

SHARE PURCHASE PLAN AND APPENDIX 3B

Cannindah Resources Limited is pleased to announce that it is inviting eligible shareholders to participate in the 2017 Share Purchase Plan (SPP) on terms and conditions that are outlined in the attached document to this announcement. Under the plan eligible shareholders at the record date being Friday the 20th of October 2017 will be given the opportunity to purchase up to \$15,000 of shares without paying brokerage and at a price of 3.1 cents per share. The board of Cannindah Resources Limited is providing shareholders under this plan the opportunity to obtain more shares in the company at a discount recognising that for shareholders to buy volume of this type on market would potentially push pricing up due to shares in the company being very tightly held. Under the plan there is no obligation to participate, however there are various options open to shareholders to participate should they wish to do so.

Cannindah Resources Limited Executive Chairman made the following comment regarding the share purchase plan "The company has been maintaining a policy of creating shareholder value through its involvement in the Piccadilly project and its other projects. The company has recognised that it is often difficult for retail investors to take advantage of discounted capital raisings which are usually done with sophisticated and professional investors. It is with this in mind that the board has decided to invite shareholders to expand their holding in the company via this share purchase plan if they were on the share register at the close of business on the 20th of October 2017. The issue will allow shareholders to buy further shares at a discount and without brokerage, and without having to deal with the vagaries of dealing on market. This is one way we intend to reward our loyal and supportive shareholder base. The coming months will be very exciting for the company while the board and management continue to strive to build shareholder value."

The board encourages all shareholders that are eligible to participate in the share purchase plan.

For further information, please contact:

Tom Pickett
Executive Chairman
Ph: 61 7 3357 3988

Cannindah Resources Limited

ACN 108 146 694

SHARE PURCHASE PLAN OFFER

This Offer closes at 7:00 pm (AEST) on Thursday 16 November 2017

This is an important document.

This Offer is made without taking into account the individual investment objectives, financial position, taxation situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision on whether or not to accept the Offer, you should consult with your financial or other professional advisor.

If you have any questions in relation to the Offer or how to complete the application form, please do not hesitate to contact the Company Secretary, Cannindah Resources Limited, on +61 7 3357 3988.

This document is not a prospectus or other disclosure document under the Corporations Act.

All \$ amounts are Australian dollars unless stated otherwise.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO UNITED STATES PERSONS

23 October 2017

Dear Shareholder,

SHARE PURCHASE PLAN – OFFER TO PARTICIPATE

On behalf of the Board of Directors of Cannindah Resources Limited (**CAE, the Company**), I would like to invite you to participate in CAE's Share Purchase Plan (**SPP or Plan**).

Summary of the Plan

The Plan provides shareholders on the Company's register at the record date with an opportunity to subscribe for up to \$15,000 in new shares at 3.1 cents per share at an attractive discount to the market price in the period prior to the date of this Plan. The Board has structured the Plan to encourage our loyal shareholders to apply to increase their participation in the Company.

The Company proposes a maximum raising of \$1,023,704 under the Plan, comprising the issue of up to 33,022,719 new shares (**Offer Shares**). The Plan is not underwritten.

The funds raised will be used to contribute to the Company's Piccadilly exploration project, to working capital and to meeting the costs of the Plan.

The terms and conditions of the Plan (**Terms and Conditions**) are outlined in the enclosed document. By making an application to purchase shares under the Plan, you will have agreed to be bound by those terms and conditions. This letter and the Terms and Conditions are collectively defined as the "**Offer Documents**".

Shareholders eligible to participate in the Share Purchase Plan

Each individual or entity that is a registered holder (**Shareholder**) of fully paid ordinary shares (**Share**) as at **7.00pm (AEST) on Friday 20 October 2017 (Record Date)** with a registered address in Australia, New Zealand or in any other jurisdiction in which it is lawful for CAE to offer shares under the Plan (**Eligible Shareholder**) will be eligible to participate in the SPP.

Participation in the SPP is optional. Accordingly, an Eligible Shareholder may, but is not required to, subscribe for Offer Shares.

Offer under the Share Purchase Plan

Under the Plan, the Company is offering up to 33,022,719 Offer Shares at an issue price of \$ 0.031 per Offer Share to raise up to \$1,023,704 before expenses (**Offer**). Each Eligible Shareholder is entitled, irrespective of the number of Shares that they hold, to purchase up to \$15,000 worth of Offer Shares at the issue price of \$0.031 each (subject to the Terms and Conditions).

