

# HANNANS

15 November 2016

## ASX & MEDIA ANNOUNCEMENT

### Issue of shares to Directors & Company Secretary

Hannans Ltd (ASX: HNR) is pleased to advise that it has issued 21,155,848 fully paid ordinary shares and 21,155,848 unlisted options exercisable at 2.7 cents on or before 15 September 2020 to the Directors and Company Secretary in lieu of the outstanding fees due to them as approved by shareholders at the General Meeting held on 15 September 2016. Hannans updated capital structure following the share and option issue is:

#### Updated Capital Structure

Ordinary Fully Paid Shares listed on the ASX	1,648,113,603
Unlisted Options exercisable at 0.8 cents on or before 20 November 2017	12,016,668
Unlisted Options exercisable at 0.5 cents on or before 20 November 2018	7,850,001
Unlisted Options exercisable on or before 20 November 2019 Exercise price calculated from the VWAP for 10 trading days after 20 November 2016 PLUS a premium of 50%	12,016,664
Unlisted Options exercisable at 0.4 cents on or before 10 March 2018	31,250,000
Unlisted Options exercisable at 0.4 cents on or before 3 June 2018	4,162,500
Unlisted Options exercisable at 2.7 cents on or before 15 Sept. 2020	21,155,848

#### Cleansing Notice

Hannans Ltd (**Company**) gives notice pursuant to Section 708A(5)(e) of the Corporations Act and further advises that the shares were issued without disclosure to the investor under Part 6D.2, in reliance on Section 708A(5) of the Corporations Act. The Company, as at the date of this notice, has complied with:

- the provisions of Chapter 2M of the Corporations Act as they apply to the Company, and
- Section 674 of the Corporations Act.

There is no excluded information as at the date of this notice, for the purposes of Section 708A(7) and (8) of the Corporations Act.

For further information, please contact:

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# 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

HANNANS LTD

ABN

52 099 862 129

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  | (1) Fully paid ordinary shares.<br>(2) Unlisted options.   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | (1) 21,155,848.<br>(2) 21,155,848.   |
| 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) | (1) Fully paid ordinary shares.<br>(2) Exercisable at 2.7 cents each on or before 15 September 2020. |

+ See chapter 19 for defined terms.

Appendix 3B  
New issue announcement

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"> <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 extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>(1) Yes. (2) No. The shares issued upon exercise of options will rank equally with existing fully paid ordinary shares.</p>
5	Issue price or consideration	<p>(1) 1.8 cents per share. <i>(the volume weighted average sale price of Hannans Ltd shares sold on ASX during the 40 trading days after the date of the General Meeting on 15 September 2016).</i> (2) Nil.</p>
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>(1) &amp; (2) Payment of outstanding fees.</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>	<p>Yes.</p>
6b	The date the security holder resolution under rule 7.1A was passed	<p>24 November 2015.</p>
6c	Number of +securities issued without security holder approval under rule 7.1	<p>Nil.</p>
6d	Number of +securities issued with security holder approval under rule 7.1A	<p>Nil.</p>

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	(1) 4,123,264. (2) 4,123,264. General Meeting held on 15 September 2016.				
6f	Number of +securities issued under an exception in rule 7.2	(1) 17,032,584. (2) 17,032,584.				
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	Rule 7.1      241,343,290 Rule 7.1A    164,303,860 <i>Refer Annexure 1</i>				
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.	15 November 2016.				
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;">1,648,113,603</td> <td style="vertical-align: top;">Fully paid ordinary shares.</td> </tr> </tbody> </table>	Number	+Class	1,648,113,603	Fully paid ordinary shares.
Number	+Class					
1,648,113,603	Fully paid ordinary shares.					

+ See chapter 19 for defined terms.

	Number	+Class
9	12,016,668	Options exercisable at \$0.008 each on or before 20 Nov 2017.
	7,850,001	Options exercisable at \$0.005 each on or before 20 Nov 2018.
	12,016,664	Options exercisable on or before 20 Nov 2019. Exercise price calculated from the VWAP for 10 trading days after 20 Nov 2016 PLUS a premium of 50%.
	31,250,000	Options exercisable at \$0.004 each on or before 10 Mar 2018.
	4,162,500	Options exercisable at \$0.004 each on or before 3 Jun 2018.
	21,155,848	Options exercisable at \$0.027 each on or before 15 Sep 2020.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A.

## 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?	

+ See chapter 19 for defined terms.

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	
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?	

+ See chapter 19 for defined terms.

- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 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 – only item (1) 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

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+ See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- 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

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	

+ See chapter 19 for defined terms.



