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28th October 2019

\$1.95M NON-RENOUNCEABLE RIGHTS ISSUE

Zenith Minerals Limited (ASX:ZNC “Zenith” or the “Company”) is undertaking a capital raising of approximately up to \$1.95 million (before costs) that will allow Zenith to provide funding for ongoing exploration activities on the Company’s exploration portfolio and for working capital.

Zenith’s MD Mick Clifford commented “The recent strong gold results from our 100% owned Split Rocks in the Forrestania belt, and Red Mountain in Queensland warrant immediate follow up, along with continued work on lithium targets at Split Rocks, Waratah Well, and progressing our new wholly owned REE project in Wyoming. In conjunction with partner funder exploration particularly on overseas gold and lithium projects, additional funding through this offer should see shareholders exposed to considerable high-impact project activity in next 12 months.

Your directors have indicated their intention to participate in the entitlements offer and encourage you to consider carefully this opportunity to increase your holding through this discounted offer with no brokerage costs.”

Details of the offer

This capital raising will be undertaken through a non-renounceable entitlement offer of one (1) new fully paid ordinary share (**New Share**) for every six (6) existing fully paid ordinary shares (**Shares**) held by Eligible Shareholders as at 5.00pm (AEDT) on Thursday, 31 October 2019 (**Record Date**) (**Entitlement Offer**).

The Entitlement Offer will be made by the Company pursuant to an offer document in accordance with section 708AA of the *Corporations Act 2001 (Cth)* (**Corporations Act**) (**Offer Document**) to be sent to Eligible Shareholders on or about Tuesday, 5 November 2019.

The new shares will be issued at a price of A\$0.055 per share, representing a discount of 13% to the last closing price on Wednesday, 23 October 2019 and a discount of 17% to the 30-day volume weighted average price of Zenith ordinary shares.

A total of up to 35,519,116 shares will be issued pursuant to the Entitlement Offer.

The Entitlement Offer period will open on Tuesday, 5 November 2019 and is due to close on Tuesday, 19 November 2019 (unless extended by the Company in accordance with the Corporations Act and the Listing Rules).

Eligible Shareholders

The Entitlement Offer is only available to shareholders who:

- (a) are registered as a holder of Shares as at the Record Date (being 5.00pm (AEDT) on 31 October 2019);
- (b) have an address on the Company’s share register in Australia, New Zealand, Singapore, the United Kingdom or Switzerland; and
- (c) are eligible under all applicable laws to receive an offer under the Entitlement Offer without a prospectus, disclosure document, product disclosure statement or any lodgement, filing, registration or qualification,

(Eligible Shareholders). Shareholders who do not satisfy each of these criteria are considered ‘Ineligible Shareholders’ and will not be eligible to participate in the Entitlement Offer.

Eligible Shareholders will also be able to participate in a further discretionary offer of New Shares, being the New Shares that have been initially offered to Eligible Shareholders under the Entitlement Offer (**Shortfall Offer**). The Shortfall Offer is a separate offer made pursuant to the Offer Document and will remain open for up to three months from the closing date of the Entitlement Offer.

The Offer Document, together with a personalised entitlement and acceptance form will be mailed to all Eligible Shareholders in accordance with the timetable below. The Offer Document will also be lodged with ASX and be made available on the Company's website (www.zenithminerals.com.au) and at the Company's registered office at Level 2, 33 Ord Street West Perth once despatched to Eligible Shareholders.

Indicative Timetable

The following timetable is indicative only. Subject to the Corporations Act and Listing Rules, the Company reserves the right to vary the dates and times in connection with the Entitlement Offer, including the closing date, without prior notice.

Event	Date
Announcement of Entitlement Offer and Cleansing Statement	Monday, 28 October 2019
Notice to Shareholders including information required by Appendix 3B	Tuesday, 29 October 2019
Ex-Date for Entitlement Offer	Wednesday, 30 October 2019
Record Date to determine Entitlement to New Shares (5.00pm AEDT)	Thursday, 31 October 2019
Despatch of Offer Document and Application Form and announcement that dispatch completed.	Tuesday, 5 November 2019
Entitlement Offer opens	Tuesday, 5 November 2019
Entitlement Offer closes (5.00pm (AEDT))	Tuesday, 19 November 2019
New Shares under Entitlement Offer quoted on a deferred settlement basis	Wednesday, 20 November 2019
Announcement of Entitlement Offer shortfall	Thursday, 21 November 2019
Issue of New Shares under Entitlement Offer	Monday, 25 November 2019
Despatch date of holding statements	Monday, 25 November 2019
Trading of New Shares issued under the Entitlement Offer on a normal basis	Tuesday 26, November 2019

An Appendix 3B for the Entitlement Offer is attached.

For an on behalf of the Board

Michael Clifford
Managing Director
Zenith Minerals Limited

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