The issue price of \$0.031 per Offer Share represents a discount of 17.5 % to the volume weighted average market price (**VWAP**) of the Company's Shares traded on Australian Securities Exchange (**ASX**) over the last 5 days on which the shares were traded. This VWAP average is \$0.0376.

In the event that applications exceed 33,022,719 Shares (**Maximum Subscription Level**), the Directors reserve the right to scale back SPP acceptances at its discretion so that not more than \$1,023,704 is raised (or the Maximum Subscription Level is not exceeded). In addition should participation in the Plan result in the Shareholder exceeding 20% of the issued capital in the Company the Directors reserve the right to scale back the issue so that the 20% threshold is not exceeded. The Directors also reserve the right to place any shortfall under the Plan (that is, the difference between the Share Maximum and number of Offer Shares subscribed for), subject to the Corporations Act 2001 (Cwlth) and the Listing Rules.



Cannindah Resources Limited

Participation

Eligible Shareholders may acquire a maximum of \$15,000 worth of Offer Shares under the SPP by agreeing to accept one of the following parcels:

Offer	Total Amount Payable	Number of Offer Shares at Issue Price
A	\$15,000	483,871
B	\$10,000	322,581
C	\$5,000	161,290
D	\$3,000	96,774
E	\$1,000	32,258

An Eligible Shareholder that does not wish to participate in the SPP is not required to do anything and may disregard this letter and the other Offer Documents. In this event, the number of Shares held by that Eligible Shareholder will not change but the percentage of their shareholding in the Company will be diluted to the extent that any other Eligible Shareholders subscribe for Offer Shares under the SPP.

Purpose and use of funds

The purpose of the SPP Offer is to raise up to \$1,023,704 before costs. If full subscription is achieved, the Company intends to apply those funds to contribute to the Company's Piccadilly exploration project, to working capital and to meeting the costs of the Plan.

To the extent that the Company is not successful in raising the full subscription amount, the funds available for the Company's Piccadilly exploration project and working capital will be reduced. Further details of the Company's current activities are set out in the announcements made to ASX and are available from ASX, or the Company's website at www.cannindah.com.au.

Application procedure

An application for Offer Shares under the SPP (**Application**) may be made by an Eligible Shareholder (**Applicant**) using the **enclosed** SPP Application Form (**Application Form**) returned to the Company by reply paid envelope.

Details of how to participate in the SPP are set out in the Terms and Conditions.

Timetable

Set out below is an indicative timetable for the SPP Offer.

Record Date of the Plan	Friday, 20 October 2017
Date of announcement	Monday, 23 October 2017
Opening Date of the Plan	Tuesday, 31 October 2017
Closing Date of the Plan	Thursday, 16 November 2017
Issue and Allotment of new Shares under the Plan	Wednesday, 22 November 2017



Subject to the Listing Rules, the dates in the table above are indicative only and subject to change. The Company reserves the right to vary these dates, including whether to close the SPP Offer early or accept late Applications, either generally or in particular cases, without notifying any recipient of the Offer Documents or any Applicants. Eligible Shareholders who wish to submit an Application are encouraged to do so as soon as practicable after the SPP Offer opens.

I welcome your participation in CAE's Share Purchase Plan. On behalf of the Board of Directors of CAE, I commend this investment to you.

Yours sincerely

A handwritten signature in black ink, appearing to be "Thomas Pickett", enclosed within a simple, hand-drawn oval border.

Thomas Pickett
Executive Chairman

SHARE PURCHASE PLAN - TERMS & CONDITIONS

Important Notice: If you apply to participate in the SPP by completing and returning the Application Form or making a BPay® payment, you are accepting the risk that the market price of Shares may change between the date of this offer, the date on which you send in an Application Form or make a BPay® payment and the Issue Date. This means that it is possible that, up to or after the Allotment Date, you may be able to buy Shares at a lower price than the Issue Price.

Please read these terms and conditions carefully, as you will be bound by them in participating in the SPP. Shareholders accepting the Offer will also be bound by the constitution of CAE.

The following information sets out the terms and conditions of the SPP (Terms and Conditions).

