



**5 September 2018**

## ***Completion of share placement***

### **CORPORATE DIRECTORY**

#### **Managing Director**

Simon Noon

#### **Directors**

Richard Monti (Chairman)

Peter Harold (Non-exec.)

Andrew Parker (Non-exec.)

#### **Company Secretary**

Patrick Holywell

#### **Registered office**

Level 10, 553 Hay St

Perth WA 6000

#### **Telephone:**

+61 8 6266 8642

#### **Email:**

[info@pacificominerals.com.au](mailto:info@pacificominerals.com.au)

**ASX Code:** PMY

**ABN** 43 107 159 713



**Pacifico Minerals Limited** ("Pacifico" or "Company") is pleased to announce that it has completed the previously announced placement of 213,333,333 shares at an issue price of \$0.006 per share ("Placement"). Subject to shareholder approval, Placement participants will also be entitled to receive free attaching options on a 1 for 2 basis, exercisable at \$0.015 each on or before 21 November 2020. The Company will seek to quote these options subject to meeting ASX listing requirements.

Proceeds from the Placement will be used to fund the acquisition of, and undertake an accelerated exploration program, of the Sorby Hills lead-silver-zinc project in Western Australia and for working capital purposes.

A total of 124,626,959 shares were issued under the Company's ASX Listing Rule 7.1 placement capacity and 88,706,374 shares were issued under the Company's ASX Listing Rule 7.1A placement capacity.

An Appendix 3B and a Cleansing Statement are attached.

Pacifico provides the following information as required by ASX Listing Rule 3.10.5A in relation to the issue of 88,706,374 shares under the Company's available Listing Rule 7.1A placement capacity:

- (a) The dilutive effect of the issue of 88,706,374 shares issued under the Company's Listing Rule 7.1A placement capacity on existing shareholders is as follows (assuming 124,626,959 Placement shares have already been issued under the Company's Listing Rule 7.1 placement capacity):

Number of shares on issue prior to the Placement	1,017,690,708
Number of shares on issue following the Placement	1,106,397,082
Total dilution as a result of the Placement	8.02%

Details of the approximate percentage of the issued capital following the completion of the Placement held by pre-Placement shareholders and new shareholders are as follows:

Pre-Placement shareholders who did not participate in the ASX Listing Rule 7.1A Placement	86.97%
Pre-Placement shareholders who did participate in the ASX Listing Rule 7.1A Placement	6.07%
Participants in the ASX Listing Rule 7.1A Placement who were not previously shareholders	6.96%

- (b) The Placement was considered to be a cost effective and efficient mechanism to raise \$1.28 million (before costs). The Company intends to offer eligible shareholders the opportunity to participate in an Entitlements Offer of 474,170,178 shares on the same terms as the Placement to raise up to \$2.84 million.
- (c) No underwriting arrangements were entered into in relation to the Placement.
- (d) The Company will pay Discovery Capital Partners and PAC Partners aggregate cash fees of \$76,800 in consideration for joint lead manager services provided in relation to the Placement. The Joint Lead Managers are also entitled to be issued 12,800,000 options (on the basis of 10 options for every dollar raised under the Placement), on the same terms as the options to be issued under the Placement.

***For further information or to be added to our electronic mailing list please contact:***

Simon Noon (Managing Director)

Phone: +61 (0)8 6266 8642

Email: [info@pacificominerals.com.au](mailto:info@pacificominerals.com.au)

***About Pacifico Minerals Ltd***

Pacifico Minerals Ltd ("Pacifico") (ASX: PMY) is a Western Australian based exploration company with interests Australia, Mexico and Colombia. In Australia the company is currently focused on completing the acquisition of a 75% interest in the Sorby Hills project in WA. Pacifico is also advancing the Borroloola West project in the Northern Territory which covers an outstanding package of ground north-west of the McArthur River Mine (the world's largest producing zinc – lead mine) with high potential for the discovery of world class base metal deposits. Licences have been recently granted for ground prospective for cobalt and other 'battery metals' in South Australia. In Mexico Pacifico has acquired an option to purchase 100% interest in the Violin project which has high prospectivity for the development of a major gold-copper deposit. In Colombia the company is focused on advancing its Berrio Gold Project which is situated in the southern part of the prolific Segovia Gold Belt.