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: \_\_\_\_\_  
(Director/~~Company secretary~~)

Date: 15 November 2016

Print name: Damian Hicks

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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	
<b>Step 1: Calculate "A", the base figure from which the placement capacity is calculated</b>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	721,966,133
<p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> </ul>	<p>73,999,957 fully paid ordinary shares – pursuant to the Company's SPP.</p> <p>6,250,000 fully paid ordinary shares</p> <p>25,000,000 fully paid ordinary shares</p> <p>4,166,667 fully paid ordinary shares</p> <p>6,250,000 fully paid ordinary shares</p> <p>62,500,000 fully paid ordinary shares issued on 10 March 2016 – approved at the GM held on 19 May 2016.</p> <p>17,666,665 fully paid ordinary shares – approved at the GM held on 19 May 2016.</p> <p>83,250,000 fully paid ordinary shares – approved at the GM held on 19 May 2016.</p> <p>620,833,333 fully paid ordinary shares escrowed twelve (12) months from date of issue – approved at the GM held on 15 September 2016.</p> <p><b>21,155,848 fully paid ordinary shares</b> – approved at the GM held on 19 May 2016. <i>(subject of this Appendix 3B).</i></p> <p>N/A</p>

+ See chapter 19 for defined terms.

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New issue announcement

<ul style="list-style-type: none"> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	N/A
<b>"A"</b>	1,643,038,603

**Step 2: Calculate 15% of "A"**

<b>"B"</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> "A" by 0.15	246,455,790

**Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used**

<p><b>Insert</b> 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"> <li>Under an exception in rule 7.2</li> <li>Under rule 7.1A</li> <li>With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>This applies to equity securities, unless specifically excluded – not just ordinary securities</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	<p>75,000 fully paid ordinary shares. 37,500 unlisted options. 5,000,000 fully paid ordinary shares.</p>
<b>"C"</b>	5,112,500

**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>	246,455,790
<b>Subtract</b> "C" <i>Note: number must be same as shown in Step 3</i>	(5,112,500)
<b>Total</b> ["A" x 0.15] – "C"	<b>241,343,290</b> <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate "A", the base figure from which the placement capacity is calculated</b>	
"A" <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,643,038,603
<b>Step 2: Calculate 10% of "A"</b>	
"D"	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply "A" by 0.10</b>	164,303,860
<b>Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i>	
<ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <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></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
"E"	Nil.
<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	164,303,860
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	Nil.
<b>Total ["A" x 0.10] – "E"</b>	<b>164,303,860</b> <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/09/01 Amended 01/01/11

Name of entity	Hannans Ltd
ABN	52 099 862 129

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Jonathan Murray
Date of last notice	26 May 2016

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	1) Andrea Rae Murray 2) Andrea Murray <Murray Family Fund No 2 A/C>
Date of change	15 November 2016
No. of securities held prior to change	Ordinary shares 1) 141,775 2) 6,357,354 Unlisted options 2) 1,500,000* *840,000 are held on trust for unrelated third parties
Class	(a) Fully paid ordinary shares (b) Unlisted options
Number acquired	(a) 3,237,500 (b) 3,237,500
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$58,275

+ See chapter 19 for defined terms.

## Appendix 3Y Change of Director's Interest Notice

No. of securities held after change	Ordinary shares 1) 141,775 2) 9,594,854 Unlisted options 2) 4,737,500* *840,000 are held on trust for unrelated third parties
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Payment in lieu of outstanding director's fees as approved by shareholders at Hannans' General Meeting held on 15 September 2016.

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

### Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

J Murray 15 November 2016

+ See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/09/01 Amended 01/01/11

Name of entity	Hannans Ltd
ABN	52 099 862 129

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Markus Bachmann
Date of last notice	26 May 2016

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	(1) Direct (2) Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	(1) Markus Bachmann (2) Craton Capital Funds
Date of change	15 November 2016
No. of securities held prior to change	(1) 1,500,000 Unlisted options (2) 61,100,000 Ordinary shares
Class	(a) Fully paid ordinary shares (b) Unlisted options
Number acquired	(a) 2,697,917 (b) 2,697,917
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$48,562.50

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+ See chapter 19 for defined terms.

## Appendix 3Y Change of Director's Interest Notice

No. of securities held after change	(1) 2,697,917 Ordinary shares 4,197,917 Unlisted options (2) 61,100,000 Ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Payment in lieu of outstanding director's fees as approved by shareholders at Hannans' General Meeting held on 15 September 2016.

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change	
Interest acquired	
Interest disposed	
Value/Consideration	
Interest after change	

### Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

M Bachmann 15 November 2016

+ See chapter 19 for defined terms.