



ASX ANNOUNCEMENT

4 April 2019

The Manager
Companies Announcements Office
Australian Securities Exchange

Appendix 3B - Shares and Options Issued upon completion of Rights Issue, Placement and issue of Share Appreciation Rights (SARs)

Argosy Minerals Limited (ASX: **AGY**) ("**Argosy**" or "**Company**") is pleased to confirm that it has today issued 91,005,566 fully paid ordinary shares and 39,334,670 Listed Options upon completion of its recent Renounceable Rights Issue and Placement as detailed in the announcement dated 2 April 2019. The Company has also issued 5,000,000 Share Appreciation Rights (SARs) at this time to employees/consultants.

The final amount of shares being issued is 91,005,566 fully paid ordinary shares, which differs slightly from the amount disclosed in announcement dated 2 April 2019, of 91,605,576 due to a double up in applications.

Appendix 3B Attached.

Andrea Betti
Company Secretary



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

ARGOSY MINERALS LIMITED

ABN

27 073 391 189

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 | <ol style="list-style-type: none">1. Fully Paid Ordinary Shares2. Listed Options3. Share Appreciation Rights (SARs) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ol style="list-style-type: none">1. 91,005,566 Fully Paid Ordinary shares2. 39,334,670 Listed Options3. 5,000,000 SARs |
| 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) | <ol style="list-style-type: none">1. Fully Paid Ordinary Shares2. Listed Options with an exercise price of \$0.20 and expiring 31/03/2022, and otherwise on terms set out in the prospectus dated 8 March 2019.3. Share Appreciation Rights (SARs) are issued under the terms of the Company's Employee Equity Incentive Plan. SARs issued with an exercise price of \$0.22 and expiring 28 February 2022. Terms and Conditions as per attached. |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

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 	<ol style="list-style-type: none"> 1. Yes 2. No, this is a new class of option. Options do not carry entitlements to dividends or voting rights. Shares issued upon the exercise of the unlisted options will rank equally it existing Shares from the date of issue. 3. No, this is a new class of unquoted Share Appreciation Rights (SARs).
5	Issue price or consideration	<ol style="list-style-type: none"> 1. \$0.10 per Share 2. Listed Options – nil 3. SARs - nil
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ol style="list-style-type: none"> 1. & 2. Share and Options issued upon completion of the renounceable rights issue (including oversubscriptions) with funds to be used for progress of the Rincon Project in Argentina, tenement acquisition, general working capital and costs of the offer. 3. Issued to employees/contractors under the Company's Employee Equity Incentive 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 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	<ol style="list-style-type: none"> 1. 29,441,650 Fully Paid Shares 2. 18,813,365 Listed Options

+ See chapter 19 for defined terms.

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	1. 61,563,916 Fully Paid Ordinary Shares 2. 20,521,305 Listed Options 3. 5,000,000 SARs						
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	Rule 7.1 – 99,504,059 Rule 7.1A – 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.	4 April 2019						
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>1,014,502,141</td><td>Ordinary Fully Paid Shares</td></tr><tr><td>39,334,670</td><td>Listed Options with exercise price of \$0.20 and expiring 31/03/2022</td></tr></table>	Number	+Class	1,014,502,141	Ordinary Fully Paid Shares	39,334,670	Listed Options with exercise price of \$0.20 and expiring 31/03/2022
Number	+Class							
1,014,502,141	Ordinary Fully Paid Shares							
39,334,670	Listed Options with exercise price of \$0.20 and expiring 31/03/2022							

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Appendix 3B
New issue announcement

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	
	5,000,000	Options exercisable at \$0.045 and expiring 31/12/2019
	1,000,000	Share Appreciation Rights (SARs) exercisable at \$0.225 and expiring 22 December 2020
	4,500,000	Options exercisable at \$0.225 and expiring 22/12/2020
	5,000,000	Share Appreciation Rights (SARs) exercisable at \$0.22 and expiring 28 February 2022
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Remains unchanged

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?	

+ See chapter 19 for defined terms.