## 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

Pacifico Minerals Limited

ABN

43 107 159 713

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  | Listed fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 213,333,333                       |
| 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"> <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>Yes – fully paid ordinary shares</p>
5	Issue price or consideration	\$0.006 per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>Placement of shares to fund project acquisition, an exploration program designed to add to the existing resource base and development studies of the Sorby Hills lead-silver-zinc Project in Western Australia and for working capital purposes.</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	22 November 2017
6c	Number of +securities issued without security holder approval under rule 7.1	124,626,959
6d	Number of +securities issued with security holder approval under rule 7.1A	88,706,374

+ 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)	Nil				
6f	Number of +securities issued under an exception in rule 7.2	Nil				
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.	Yes. Issue price = \$0.006  15 day VWAP on 4/9/18 = \$0.0068  75% of the 15 day VWAP on 4/9/18 = \$0.0051  Source – Bloomberg 04/09/2018				
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	ASX Listing Rule 7.1 = 432,603 ASX Listing Rule 7.1A = Nil				
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.	5 September 2018				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>1,106,397,082</td><td>Ordinary fully paid shares</td></tr></table>	Number	+Class	1,106,397,082	Ordinary fully paid shares
Number	+Class					
1,106,397,082	Ordinary fully paid shares					

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<div>2,000,000</div> <div>Options exercisable at 2 cents each on or before 23 April 2020.</div> <div>62,500,000</div> <div>Options exercisable at 1.5 cents each on or before 6 May 2020.</div> <div>20,500,000</div> <div>Director options exercisable at 1.5 cents each on or before 21 November 2020.</div> <div>6,000,000</div> <div>Employee/consultant options exercisable at 1.5 cents each on or before 21 November 2020.</div>
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?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A

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+ See chapter 19 for defined terms.

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
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.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A

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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	<sup>+</sup> Issue date	N/A

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a) ☒ <sup>+</sup>Securities described in Part 1

(b) ☐ All other <sup>+</sup>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*

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<sup>+</sup> See chapter 19 for defined terms.



- 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

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+ See chapter 19 for defined terms.

41	Reason for request for quotation now  Example: In the case of restricted securities, end of restriction period  (if issued upon conversion of another <sup>+</sup> security, clearly identify that other <sup>+</sup> security)	N/A
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		Number	<sup>+</sup> Class
42	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX ( <i>including</i> the <sup>+</sup> securities in clause 38)	N/A	

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<sup>+</sup> 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:



Date: 5 September 2018

(Company Secretary)

Print name:

Patrick Holywell

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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>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	741,365,653
<b>Add</b> the following: <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> <b>Note:</b> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</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>	10,000,000 on 22/3/18 (approved at GM on 3 May 2018)  55,863,435 on 31/1/18 (approved at GM on 3 May 2018)  74,136,565 on 31/1/18 (approved at GM on 3 May 2018)  5,698,096 on 22/11/17 (approved at GM on 3 May 2018)
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	887,063,749

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	133,059,562
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <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> <b>Note:</b> <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>	8,000,000 on 24/4/18 124,626,959 in a placement at \$0.006 per share (this notice)
<b>“C”</b>	<b>132,626,959</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b> <i>Note: number must be same as shown in Step 2</i>	133,059,562
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	132,626,959
<b>Total [“A” x 0.15] – “C”</b>	432,603 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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+ See chapter 19 for defined terms.

## Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
<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>	887,063,749
<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>	88,706,374
<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>	88,706,374 in a placement at \$0.006 per share (this notice)
<b>“E”</b>	88,706,374

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	88,706,374
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	88,706,374
<b>Total</b> [“A” x 0.10] – “E”	Nil <i>Note: this is the remaining placement capacity under rule 7.1A</i>



5 September 2018

## ***Cleansing notice*** **pursuant to section 708A(5)(e) of the Corporations Act**

**ASX Code: PMY**

**ABN 43 107 159 713**

### **CORPORATE DIRECTORY**

#### **Managing Director**

Simon Noon

#### **Directors**

Richard Monti (Chairman)

Peter Harold (Non-exec.)

Andrew Parker (Non-exec.)

#### **Company Secretary**

Patrick Holywell

#### **Registered office**

Level 10, 553 Hay St

Perth WA 6000

#### **Telephone:**

+61 8 6266 8642

#### **Facsimile:**

+61 8 9421 1008

#### **Email:**

info@pacificominerals.com.au

Further to the Appendix 3B released earlier today, 213,333,333 fully paid ordinary shares in Pacifico Minerals Limited ("Pacifico" or "the Company") have been issued without disclosure under Part 6D.2 of the *Corporations Act 2001* (Cth) ("the Act"), in reliance on section 708A(5) of the Act.

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A. By the Company giving this notice, sale of the securities noted above will fall within the exemption in section 708A(5) of the Act.

As at the date of this notice, the Company has complied with:

- a) the provisions of Chapter 2M of the Act as they apply to the Company; and
- b) section 674 of the Act.

The Company confirms that, as at the date of this notice and other than as set out below, there is no information that:

- a) has been excluded from a continuous disclosure notice given to ASX in accordance with the ASX Listing Rules; and
- b) investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
  - i. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
  - ii. the rights and liabilities attaching to fully paid ordinary shares.

The Company advises that, as announced on 20 July 2018, several mining and development companies are currently evaluating Pacifico's Urrao and Natagaima Copper Gold projects in Colombia for potential joint venture/purchase however negotiations have not progressed further as at the date of this notice, with discussions still ongoing and incomplete.

