

**ASX Announcement**  
**28 September 2017**

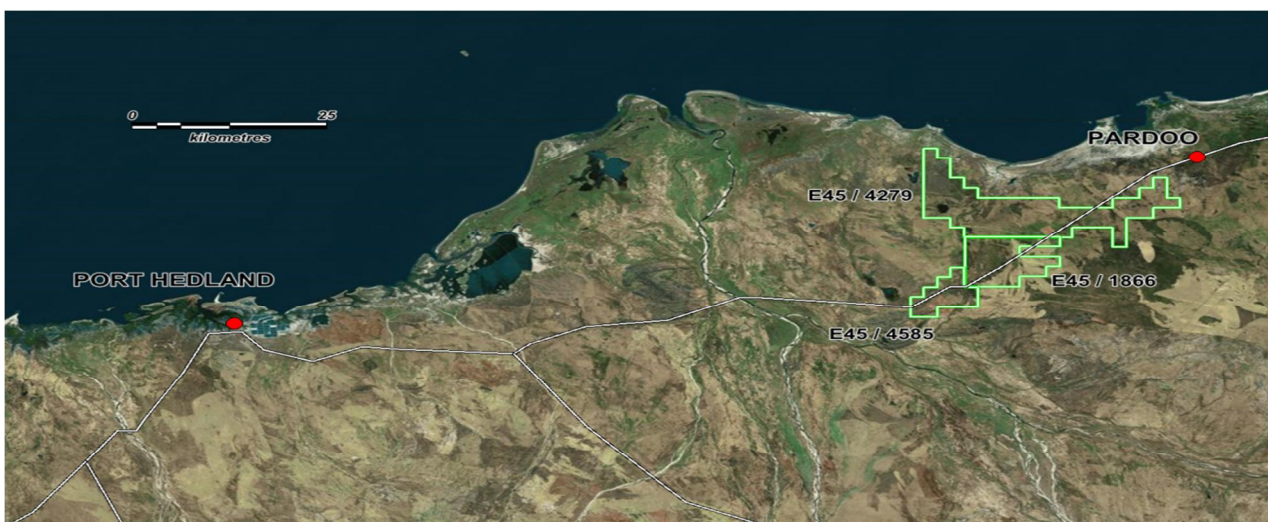
## **CAENEUS ACQUIRES 80% INTEREST IN THE PARDOO NICKEL PROJECT**

Caeneus Minerals Ltd (“Caeneus” or “the Company”) is pleased to announce that it has acquired the Stage 2 Interest, being 80% of the highly prospective Pardoo Nickel Project (“Project”) in Western Australia.

The Company’s wholly owned subsidiary, Port Exploration Pty Ltd (“Port Exploration”) has a joint venture agreement (“Agreement”) with Segue Resources Limited (“Segue Resources”) (ASX: SEG) whereby Port Exploration can acquire a 51% interest in the Project by spending \$250,000 on exploration within 12 months of signing the Agreement (“Stage 1 Interest”). Port Exploration can acquire an additional 29% interest in the Project by spending a further \$250,000 on exploration by no later than 12 months after earning the Stage 1 Interest (“Stage 2 Interest”). Upon Port Exploration earning the Stage 2 Interest Segue Resources has the right for a period of 18 months to sell its 20% joint venture interest to Port Exploration.

On 5 September 2016, the Company announced it had acquired the Stage 1 Interest, being 51% of the Project. The Company has spent approximately \$75k on exploration within the 12 months of acquiring the Stage 1 Interest leaving approximately \$175k to earn the Stage 2 Interest. The Company and Segue Resources have agreed via the execution of a Second Deed of Variation that the Company can satisfy the Agreement and earn the Stage 2 Interest by issuing Segue Resources 58,333,333 fully paid ordinary shares (“Shares”) in the Company at a deemed issue price of \$0.003 each. The Company will issue the Shares under its ASX Listing Rule 7.1A placement capacity.

The Project is located in the Northern Pilbara, 100km east of the regional centre of Port Hedland. The Project is highly prospective for magmatic nickel-copper sulphides. A current inferred resource of 44.7mt @ 0.3% Ni & 0.13% Cu exists at the sedimentary hosted Highway Deposit (Figure 1).



**Figure 1:** Pardoo Nickel Project location map showing tenement portfolio.

As announced on 21 July 2017, the Company has contracted Resource Potentials to collate and reinterpret all of the pre-existing geophysical and drilling surveys with a view to pinpointing possible mineralisation targets for follow up drilling. As a result of this, Resource Potentials has defined sixteen (16) targets worthy of follow up drilling and the Company anticipates drilling to start late during the year (refer to ASX announcement dated 21 July 2017 for more information).