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 <small>Note: Security holders must be told how their entitlements are to be dealt with.</small> <small>Cross reference: rule 7.7.</small>	
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	

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- 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)

⁺ See chapter 19 for defined terms.

38	Number of +securities for which +quotation is sought	N/A				
39	+Class of +securities for which quotation is sought	N/A				
40	<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 	N/A				
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A				
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 50%; text-align: center;">Number</th> <th style="width: 50%; text-align: center;">+Class</th> </tr> <tr> <td style="height: 60px;"></td> <td></td> </tr> </table>	Number	+Class		
Number	+Class					

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.

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- 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: 4 April 2019
(Company Secretary)

Print name: Andrea Betti

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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	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	918,496,575
Add the following: <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 Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	5,000,000 (31.08.2018 – LR 7.2 exception) 61,563,916 (04.04.2019 Rights Issue)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	985,060,491

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	147,759,074
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert 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>Note:</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> 	<p>29,441,650 – Shares (04.04.2019)</p> <p>18,813,365 – Options (04.04.2019)</p>
“C”	48,255,015
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	147,759,074
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	48,255,015
Total [“A” x 0.15] – “C”	<p>99,504,059</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

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>	N/A
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items 	
“E”	

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Holdings Range Report

Argosy Minerals Limited

Security Class(es): AGYO - LISTED OPTIONS EXP 31/03/2022 @ \$0.20

 As at Date: 04-Apr-2019

Holding Ranges	Holders	Total Units	% Issued Share Capital
1 - 1,000	506	200,140	0.51%
1,001 - 5,000	399	1,008,716	2.56%
5,001 - 10,000	117	871,608	2.22%
10,001 - 100,000	236	7,569,747	19.24%
100,001 - 9,999,999,999	61	29,684,459	75.47%
TOTALS	1,319	39,334,670	100.00%

 Report generated on 04-Apr-2019 at 06:01 PM

Sydney
 Level 5
 126 Phillip Street
 Sydney NSW 2000

Perth
 Level 2
 267 St Georges Terrace
 Perth WA 6000

Melbourne
 Level 12
 575 Bourke Street
 Melbourne VIC 3000

Top Holders Grouped Report

Argosy Minerals Limited

Security Class(es): AGYO - LISTED OPTIONS EXP 31/03/2022 @ \$0.20

Display Top: 20

As at Date: 04-Apr-2019

Position	Holder Name	Holding	% IC
1	BRISPOT NOMINEES PTY LTD <HOUSE HEAD NOMINEE A/C>	4,170,000	10.60%
2	MR MICHAEL SOUCIK & MRS HEATHER SOUCIK <HMS SUPERANNUATION FUND A/C>	4,137,930	10.52%
3	CPS CAPITAL INVESTMENTS PTY LTD	2,700,000	6.86%
4	CS THIRD NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 13 A/C>	2,496,666	6.35%
5	MRS HEATHER SOUCIK <HMS A/C>	2,415,000	6.14%
6	1215 CAPITAL PTY LTD	833,333	2.12%
7	KLIP PTY LTD <THE BEIRNE SUPER FUND A/C>	666,666	1.69%
7	MR RYAN JAMES ROWE	666,666	1.69%
8	ROOKHARP INVESTMENTS PTY LIMITED	500,000	1.27%
9	MS CHUNYAN NIU	433,333	1.10%
10	PETER VANDA RESOURCES PTY LTD <JOHN A ZAMBONI FAMILY A/C>	426,837	1.09%
11	JBPB HOLDINGS PTY LTD <JBPB HOLDINGS A/C>	400,000	1.02%
11	1215 CAPITAL PTY LTD	400,000	1.02%

