

**Corporate Details**

Ordinary Shares:
780,917,069

Market Capitalisation:
~\$140 million

Cash and bullion at 30 June 2017:
~\$27.7 million

Debt:
NIL

ASX Code: MOY

Board of Directors

Greg Bittar
Non-Executive Chairman

Michael Chye
Non-Executive Director

Tim Kennedy
Non-Executive Director

Peter Lester
Non-Executive Director

Management

Peter Cash
Chief Executive Officer

Dean Will
Chief Operating Officer

Stacey Apostolou
Chief Financial Officer and
Company Secretary

Contact Details

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West Perth, WA,

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millenniumminerals.com.au

4 September 2017

Performance Rights

Millennium Minerals Limited (Millennium or Company – ASX: MOY) advises that, following a number of key executive appointments made in recent months, the Company has issued 18,295,230 Performance Rights to executives and employees pursuant to the Company's Performance Rights Plan approved by shareholders at the Annual General Meeting on 29 May 2017.

The Performance Rights, which have been issued to 20 employees, are subject to the absolute and relative total shareholder returns vesting conditions as described in the attached Appendix 3B.

The Performance Rights are used to attract, motivate and retain eligible participants and to provide them with an incentive to deliver growth and value to all shareholders. Key appointments made by the Company in recent months include a new CEO in March and a highly experienced Chief Operating Officer and General Manager – Operations in May.

In addition, subject to shareholder approval, it has been agreed to issue a further 900,000 Performance Rights (total of 2,700,000 Performance Rights) to each of Mr Greg Bittar, Mr Tim Kennedy and Mr Tim Lester with 50% vesting on 31 December 2018 and 50% vesting on 30 June 2020.

ENDS

For further information, please contact:
Peter Cash – Chief Executive Officer
+61 8 9216 9011

For media inquiries, please contact:
Paul Armstrong – Read Corporate
+61 421 619 084

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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

Millennium Minerals Limited (Company)

ABN

85 003 257 556

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 | Performance Rights |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 18,295,230 |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

<p>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)</p>	<p>Unlisted performance rights under the Performance Rights Plan</p> <p>Tranche 1 – performance condition from 1 July 2017 to 31 December 2018. Expiry Date – 31 December 2018</p> <p>Tranche 2 – performance condition from 1 January 2019 to 30 June 2020</p> <p>Each Tranche has an overarching Performance Condition that Millennium's operations remain fatality free (directly or indirectly form a workplace incident, injury or accident) during each measurement period.</p> <p>Vesting: 50% of the performance rights will vest subject to an Absolute Total Shareholder Return (ATSR) and 50% will vest subject to a Relative Total Shareholder Return (RTSR) over the relevant period for each of the Tranches.</p> <p>Performance Rights subject to an ATSR vest as follows: 20% pa ATSR 100% vest, 10% pa ATSR 50% vest and <10%pa ATSR 0% vest, with pro rata vesting between 10% - 20% pa ATSR.</p> <p>Performance Rights subject to a RTSR vest as follows: >75th percentile 100% vest, <50th percentile 0% vest 50th percentile 50% vest, with pro rata vesting between 50th and 75th percentile.</p>
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+ 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>No – Unlisted performance rights only rank equally with ordinary shares when performance rights are exercised.</p>
5	Issue price or consideration	Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>Issued to employees of Millennium Minerals Limited under the Performance Rights Plan approved at the Annual General Meeting held on 29 May 2017.</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>	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of +securities issued under an exception in rule 7.2	N/A	
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	N/A	
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.	31 August 2017	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		780,917,069	Fully paid ordinary shares

+ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		20,150,000	Options exercisable at \$0.079 each on or before 18 November 2019
		11,700,000	Options exercisable at \$0.079 each on or before 18 November 2019
		1,500,000	Options exercisable at \$0.435 each on or before 21 October 2020
		2,400,000	Options exercisable at \$0.184 each on or before 3 June 2020
		2,400,000	Options exercisable at \$0.45 each on or before 31 January 2021
		9,147,615	Performance Rights – expiry 31 December 2018
		9,147,615	Performance Rights – expiry 30 June 2020
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Pro rata issue

Not applicable

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)

⁺ See chapter 19 for defined terms.

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

Entities that have ticked box 34(b)

Not applicable

+ 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:


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(Director/Company Secretary)

Date: 4 September 2017

Print name: Stacey Apostolou

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+ See chapter 19 for defined terms.