

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

Galena Mining Limited

ABN

63 616 317 778

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 | (i) Fully Paid Ordinary Shares
(ii) Share Appreciation Rights vesting at various dates expiring 21 January 2024 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (i) 7,000,000
(ii) 540,000 |

+ See chapter 19 for defined terms.

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)

(i) Fully Paid Ordinary Shares

(ii) Share Appreciation Rights (SARs) are issued under the terms of the Company's existing Performance Rights Plan as adopted by shareholders at Company's Annual General Meeting held 26 November 2018 (the Plan) for nil consideration. Share Appreciation Rights issued under the Plan are entitlements to acquire a number of Shares upon satisfaction of the terms and conditions determined by the Board under the Plan. These Share Appreciation Rights granted under the Plan are subject to the following vesting conditions.

-Strike Price of 20 trading day VWAP prior to the Offer Date (21 January 2019), being \$0.17, exercisable five (5) years from the Offer Date (21 January 2019) vesting in tranches as follows:

-50% of SARs to vest 12 months following the Offer Date (21 January 2020);

-25% of SARs to vest 24 months following the Offer Date (21 January 2021);

-25% of SARs to vest 36 months following the Offer Date (21 January 2022).

SARS will only vest on the vesting dates if the employee remains employed by the Company on the vesting date. The employee must remain employed by the Company at the time of exercise. At the absolute discretion of the Board, vested and exercised Share Appreciation Rights will be converted into Galena Ordinary Shares or will be paid as a Cash Payment. Unvested Share Appreciation Rights which do not meet the vesting conditions or are not exercised within the exercise period will automatically lapse.

<p>4 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>(i) Yes</p> <p>(ii) No - Share Appreciation Rights are a different security from the existing class of quoted securities (Fully Paid Ordinary Shares) and therefore do not rank equally with them.</p> <p>Share Appreciation Rights do not confer on the holder an entitlement to vote at shareholder meetings, receive dividends or participate in pro-rata equity issues.</p> <p>Galena shares which are allocated following the vesting and exercise of Share Appreciation Rights will rank equally in all respects with Galena Fully Paid Ordinary Shares.</p>
<p>5 Issue price or consideration</p>	<p>(i) \$0.3429 per share – non-cash consideration</p> <p>(ii) Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(i) Consideration per Deed of Termination to terminate 1.125% net smelter royalty entitlement over Abra Base Metals Project</p> <p>(ii) Issue of Share Appreciation Rights to eligible participants under the Performance Rights Plan as adopted by shareholders at the 26 November 2018 AGM for nil consideration and approved by Shareholders at the 8 November 2019 AGM</p>
<p>6a 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>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>8 November 2019</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>(i) 7,000,000</p>

+ 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	(ii) 540,000 Share Appreciation Rights vesting at various dates expiring 21 January 2024. Pursuant to approval of the Company's Performance Rights Plan by shareholders at annual general meeting of the Company held on 26 November 2018 and pursuant Shareholder approval at the annual general meeting held 8 November 2019.
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	Refer to 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.	4 December 2019

	Number	+Class
8	384,222,853	Fully paid ordinary shares

	Number	+Class
9	6,050,000	Options exercisable at \$0.06 on or before 30 June 2020
	12,000,000	Options exercisable at \$0.08 on or before 30 June 2021
	5,000,000	Options exercisable at \$0.30 on or before 6 February 2021
	1,250,000	Options exercisable at \$0.50 on or before 26 March 2023
	1,250,000	Options exercisable at \$0.60 on or before 26 March 2023
	1,250,000	Options exercisable at \$0.50 on or before 17 April 2023
	1,250,000	Options exercisable at \$0.60 on or before 17 April 2023
	1,500,000	Class 2 Performance Rights
	2,500,000	Class 3 Performance Rights
	2,900,000	Class 4 Performance Rights
	2,400,000	Class 5 Performance Rights
	2,900,000	Class 7 Performance Rights
	2,400,000	Class 8 Performance Rights
	200,000	Class 9 Performance Rights
	200,000	Class 10 Performance Rights
	1,800,000	Share Appreciation Rights (granted 21 January 2019)

+ See chapter 19 for defined terms.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
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12	Is the issue renounceable or non-renounceable?	N/A
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13	Ratio in which the ⁺ securities will be offered	N/A
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14	⁺ Class of ⁺ securities to which the offer relates	N/A
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15	⁺ Record date to determine entitlements	N/A
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
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17	Policy for deciding entitlements in relation to fractions	N/A
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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. Cross reference: rule 7.7.</small>	N/A
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19	Closing date for receipt of acceptances or renunciations	N/A
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20	Names of any underwriters	N/A
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21	Amount of any underwriting fee or commission	N/A
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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	+Issue date	N/A

+ See chapter 19 for defined terms.

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

<p>40 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>N/A</p>
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<p>41 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>	<p>N/A</p>
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	Number	+Class
<p>42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)</p>	<p>N/A</p>	<p>N/A</p>

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.

+ See chapter 19 for defined terms.

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:



(Company Secretary)

Date: 4 December 2019

Print name:

Stephen Brockhurst

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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	337,022,853
<p>Add 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>EXCEPTION</p> <ul style="list-style-type: none"> - 2,500,000 (2 May 2019) - 1,000,000 (6 September 2019) - 5,000,000 (9 September 2019) - 5,100,000 (9 September 2019) - 700,000 (2 October 2019) - 150,000 (2 October 2019) - 750,000 (4 November 2019) <p>RATIFIED</p> <ul style="list-style-type: none"> - 12,500,000 (26 March 2019) - 12,500,000 (17 April 2019)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	377,222,853
Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	56,583,428

+ See chapter 19 for defined terms.

Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used

Insert number of +equity securities issued or agreed to be issued in that 12 month period *not counting* those issued:

- Under an exception in rule 7.2
- Under rule 7.1A
- With security holder approval under rule 7.1 or rule 7.4

- 7,000,000 (4 December 2019 – this notice)

Note:

- *This applies to equity securities, unless specifically excluded – not just ordinary securities*
- *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*

“C” 7,000,000

Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1

“A” x 0.15 56,583,428

Note: number must be same as shown in Step 2

Subtract “C” 7,000,000

Note: number must be same as shown in Step 3

Total [“A” x 0.15] – “C” 49,583,428

[Note: this is the remaining placement capacity under rule 7.1]

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>	377,222,853
Step 2: Calculate 10% of “A”	
“D” <i>Note: this value cannot be changed</i>	0.10
Multiply “A” by 0.10	37,722,285
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 <i>Notes:</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”	-
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	37,722,285
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.10] – “E”	37,722,285 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.



ASX ANNOUNCEMENT

4 December 2019

ASX: G1A

NOTICE UNDER SECTION 708A

GALENA MINING LTD. ("**Galena**" or the "**Company**") (**ASX: G1A**) has issued the following securities on 4 December 2019.

- 7,000,000 Fully Paid Ordinary Shares.

The Shares are part of a class of securities quoted on the Australian Securities Exchange Limited (ASX).

The Company gives this notice pursuant to Section 708A(5)(e) of the Corporations Act.

The Shares were issued without disclosure to the private investors under Part 6D.2, in reliance on Section 708A(5) of the Corporations Act.

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

- a) the provisions of Chapter 2M of the Corporations Act; and
- b) Section 674 of the Corporations Act.

There is no excluded information as at the date of this notice, for the purposes of Sections 708A(7) and (8) of the Corporations Act.

Galena Mining Ltd.,

Stephen Brockhurst
Company Secretary