



MILLENNIUM

MINERALS LIMITED

ABN 85 003 257 556

25 February 2019

CLEANSING NOTICE

PRO-RATA RENOUNCEABLE ENTITLEMENT OFFER

This notice is given by Millennium Minerals Limited (ACN 003 257 556) (**Company**).

This notice is given in accordance with section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**), as modified by Australian Securities and Investments Commission's Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Legislative Instrument**).

Background

The Company has today announced that it is undertaking a pro-rata renounceable entitlement offer to raise up to approximately \$15 million (before costs) (**Entitlement Offer**).

Under the Entitlement Offer, eligible shareholders with a registered address in Australia, New Zealand, Singapore, Hong Kong, the British Virgin Islands and the United Kingdom will be invited to subscribe for 1 fully paid ordinary share (**New Shares**) for every 8.8 existing shares in the Company held as at 7pm (Sydney time) on 28 February 2019 at an issue price of \$0.165 per New Share.

The Entitlement Offer is fully underwritten by Bell Potter Securities Limited (**Underwriter**) with a sub-underwriting arrangement with IMC Resources Gold Holdings Pte Ltd (**IMC**).

Notice under section 708AA(2)(f) of the Corporations Act

In respect of the Entitlement Offer, the Company advises:

1. the New Shares will be offered without disclosure to investors under Part 6D.2 of the Corporations Act;
2. this notice is being given under section 708AA(2)(f) of the Corporations Act, as modified by the Legislative Instrument;
3. as at the date of this notice, the Company has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - (b) section 674 of the Corporations Act;
4. as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) or 708AA(9) of the Corporations Act, which is required to be set out under section 708AA(7) of the Corporations Act;
5. the potential effect that the Entitlement Offer will have on the control of the Company and the consequences of that effect will depend on a number of factors, including investor demand and existing shareholdings.

The maximum number of New Shares to be issued pursuant to the Entitlement Offer is approximately 90,623,720 New Shares. The total number of shares on issue on completion of the Entitlement Offer will be approximately 888,112,463 shares.

As at the date of this Cleansing Notice, IMC and its associates hold a relevant interest in 379,026,097 shares, constituting a voting power of 47.53% in the Company. IMC has agreed to subscribe for its full Entitlement of 43,071,147 New Shares under the Entitlement Offer, and sub-underwrite the Entitlement Offer pursuant to a sub-underwriting agreement with the Company and the Underwriter. IMC's present relevant interest and changes under several scenarios are set out in the table below.

Event	Shares held by IMC (and its associates)	Shares held by Other Shareholders ⁵	Total Shares ⁶	Voting power of IMC
Date of Cleansing Notice	379,026,097	418,462,646	797,488,743	47.53%
100% subscribed ¹	422,097,244	466,015,219	888,112,464	47.53%
75% subscribed ²	433,985,388	454,127,076	888,112,464	48.87%
50% subscribed ³	445,873,531	442,238,933	888,112,464	50.20%
47.53% subscribed ⁴	469,649,818	418,462,646	888,112,464	52.88%

Note:

1. Assumes the Entitlement Offer is fully subscribed.
2. Assumes 25% of IMC's sub-underwriting commitment is called upon.
3. Assumes 50% of IMC's sub-underwriting commitment is called upon.
4. Assumes no subscriptions (other than IMC's subscription) are received under the Entitlement Offer and the IMC sub-underwriting commitment is fully called upon.
5. The term "Other Shareholders" used in the above table refers to Eligible Shareholders or other participants in the Entitlement Offer (as applicable) excluding IMC and its associates.
6. Assumes no further Shares are issued or Options exercised or Performance Rights converted into Shares.

As illustrated above, the maximum voting power of IMC in the event that no other Eligible Shareholders subscribe for New Shares is 52.88%. The sub-underwriting obligation and therefore voting power of IMC will be reduced by a corresponding amount for the number of New Shares subscribed for by the other Eligible Shareholders. Any shortfall will be allocated firstly to Eligible Shareholders who apply for New Shares in addition to their entitlement (**Additional New Shares**), followed by any Additional New Shares issued to sub-underwriters (other than IMC).

ENDS