

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

CUDECO LIMITED

ABN

14 000 317 251

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

Options

- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

- A. 3,000,000 options to acquire ordinary shares in the Company at an exercise price of \$0.80.
B. 2,000,000 options to acquire ordinary shares in the Company at an exercise price of \$2.00.

- 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)

- A. Exercise price of \$0.80 each. Vesting dates
- 1/3rd 20 May 2017
- 1/3rd 20 May 2018
- 1/3rd 20 May 2019
Expiry date of 20 May 2021
B. Exercise price of \$2.00 each. Vested on issue.
Expiry date of 31 August 2018

+ See chapter 19 for defined terms.

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- 4 Do the ⁺securities rank equally in all respects from the date of allotment 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
- The ordinary shares to be issued on the exercise of the options will rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities
- 5 Issue price or consideration
- Nil
- 6 Purpose of the issue
 (If issued as consideration for the acquisition of assets, clearly identify those assets)
- A. Part of the remuneration package of the Managing Director.
 B. Part of the Underwriting fees payable relating to the recent Rights Issue
- 7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates
- 12 January 2017
- 8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)
- | Number | ⁺ Class |
|-------------|---------------------|
| 394,278,198 | Ordinary fully paid |

⁺ See chapter 19 for defined terms.

	Number	+Class				
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><td>A. 3,000,000 (expiry 20 May 2021)</td><td>A. Options to acquire ordinary shares in the Company at an exercise price of \$0.80.</td></tr><tr><td>B. 2,000,000 (expiry 31 August 2018)</td><td>B. Options to acquire ordinary shares in the Company at an exercise price of \$2.00.</td></tr></table>	A. 3,000,000 (expiry 20 May 2021)	A. Options to acquire ordinary shares in the Company at an exercise price of \$0.80.	B. 2,000,000 (expiry 31 August 2018)	B. Options to acquire ordinary shares in the Company at an exercise price of \$2.00.
A. 3,000,000 (expiry 20 May 2021)	A. Options to acquire ordinary shares in the Company at an exercise price of \$0.80.					
B. 2,000,000 (expiry 31 August 2018)	B. Options to acquire ordinary shares in the Company at an exercise price of \$2.00.					
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	There are no plans to pay dividends at this stage				

Part 2 - Bonus issue or pro rata issue

- | | | |
|----|--|--|
| 11 | Is security holder approval required? | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 12 | Is the issue renounceable or non-renounceable? | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 13 | Ratio in which the +securities will be offered | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 14 | +Class of +securities to which the offer relates | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 15 | +Record date to determine entitlements | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 17 | Policy for deciding entitlements in relation to fractions | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 18 | <p>Names of countries in which the entity has +security holders who will not be sent new issue documents</p> <p><small>Note: Security holders must be told how their entitlements are to be dealt with.</small></p> <p><small>Cross reference: rule 7.7.</small></p> | <div style="border: 1px solid black; height: 100px; width: 100%;"></div> |

+ See chapter 19 for defined terms.

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|----|---|--|
| 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 prospectus or Product Disclosure Statement 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? | |

⁺ See chapter 19 for defined terms.

- 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					
39	Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the date of allotment 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 					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period.</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>					
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%; text-align: center;">Number</th> <th style="width: 50%; text-align: center;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 80px;"></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ 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 not available now, 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:


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(Director/Company secretary)

Date: 12 January 2017

Print name: Bruno Bamonte

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+ See chapter 19 for defined terms.