares (**Shares**) in Pacific Smiles Group Limited (ACN 103 087 449) (**Pacific Smiles**)(the **Company**).

Capitalised terms which have not been otherwise defined in this document have the meaning given to them in the prospectus lodged by Pacific Smiles and Pacific Smiles SaleCo Limited with the Australian Securities and Investments Commission on 3 November 2014 (**Prospectus**).

1 Basis of allocation and procedures for determining allocations

The basis of allocation and the procedures by which Applicants may determine their precise allocation of Shares is as follows:

Broker Firm Offer: Allocations under the Broker Firm Offer were determined by the Brokers. Applicants in the Broker Firm Offer should confirm their firm allocation with the Broker from whom they received their allocation.

Institutional Offer: A non-exhaustive list of factors considered under the allocation policy can be found in section 7.4.2 of the Prospectus. Participants in the Institutional Offer have been advised of their allocation of Shares, if any, by the Lead Manager.

Priority Offer: Allocations under the Priority Offer were determined at the Company's discretion, provided that allocations (in aggregate) did not exceed \$4.5 million.

Applicants under the Priority Offer and Broker Firm Offer can confirm their allocation by contacting the Pacific Smiles Group Information Line on 1300 657 159 (within Australia) or +61 1 300 657 159 (outside Australia) from 8.30am until 5.30pm (AEST), Monday to Friday.

2 The Offer Price and number of shares issued under the Offer

The Offer Price for each Share issued under the Broker Firm Offer, Priority Offer and the Institutional Offer is \$1.30.

The number of Shares allocated under the Broker Firm Offer, Priority Offer and Institutional Offer is:

Broker Firm Offer	4,423,077
Priority Offer	3,461,539
Institutional Offer	24,505,061
Total Shares issued under the Offer	32,389,677

3 Intended despatch date

The intended date for issuing Shares to Applicants under the Offer is Friday, 21 November 2014.

The intended date for the despatch of CHESS allotment notices and issuer sponsored holding statements and any refund of money is Monday, 24 November 2014.

4 Performance Rights

There were approximately 2,137,500 Performance Rights issued on 20 November 2014 to Alex Abrahams, John Gibbs and other members of management under the Company's Long Term Incentive Plan.

5 Directors' statement

In accordance with ASX Listing Rule 1.2.5A, the directors of Pacific Smiles confirm that they have made enquiries and nothing has come to their attention to suggest that Pacific Smiles is not continuing to earn profit from continuing operations up to the date of the lodgement of Pacific Smiles' Appendix 1A Listing Application.

6 Escrow

Please refer to **Attachment 1** for details the number of Shares subject to voluntary escrow and the restriction period applied to those Shares.

ATTACHMENT 1 – ESCROWED SECURITIES

The following is a breakdown of the number of Shares subject to voluntary escrow and other disposal restrictions and the escrow period applied to those Shares. For details of the material terms of the voluntary escrow arrangements, including any exceptions to the restrictions on disposal, please refer to Section 7.7 of the Prospectus.

Parties whose Shares they hold or control are subject to voluntary escrow or other disposal restrictions	Number of Shares subject to voluntary escrow or other disposal restrictions	Escrow period
Alexander Abrahams	29,936,010	The period commencing on the date of Listing and continuing until 3 Business Days following the date on which the Company's full year results for the period ending 30 June 2015 are released to ASX.
Just Paddling Pty Ltd, as trustee for Rosebrook Superannuation Fund	6,089,082	The period commencing on the date of Listing and continuing until 3 Business Days following the date on which the Company's full year results for the period ending 30 June 2015 are released to ASX.
Susan Abrahams	3,268,269	The period commencing on the date of Listing and continuing until 3 Business Days following the date on which the Company's full year results for the period ending 30 June 2015 are released to ASX.
Theemax Pty Ltd, as trustee for The Clunes Trust	300,000	The period commencing on the date of Listing and continuing until 3 Business Days following the date on which the Company's full year results for the period ending 30 June 2015 are released to ASX.
Lucinda Abrahams	15,000	The period commencing on the date of Listing and continuing until 3 Business Days following the date on which the Company's full year results for the period

Parties whose Shares they hold or control are subject to voluntary escrow or other disposal restrictions	Number of Shares subject to voluntary escrow or other disposal restrictions	Escrow period
TDM Asset Management Pty Ltd	24,407,982	ending 30 June 2015 are released to ASX. The period commencing on the date of Listing and continuing until 3 Business Days following the date on which the Company's full year results for the period ending 30 June 2015 are released to ASX.
Anthony William John Coleman	1,400,000	The period commencing on the date of Listing and continuing until 3 Business Days following the date on which the Company's full year results for the period ending 30 June 2015 are released to ASX.
Robert Graham Cameron and Paula Cameron, as trustees for the Cameron Family Superannuation Plan	3,383,258	The period commencing on the date of Listing and continuing until 3 Business Days following the date on which the Company's full year results for the period ending 30 June 2015 are released to ASX.
Paul Robertson	337,500	The period commencing on the date of Listing and continuing until 3 Business Days following the date on which the Company's full year results for the period ending 30 June 2015 are released to ASX.
John Gibbs	3,337,265	The period commencing on the date of Listing and continuing until 3 Business Days following the date on which the Company's full year results for the period ending 30 June 2015 are released to ASX.
Amanda Taylor	1,647,735	The period commencing on the

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Sterling Surgical Pty Ltd, as trustee for the Gibbs Family Trust	1,515,000	date of Listing and continuing until 3 Business Days following the date on which the Company's full year results for the period ending 30 June 2015 are released to ASX.
Sudemo Pty Ltd, as trustee for The Rutherford Family Trust	1,741,017	The period commencing on the date of Listing and continuing until 3 Business Days following the date on which the Company's full year results for the period ending 30 June 2015 are released to ASX.
Alison Hughes	15,860,190	The period commencing on the date of Listing and continuing until 3 Business Days following the date on which the Company's full year results for the period ending 30 June 2015 are released to ASX.
Bourke Family Investments Pty Ltd, as trustee for The Bourke Family Trust	1,538,462	The period commencing on the date of Listing and continuing until 3 Business Days following the date on which the Company's full year results for the period ending 30 June 2015 are released to ASX.

This notice does not constitute an offer of securities in the United States or to any person to whom it would not be lawful outside Australia. The securities referred to herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended, or under the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This notice must not be distributed or released in the United States, or in any jurisdiction outside of Australia where distribution may be restricted by law.