Whilst the Company's lithium exploration activities continue apace in Nevada, USA, the Company values the Pardoo Nickel Project extremely high.

For and on behalf of the Board

A handwritten signature in black ink, appearing to read 'S. Elliott', written in a cursive style.

Steve Elliott  
**Managing Director**

**Competent Person Statement**

*The information in this announcement that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Steven Elliott who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Elliott is a director of the Company. Mr Elliott has sufficient experience which is relevant to the style and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Minerals Resources and Ore Reserves. Mr Elliott consents to the inclusion in the announcement of the matters based on his information in the form and context in which it appears.*

# 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

Name of entity

Caeneus Minerals Ltd

ABN

42 082 593 235

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                                                                                                                                                | 58,333,333                 |
| 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) | Fully paid ordinary shares |

**Appendix 3B**  
**New issue announcement**

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	Yes – the shares issued rank equally in all respects from the date of issue with the existing quoted fully paid ordinary shares of the Company.
	If the additional securities do not rank equally, please state:	
	<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>	
5	Issue price or consideration	Deemed issue price of \$0.003 each
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issued pursuant to a Deed of Variation to acquire 80% of the Pardoo Nickel Project.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?	Yes
	If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2016
6c	Number of +securities issued without security holder approval under rule 7.1	-
6d	Number of +securities issued with security holder approval under rule 7.1A	58,333,333 fully paid ordinary shares

+ 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)	-						
6f	Number of securities issued under an exception in rule 7.2	-						
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.	<p>Yes 15 day VWAP = \$0.0026 75% = \$0.0019 Date of issue: 28 Sept 2017</p> <p><i>(Source: asx.com.au)</i></p>						
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	-						
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	<p>7.1 338,223,314 7.1A 270,482,210</p> <p><i>(Refer to Annexure 1)</i></p>						
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	28 September 2017						
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">6,031,488,761</td> <td>Fully paid ordinary Shares</td> </tr> <tr> <td style="text-align: center;">2,484,946,697</td> <td>Options exercisable at \$0.003 each and expiring 31 December 2020</td> </tr> </tbody> </table>	Number	+Class	6,031,488,761	Fully paid ordinary Shares	2,484,946,697	Options exercisable at \$0.003 each and expiring 31 December 2020
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6,031,488,761	Fully paid ordinary Shares							
2,484,946,697	Options exercisable at \$0.003 each and expiring 31 December 2020							
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1,150,233,917</td> <td>Unlisted options exercisable at \$0.005 each and expiring on 30 June 2021</td> </tr> </tbody> </table>	Number	+Class	1,150,233,917	Unlisted options exercisable at \$0.005 each and expiring on 30 June 2021		
Number	+Class							
1,150,233,917	Unlisted options exercisable at \$0.005 each and expiring on 30 June 2021							
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A						

+ See chapter 19 for defined terms.

## Part 2 - Bonus issue or 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?
- 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 issue 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

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+ See chapter 19 for defined terms.

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?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	
33	+Despatch date	

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+ See chapter 19 for defined terms.

### 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

#### 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

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+ See chapter 19 for defined terms.



40 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

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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)

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

Number	+Class

+ See chapter 19 for defined terms.

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**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:

  
(Company Secretary)

Date: 28 September 2017

Print name: **Keith Bowker**

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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

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	3,918,724,343
<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> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>50,000,000 Shares to Vendors of ATC Resources Pty Ltd</p> <p>30,000,000 Shares to Gold Exploration Management Inc.</p> <p>24,000,000 Shares to Venex Capital Corp</p> <p>140,000,000 Shares to Vendors of Nevada Clays Pty Ltd</p> <p>35,000,000 Shares to Gold Exploration Management Inc.</p> <p>16,000,000 Shares issued on exercise on Options</p> <p>1,049,431,085 Placement to Sophisticated Investors</p> <p>125,000,000 Issued to DGRM</p> <p>100,000,000 Issued to DGRM</p>
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	5,488,155,428

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<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	823,223,314
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><i>Insert</i> 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>• <i>This applies to equity securities, unless specifically excluded – 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>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>440,000,000 Placement to Sophisticated Investors 15,000,000 Issued to a creditor 30,000,000 Corporate Advisory Mandate</p>
“C”	<b>485,000,000</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15  <i>Note: number must be same as shown in Step 2</i>	823,223,314
<b>Subtract</b> “C”  <i>Note: number must be same as shown in Step 3</i>	485,000,000
<b>Total</b> [“A” x 0.15] – “C”	338,223,314  <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>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	5,488,155,428
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	548,815,543
<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>	220,000,000 listed options 58,333,333 Shares to SEG
<b>“E”</b>	278,333,333

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<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>	548,815,543
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	278,333,333
<b>Total</b> [“A” x 0.10] – “E”	270,482,210 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.