1. DEFINITIONS

1.1 In this Plan, unless the context otherwise indicates:

Application Form means the application form separately distributed in relation to these Terms and Conditions;

Application Amount means the total amount payable by an Eligible Shareholder who applies for Offer Shares under the Plan based on the Issue Price for the total number of Offer Shares applied for by that Eligible Shareholder;

ASX means the Australian Stock Exchange Limited;

Board means the board of directors of CAE;

Eligible Shareholders means those Shareholders who satisfy the conditions set out in clause 2.1;

CAE or Company means Cannindah Resources Limited ACN 108 146 694;

Class Order means ASIC Class Order 09/425 dated 15 June 2009 as amended or supplemented from time to time;

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

Custodial or Depository Service has the meaning given by section 766E of the Corporations Act;

Custodian has the meaning given in the Class Order;

Custodian Certificate means the certification required to be given by a Custodian to the Company pursuant to clause 6 of the Terms and Conditions;

Issue Price means the issue price of the Offer Shares being \$0.031 per Share;

Listing Rules means the official listing rules of the ASX (as amended from time to time);

Maximum Subscription Level means the maximum number of Shares that may be issued under this Plan, being 33,022,719 fully paid ordinary shares for a total issue price of \$1,023,704;

Offer means a non-renounceable offer of \$15,000, \$10,000, \$5,000, \$3,000 or \$1,000 of Shares (at the Issue Price) to Eligible Shareholders under the Plan to a maximum of the Maximum Subscription Level on the Terms and Conditions;

Offer Shares means up to a maximum of 33,022,719 new Shares to be issued pursuant to the Plan;

Plan, SPP means the Cannindah Resources Limited Share Purchase Plan approved by the Board;

Record Date means 7:00pm on Friday, 20 October 2017;

Shares means fully paid ordinary shares in CAE;

Shareholder means those persons or entities that hold Shares;

Shortfall means any Shares not taken up by Eligible Shareholders under the Plan;

Terms and Conditions means the terms and conditions set out herein; and

Volume Weighted Average Market Price or **VWAP** has the same meaning as defined in the Listing Rules.

2. ELIGIBILITY TO PARTICIPATE

2.1 Those shareholders of CAE that will be eligible to apply for Offer Shares under the Plan must:

- (a) be recorded in CAE's register of shareholders on the Record Date; and
- (b) have an address in a jurisdiction in which it is lawful and practicable for CAE to issue the Offer Shares (in the reasonable opinion of the Board).

2.2 The Offer does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an Offer.

3. TERMS OF THE OFFER

The Offer will open on Tuesday 31 October 2017 (**Opening Date**) until, subject to the discretion of the Board, 7.00 pm on Thursday, 16 November 2017 (**Closing Date**).

- 3.1 The Board reserves the right to close the Offer at any time prior to the Closing Date and/or extend the Closing Date without further notification.
- 3.2 In response to the Offer, Eligible Shareholders wishing to apply for Offer Shares under the Plan, may apply to purchase a parcel of shares valued at \$15,000 (483,871 Offer Shares), \$10,000 (322,581 Offer Shares), \$5,000 (161,290 Offer Shares), \$3,000 (96,774 Offer Shares) or \$1,000 (32,258 Offer Shares). The Board also reserves the discretion to accept oversubscriptions subject to all legal and regulatory requirements and subject to clause 7.5.
- 3.3 All Offers for Shares under the Plan are non-renounceable.
- 3.4 Participation in the Plan by Eligible Shareholders is entirely optional and subject to these Terms and Conditions.
- 3.5 Despite anything else in these Terms and Conditions, the maximum number of Shares that may be issued under the Plan is the Maximum Subscription Level.

4. APPLICATIONS FOR OFFER SHARES

4.1 Eligible Shareholders wishing to apply for Offer Shares under the Plan may apply in one of the following ways:

- (a) submit payment for the Offer Shares via BPay® by using the specific biller code and reference number detailed on the personalised application form. If you use BPay® to pay for the Offer Shares, you do not need to return the Application Form. Payment



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must be received by the registry by 7.00pm on the Closing Date. Please check and take into account the processing cut off times your financial institution has in advance of the Closing Date to ensure your payment is received on time. New Zealand based Shareholders who do not have an Australian bank account cannot apply using BPay®.

If you have multiple holdings, you will have multiple BPay® reference numbers. To ensure you receive your Offer Shares under the SPP in respect of a particular holding, you must BPay® use the specific biller code and reference number on each personalised application form.