Position	Holder Name	Holding	% IC
12	WHITE TRADING PTY LTD	399,999	1.02%
13	VELVET BAY HOLDINGS PTY LTD <THE VELVET BAY A/C>	389,296	0.99%
14	TROCA ENTERPRISES PTY LTD <COULSON SUPER FUND A/C>	366,666	0.93%
15	BRIDGE THE GAP TRADING PTY LTD	333,333	0.85%
16	MARJAN MANAGEMENT (AUST) PTY LTD <MARJAN FAMILY SUPERFUND A/C>	314,616	0.80%
17	ROTHERWOOD ENTERPRISES PTY LTD	266,666	0.68%
17	SANCOAST PTY LTD	266,666	0.68%
18	JOHN ANTHONY ZAMBONI	252,466	0.64%
19	MR JAMES ANTHONY MORLEY & MS YUKARI TAKAHASHI <MORLEY SUPERFUND A/C>	249,999	0.64%
20	MR BRENT FISHER	233,333	0.59%
20	MR WEIMIN CHEN	233,333	0.59%
TOTALS		23,552,804	59.88%
Total Issued Capital		39,334,670	100.00%

ARGOSY MINERALS LIMITED

TERMS AND CONDITIONS OF SHARE APPRECIATION RIGHTS(SARS)

Share Appreciation Rights (SARs) are entitlements to receive a number of Shares which can be exercised at the Exercise Price before they expire.

1. The exercise of SARs will occur on a cashless basis so there will be no actual payment of the Exercise Price, but it will be taken into account in calculating the number of Shares allocated upon exercise.
2. SARs do not carry a right to vote or to dividends or, in general, a right to participate in other corporate actions such as bonus issues.
3. No monies will be payable for the issue of the SARs.
4. A Certificate will be issued for the SARs.
5. The Exercise Price of each SAR will be AUD\$0.22.
6. Unless they lapse earlier in accordance with these terms, the SARs shall expire 28 February 2022.
7. For each SAR that is validly exercised, you will be allocated Shares based on the formula below (rounded up to the nearest whole Share):

$$\text{Shares to Receive} = \text{SARs being exercised} \times (A-B)/A$$

Where:

A = Volume weighted average price (VWAP) of a Share for the five trading days before the date of exercise

B = Exercise Price (\$0.22)

8. The Board has discretion to settle exercised SARS in cash.
9. The SARs will vest as follows:
 - Tranche 1 (1,500,000 SARs): to vest immediately;
 - Tranche 2 (3,500,000 SARs): to vest upon the Company obtaining the full funding required to develop the commercial scale stage of the Rincon Lithium Project as determined by the Board subject to the consultant/employee remaining employed/engaged as a consultant on the vesting date;If full funding for the development of the commercial scale stage cannot be secured in the first instance, the vesting conditions for Tranche 2 (3,500,000 SARs) will be as follows:
 - 1,500,000 SARS to vest upon the Company securing funding for the construction of a processing plant with capacity of 2,000tpa LCE product subject to the consultant/employee remaining employed/engaged as a consultant on the vesting date;
 - 2,000,000 SARs to vest upon the Company securing funding for the development of the commercial scale stage (being an operation of 10,000tpa LCE product) subject to the consultant/employee remaining employed/engaged as a consultant on the vesting date.
10. SARs are subject to the following terms:
 - (a) SARs shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the SARs holder to exercise all or a specified number of SARs held by him accompanied by an SARs

certificate and a cheque made payable to the Company or an electronic funds transfer for the subscription monies for the Shares; and

- (b) an exercise of only some SARs shall not affect the rights of the SARs holder to the balance of the SARs held by the holder.
11. The SARs may be exercised in whole or in part, and if exercised in part, multiples of 100 must be exercised on each occasion.
 12. The Company shall allot the resultant Shares within ten (10) Business Days of the exercise of the SARs.
 13. Shares allotted pursuant to an exercise of SARs shall rank, from the date of allotment, equally with existing fully paid ordinary shares of the Company in all respects.
 14. The SARs are not transferable, without the prior approval of the Company.
 15. The Company will not apply for quotation of the SARs on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of SARs on ASX within 10 Business Days after the date of allotment of those Shares.
 16. In the event of any reorganisation of capital of the Company, all rights of the SARs holder will be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
 17. There are no participating rights or entitlements inherent in the SARs and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the SARs.
 18. An SARs do not confer the right to a change in exercise price or a change in the number of underlying securities over which the SARs can be exercised.
 19. The SARs will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant SARs.