

HANNANS

24 November 2017

ASX & MEDIA ANNOUNCEMENT

Exercise of Options

Hannans Ltd (ASX: HNR) advises Shareholders that 8,333,334 unlisted options were recently exercised and 3,683,334 unlisted options expired on 20 November 2017. The updated capital structure is as follows:

Updated Capital Structure

Ordinary Fully Paid Shares listed on the ASX	1,690,973,894
Unlisted Options exercisable at 0.4 cents on or before 3 June 2018	4,162,500
Unlisted Options exercisable at 0.5 cents on or before 20 November 2018	7,850,001
Unlisted Options exercisable at 2.9 cents on or before 20 November 2019	12,016,664
Unlisted Options exercisable at 2.7 cents on or before 15 September 2020	21,155,848
Unlisted Options exercisable at 2.6 cents on or before 27 October 2020	28,000,000
Unlisted Options exercisable on or before 27 October 2021 exercise price calculated from the VWAP for the five (5) trading days before and five (5) trading days after 27 October 2018 PLUS a premium of 50%	28,000,000
Unlisted Options exercisable on or before 27 October 2022 exercise price calculated from the VWAP for the five (5) trading days before and five (5) trading days after 27 October 2019 PLUS a premium of 50%	28,000,000

An Appendix 3B Application for Quotation of Additional Securities and Appendix 3Ys for the Directors are attached.

For further information, please contact:

Ian Gregory
Company Secretary
+61 8 9324 3388 (T)
info@hannansreward.com (E)

HANNANS LTD
ASX:HNR ABN:52 099 862 129

Level 11, London House
216 St Georges Tce
Perth WA 6000
Postal address: PO Box 1227
West Perth WA 6872

T: +61 (8) 9324 3388
E: info@hannansreward.com
W: www.hannansreward.com
Twitter: @hannansreward
Facebook: Hannans

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	Fully paid ordinary shares.
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	8,333,334.
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)	Fully paid ordinary shares.

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>
5	Issue price or consideration	0.8 cents per share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Exercise of unlisted options pursuant to the terms of the Company's Employee Share Option Plan.
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 <i>in relation to the ⁺ securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes.</p>
6b	The date the security holder resolution under rule 7.1A was passed	27 October 2017.
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	Nil.
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Nil.

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	8,333,334.						
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	<table border="1" style="width: 100%;"> <tr> <td style="width: 50%;">Rule 7.1</td> <td style="text-align: right;">– 249,877,584</td> </tr> <tr> <td>Rule 7.1A</td> <td style="text-align: right;">– 168,769,694</td> </tr> <tr> <td colspan="2">(Refer Annexure 1)</td> </tr> </table>	Rule 7.1	– 249,877,584	Rule 7.1A	– 168,769,694	(Refer Annexure 1)	
Rule 7.1	– 249,877,584							
Rule 7.1A	– 168,769,694							
(Refer Annexure 1)								
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.	20 November 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%;"> <thead> <tr> <th style="text-align: center;">Number</th> <th style="text-align: center;">⁺Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1,690,973,894</td> <td>Fully paid ordinary shares.</td> </tr> </tbody> </table>	Number	⁺ Class	1,690,973,894	Fully paid ordinary shares.		
Number	⁺ Class							
1,690,973,894	Fully paid ordinary shares.							

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	7,850,001	Options exercisable at \$0.005 each on or before 20 Nov 2018.
		12,016,664	Options exercisable at \$0.029 each on or before 20 Nov 2019.
		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.
		28,000,000	Options exercisable at \$0.026 each on or before 27 Oct 2020.
		28,000,000	Options exercisable on or before 27 Oct 2021. Exercise price calculated from the VWAP for the five (5) trading days before and five (5) trading days after 27 October 2018 PLUS a premium of 50%.
		28,000,000	Options exercisable on or before 27 Oct 2022. Exercise price calculated from the VWAP for the five (5) trading days before and five (5) trading days after 27 October 2018 PLUS a premium of 50%.
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?	
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 in full through a broker? | |
| 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 – 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

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 (<i>including</i> the ⁺ securities in clause 38)		

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: _____

Date: 24 November 2017

Director
Print name: Damian Hicks

== == == == ==

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	
<i>Step 1: Calculate "A", the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid [†] ordinary securities on issue 12 months before the [†] issue date or date of agreement to issue	1,648,113,603
<p><i>Add</i> the following</p> <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 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</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> 	<p style="text-align: center;">31,250,000 fully paid ordinary shares. 8,333,334 fully paid ordinary shares. <i>(subject of this Appendix 3B)</i></p> <p style="text-align: center;">N/A.</p>
<i>Subtract</i> the number of fully paid [†] ordinary securities cancelled during that 12 month period	N/A.
"A"	1,687,696,937

Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	253,154,541
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
<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"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <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> 	3,276,957 fully paid ordinary shares escrowed until 31 August 2017
"C"	3,276,957
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>	253,154,541
Subtract "C" <i>Note: number must be same as shown in Step 2</i>	(3,276,957)
Total ["A" x 0.15] – "C"	249,877,584 <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>	1,687,696,937
Step 2: Calculate 10% of "A"	
"D"	0.10 <i>[Note: this value cannot be changed]</i>
<i>Multiply "A" by 0.10</i>	168,769,694
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
<i>Insert</i> number of ⁺ equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Note:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – 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>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> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
"E"	Nil.
Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
<i>"A" x 0.10</i> <i>Note: number must be same as shown in Step 2</i>	168,769,694
<i>Subtract "E"</i> <i>Note: number must be same as shown in Step 2</i>	Nil.
<i>Total ["A" x 0.10] – "E"</i>	168,769,694 <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	6 November 2017

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	23 November 2017
No. of securities held prior to change	Ordinary shares 1) 141,775 2) 9,594,854 Unlisted options 2) 15,237,500* *840,000 are held on trust for unrelated third parties
Class	(a) Fully paid ordinary shares (b) Unlisted options
Number acquired	(a) 500,000
Number disposed	(b) 500,000
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(a) \$4,000

+ 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) 10,094,854 Unlisted options 2) 14,737,500* *840,000 are held on trust for unrelated third parties
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise of unlisted options exercisable at 0.8 cents on or before 20 November 2017

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 Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration 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 23 November 2017

+ 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	6 November 2017

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) Note: Provide details of the circumstances giving rise to the relevant interest.	(1) Markus Bachmann (2) Craton Capital Funds
Date of change	23 November 2017
No. of securities held prior to change	(1) 2,697,917 Ordinary shares 14,697,917 Unlisted options (2) 61,100,000 Ordinary shares
Class	(a) Fully paid ordinary shares (b) Unlisted options
Number acquired	(a) 500,000
Number disposed	(b) 500,000
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(a) \$4,000

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

No. of securities held after change	(1) 3,197,917 Ordinary shares 14,197,917 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	Exercise of unlisted options exercisable at 0.8 cents on or before 20 November 2017

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 Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration 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

M Bachmann 23 November 2017

⁺ 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	Amanda Scott
Date of last notice	6 November 2017

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	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	23 November 2017
No. of securities held prior to change	Ordinary shares 1) 1,260,001 Unlisted options 2) 19,000,000
Class	Unlisted options
Number acquired	Nil
Number disposed	3,166,667
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

No. of securities held after change	Ordinary shares 1) 1,260,001 Unlisted options 2) 15,833,333
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Expiry of unlisted options exercisable at 0.8 cents on or before 20 November 2017

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 Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration 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

A Scott 23 November 2017

+ See chapter 19 for defined terms.