OR

- (b) complete the Application Form, pay for the Shares in the manner specified on the Application Form; and forward the completed Application Form and payment for the Application Amount to CAE's Share Registrar at the addresses specified on the Application Form, to reach such addresses by no later than 7.00 pm on the Closing Date.
- 4.2 All application monies will be deposited into an account and any application monies received in respect any applications rejected by the Board under clause 4.3 shall be refunded by CAE without interest.
- 4.3 Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with an aggregate value of more than \$15,000.
- 4.4 If you wish to subscribe for Offer Shares as a Custodian for one or more Eligible Beneficiaries, you must also complete and submit an additional Custodian Certificate that contains further certifications and details (required under the terms of ASIC Class Order 09/425) before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected. Custodians cannot accept the offer by payment via BPAY unless they have previously provided to CAE the Custodian Certificate. See clause 6 below for further details.
- 4.5 The Board reserves the right to reject any application for Shares (in whole or in part) including (without limitation) if:
 - (a) an Application Form is not correctly completed; or
 - (b) the applicant is not an Eligible Shareholder; or
 - (c) the issue of those Shares would contravene any law or the Listing Rules; or
 - (d) the exact payment for the Shares applied for is not received; or
 - (e) to accept the application in full would have the effect of exceeding the maximum offer of Shares under the Plan, being the Maximum Subscription Level; or
 - (f) it believes the issue of those Offer Shares may result in a person receiving Offer Shares with an application price totalling more than \$15,000 in any consecutive 12 month period under the Plan (or any arrangement similar to the Plan);
 - (g) it believes that participation in the Plan would result in the Shareholder exceeding 20% of the issued capital in the Company in contravention of Chapter 6 of the Corporations Act; or

(h) if the applicant has not otherwise complied with the Terms and Conditions of the Plan.

4.6 The Board reserves the right to allocate fewer, or no, Offer Shares than an Eligible Shareholder applies for under the Plan, including without limitation in the event that the Plan is oversubscribed.

4.7 If there is a consolidation or re-organisation of the issued share capital of CAE prior to the Closing Date, the maximum number of Offer Shares to be issued pursuant to and in accordance with the Plan shall be consolidated in the same ratio as the issued capital of CAE.

5. Certification by Eligible Shareholder

5.1 By submitting an Application Form, together with the appropriate payment for the Offer Shares subscribed for, or by making a BPAY payment for the Offer Shares subscribed for, you certify, acknowledge, warrant and represent as true, correct and not misleading to the Company that if you are not a Custodian, the aggregate of the application price paid by you for:

- (a) the Offer Shares the subject of the Application Form or the BPAY payment;
- (b) any other Shares in the Company applied for under a similar arrangement in the 12 months prior to the date of submission of the Application Form or making the BPAY payment;
- (c) any other Shares in the Company issued to you, or a Custodian (as a result of an instruction given by you to the Custodian to apply for Shares in the Company on your behalf) under the SPP or under any similar arrangement operated by the Company in the 12 months prior to the date of submission of the Application Form or making the BPAY payment; and
- (d) any other Offer Shares which you have instructed a Custodian to acquire on your behalf under the SPP,

does not exceed \$15,000.

6. Custodian

6.1 Eligible Shareholders who are Custodians may participate in the SPP on behalf of:

- (a) one or more persons that are not Custodians on whose behalf the Custodian is holding Shares in the Company; or
- (b) a person, on whose behalf, another Custodian (**Downstream Custodian**) holds beneficial interests in Shares in the Company and the Custodian holds the Shares in the Company to which those beneficial interests relate, on behalf of the Downstream Custodian or another Custodian,

(each a **Participating Beneficiary**).

6.2 If you are a Custodian holding Shares on behalf of two or more persons jointly, the joint beneficiaries will be taken to be a single Participating Beneficiary for the purposes of these Terms and Conditions.

6.3 If you are a Custodian and hold Shares on behalf of one or more Participating Beneficiaries, you may apply for up to a maximum of \$15,000 worth of New Shares for each Participating Beneficiary subject to providing the Company with a Custodian Certificate, in addition to the Application Form, certifying the following:



Cannindah Resources Limited

- (a) that, as at the Record Date, either or both of the following apply:
 - (i) you hold Shares on behalf of one or more Participating Beneficiaries;
 - (ii) a Downstream Custodian holds beneficial interest in Shares in the Company on behalf of one or more Participating Beneficiaries, and you hold the Shares in the Company on behalf of the Downstream Custodian or another Custodian,

and each Participating Beneficiary has subsequently instructed the following person to apply for New Shares on their behalf pursuant to the SPP:
 - (iii) where paragraph 6.3(a)(i) applies, you as the Custodian; and
 - (iv) where paragraph 6.3(a)(ii) applies, the Downstream Custodian.
- (b) the number of Participating Beneficiaries;
- (c) the name and address of each Participating Beneficiary for whom the Custodian applies for Offer Shares;
- (d) in respect of each Participating Beneficiary:
 - (i) where paragraph 6.3(a)(i) applies, the number of Shares in the Company that you hold on behalf of the Participating Beneficiary; and
 - (ii) where paragraph 6.3(a)(ii) applies, the number of Shares in the Company to which the beneficial interests relate;
- (e) in respect of each Participating Beneficiary:
 - (i) where paragraph 6.3(a)(i) applies, the number or dollar amount of Offer Shares the Participating Beneficiary has instructed you to apply for on their behalf; and
 - (ii) where paragraph 6.3(a)(ii) applies, the number or dollar amount of Offer Shares the Participating Beneficiary has instructed the Downstream Custodian to apply for on their behalf; and
- (f) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$15,000:
 - (i) the Shares applied for by you as Custodian on their behalf under the SPP; and
 - (ii) any other ordinary shares in the Company issued to you as Custodian in the 12 months prior to the date of submission of the Application Form as a result of an instruction given by them to you as Custodian to apply for ordinary shares in the Company under an arrangement similar to the SPP operated by the Company; and
- (g) that a copy of the written offer document was given to each Participating Beneficiary; and
- (h) where paragraph 6.3(a)(ii) applies, the name and address of each Custodian who holds beneficial interests in shares in the Company held by the Custodian in relation to each Participating Beneficiary.

- 6.4 If you are a Custodian and would like further information on how to apply, you should contact the SPP Information Line on 1300 737 760 if calling from within Australia or +61 2 9290 9600 if calling from outside Australia.

7. ISSUE OF SHARES

- 7.1 The Company is prohibited from issuing any Offer Shares to any Eligible Shareholder unless the Eligible Shareholder has provided the certification set out in clause 5, and if a Custodian, has provided a Custodian Certificate, at the time of applying for the Shares.
- 7.2 CAE intends to issue the Offer Shares under the Plan on or about 22 November 2017 (**Issue Date**). CAE reserves the right to vary the Issue Date without further notice in the event that the Closing Date is varied pursuant to clause 3.1.
- 7.3 In respect of application monies received from an Eligible Shareholder, CAE will, prior to the Issue Date, determine the maximum number of Offer Shares rounded down to the nearest whole number which may be acquired by any Eligible Shareholder.
- 7.4 The allocation of Offer Shares will be determined by the Board at its sole discretion.
- 7.5 In the event that the Offer under the Plan is not fully subscribed, the Board of CAE reserves its right to issue Shares in excess of the maximum \$15,000 worth of Offer Shares specified in clause 3.2. (**Additional Issue**), to any person (whether or not such person is an Eligible Shareholder) so long as:
- (a) the Additional Issue satisfies section 708 of the *Corporations Act 2001 (Cth)*; and
 - (b) any approval of Shareholders to the Additional Issue which is required under the Listing Rules or the *Corporations Act* is obtained.
- 7.6 CAE will apply to ASX for quotation of the Shares issued under the Plan and the Additional Issue (if any) within the period prescribed the Listing Rules.

8. ISSUE PRICE

- 8.1 The Issue Price of the Offer Shares will be \$0.031 per Share.
- 8.2 The Issue Price was determined on 23 October 2017 and represents a 17.5% discount to the VWAP over the last 5 days on which the shares were traded.
- 8.3 The Issue Price represents a 6.1% discount to the closing market price on 20 October 2017.
- 8.4 The Offer Shares are a speculative investment and the market price of the Offer Shares may change between the date of the Offer and the Issue Date. This means that the Issue Price you pay for the Offer Shares may exceed the VWAP of the Shares at the Issue Date. The Company does not make any assurance as to the market price of the Offer Shares and there can be no certainty that Shares in the Company will trade at or above the Issue Price following the Issue Date. Shareholders should seek their own financial advice in relation to this Offer and participation in the Plan.
- 8.5 No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Shareholders in respect of an application for, and an issue of, Offer Shares under the Plan.
- 8.6 The Company may pay brokerage and other commissions in respect of any subscriptions procured in respect of the any Additional Issue, as determined by the Board in its discretion.

9. NON-RESIDENTS

- 9.1 Eligible Shareholders who are not residents of Australia should consult their professional advisers as to whether any formalities need to be observed (either by them or the Company) to enable them to apply for Offer Shares. It is the responsibility of such Eligible Shareholders to obtain all necessary approvals so they may legally apply for Offer Shares. The return of a completed application form from a non-resident Eligible Shareholder will be taken by the Company to constitute a representation and warranty by that Eligible Shareholder that all relevant approvals have been obtained and that the Company may legally offer the Offer Shares to that Eligible Shareholder.

10. GENERAL

- 10.1 The Board may change or terminate the Plan at any time prior to the Issue Date. In the event that the Board does so, it will advise the ASX. Any omission to give notice of changes to, or termination of, the Plan, or the non-receipt of any such notice, will not invalidate the change or termination.
- 10.2 If the Plan is withdrawn, all application money will be refunded. No interest will be paid on any refunded application money.
- 10.3 In addition to any rights of the Board to reject applications as set out in these Terms and Conditions, the Board also reserves the right to allocate fewer, or no, Offer Shares than an Eligible Shareholder applies for under the Plan if the Board believes that the allotment of those Offer Shares would contravene any of the Listing Rules. In any such case, excess application monies will be returned to the relevant applicant(s). No interest will be paid on application monies so returned.
- 10.4 CAE may settle in any manner it deems appropriate, any disputes or anomalies which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any applicant or application of shares. The decision of CAE will be conclusive and binding on all persons to whom the determination relates.
- 10.5 CAE reserves the right to waive compliance with any provision of the Plan terms and conditions.

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

CANNINDAH RESOURCES LIMITED

ABN

35 108 146 694

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 | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Up to 33,022,719 Fully paid ordinary shares |
| 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) | Shares to be issued pursuant to a Share Purchase Plan under which registered shareholders in the Company at the Record Date may purchase up to \$15,000 of fully paid shares at \$0.031 ea. |

+ See chapter 19 for defined terms.

4	<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 	<p>Yes</p> <p>.</p>
5	Issue price or consideration	\$0.031 each
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>Proceeds of the issue will be used to contribute to the Company's working capital, meeting the costs of the plan and to contribute to the Company's Piccadilly exploration project</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	yes
6b	The date the security holder resolution under rule 7.1A was passed	24 November 2016
6c	Number of +securities issued without security holder approval under rule 7.1	15,000,000 (convertible notes)
6d	Number of +securities issued with security holder approval under rule 7.1A	10,000,000 fully paid ordinary shares

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	nil				
6f	Number of +securities issued under an exception in rule 7.2	nil				
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	Listing Rule 7.1 11,359 shares Listing Rule 7.1A 7,573 shares				
7	+Issue dates 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. Cross reference: item 33 of Appendix 3B.	The closing date for the issue is expected to be 16 November 2017. It is anticipated that shares will be allotted by 22 November 2017.				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>143,098,452</td><td>Fully paid ordinary shares</td></tr></table>	Number	+Class	143,098,452	Fully paid ordinary shares
Number	+Class					
143,098,452	Fully paid ordinary shares					
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>15,000,000</td><td>Convertible notes</td></tr></table>	Number	+Class	15,000,000	Convertible notes
Number	+Class					
15,000,000	Convertible notes					

+ See chapter 19 for defined terms.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	n/a
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Part 2 - Pro rata issue N/A Deleted

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

N/A Deleted

Sign here:


Garry Gill
Company Secretary

Date: 23 October 2017

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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	100,075,733
Add the following: <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 Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	Nil nil nil
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	nil
“A”	100,075,733

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	15,011,359
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <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 Note: <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> 	15,000,000
“C”	15,000,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	15,011,359
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	15,000,000
Total [“A” x 0.15] – “C”	11,359 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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>	100,075,733
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	10,007,573
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"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items 	10,000,000
“E”	10,000,000

+ See chapter 19 for defined terms.

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>	10,007,573
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	10,000,000
Total [“A” x 0.10] – “E”	7,573 <i>Note: this is the remaining placement capacity under rule 7.1A</i>