

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

MinQuest Limited

ABN

21 146 035 127

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 | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>(a) 5,144,391 fully paid ordinary shares issued pursuant to the partial conversion of a convertible note by Magna Equities II LLC.</p> <p>(b) A convertible note with a face value of USD69,000</p> |
| 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) | <p>(a) Fully paid ordinary shares issued on the same terms as fully paid ordinary shares.</p> <p>(b) A convertible note with a face value of US\$69,000 that may be converted into fully paid ordinary shares at the lower of 85% of the lowest daily VWAP in the 5 days prior to conversion or \$0.05 per share on or before 24 January 2017. Based on the AUD:USD exchange rate as at 22 January 2016 and the Company's share price at 22 January 2016, conversion of the convertible note would have resulted in the issue of 11,596,639 shares by the Company.</p> |

+ See chapter 19 for defined terms.

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 	<p>(a) Yes.</p> <p>(b) Shares issued pursuant to the conversion of convertible notes will rank equally with fully paid ordinary shares.</p>
5	Issue price or consideration	<p>(a) \$0.008415 per share.</p> <p>(b) Convertible note with a face value of \$69,000</p>
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>(a) Issued in respect of the partial conversion of convertible notes issued to Magna Equities II LLC. The amount converted was USD30,000.</p> <p>(b) Funds received pursuant to the issue of the convertible note are to be used for general 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>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2015
6c	Number of +securities issued without security holder approval under rule 7.1	<p>(b) A convertible note with a face value of US\$69,000 that may be converted into 11,596,639 fully paid ordinary shares based on the AUD:USD exchange rate as at 22 January 2016 and the Company's share price at 22 January 2016.</p>
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)	(a) 5,144,391 fully paid ordinary shares issued as partial conversion of Convertible Notes that were issued in accordance with shareholder approval received at the Extraordinary General Meeting held on 7 October 2015										
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.	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	LR7.1 25,702,073 LR7.1A 24,865,808										
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.	22 January 2016										
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="766 1377 1061 1422">Number</th> <th data-bbox="1069 1377 1556 1422">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="766 1422 1061 1478">216,030,031</td> <td data-bbox="1069 1422 1556 1478">Fully paid ordinary shares</td> </tr> <tr> <td data-bbox="766 1478 1061 1534">10,000,000</td> <td data-bbox="1069 1478 1556 1534">Fully paid ordinary shares issued under the Oresearch Acquisition Agreement and subject to trading restrictions until 5 May 2016.</td> </tr> <tr> <td data-bbox="766 1534 1061 1590">22,628,048</td> <td data-bbox="1069 1534 1556 1590">Fully paid ordinary shares issued under the Oresearch Acquisition Agreement and subject to trading restrictions until 6 June 2016.</td> </tr> <tr> <td data-bbox="766 1590 1061 1646">72,816,669</td> <td data-bbox="1069 1590 1556 1646">Share options with an exercise price of \$0.045 per share expiring 11/05/2017</td> </tr> </tbody> </table>	Number	+Class	216,030,031	Fully paid ordinary shares	10,000,000	Fully paid ordinary shares issued under the Oresearch Acquisition Agreement and subject to trading restrictions until 5 May 2016.	22,628,048	Fully paid ordinary shares issued under the Oresearch Acquisition Agreement and subject to trading restrictions until 6 June 2016.	72,816,669	Share options with an exercise price of \$0.045 per share expiring 11/05/2017
Number	+Class											
216,030,031	Fully paid ordinary shares											
10,000,000	Fully paid ordinary shares issued under the Oresearch Acquisition Agreement and subject to trading restrictions until 5 May 2016.											
22,628,048	Fully paid ordinary shares issued under the Oresearch Acquisition Agreement and subject to trading restrictions until 6 June 2016.											
72,816,669	Share options with an exercise price of \$0.045 per share expiring 11/05/2017											

+ See chapter 19 for defined terms.

	Number	+Class
<p>9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)</p>	7,923,097	Share options with an exercise price of \$0.045 per share expiring 11/02/2017
	6,000,000	Share options with an exercise price of \$0.045 per share expiring 23/07/2017
	1,696,756	Share options with an exercise price of \$0.10 per share expiring 10 August 2018.
	I	Convertible note with a face value of US\$19,000 and an expiry date of 10 August 2016 that may be converted into equity securities at a conversion price that is the lesser of (a) the 5 day VWAP prior to the issue of a conversion notice or (b) A\$0.05 per share.
	I	Convertible note with a face value of US\$69,000 and an expiry date of 25 November 2016 that may be converted into equity securities at a conversion price that is the lesser of (a) the lowest VWAP in the 5 days prior to the issue of a conversion notice or (b) A\$0.05 per share.
	I	Convertible note with a face value of US\$69,000 and an expiry date of 22 December 2016 that may be converted into equity securities at a conversion price that is the lesser of (a) the lowest VWAP in the 5 days prior to the issue of a conversion notice or (b) A\$0.05 per share.
	I	Convertible note with a face value of US\$69,000 and an expiry date of 22 December 2016 that may be converted into equity securities at a conversion price that is the lesser of (a) the lowest VWAP in the 5 days prior to the issue of a conversion notice or (b) A\$0.05 per share.
<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	All fully paid ordinary shares rank equally in relation to dividends.	

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
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

+ See chapter 19 for defined terms.

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

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
- 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

+ See chapter 19 for defined terms.

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

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: 26 January 2016

Company secretary

Print name:

Stephen Kelly

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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	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	75,535,244
<i>Add</i> 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 Nil • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval 173,122,835 • Number of partly paid +ordinary securities that became fully paid in that 12 month period NIL <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> 	
<i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	248,658,079

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	37,298,712
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><i>Note:</i></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> 	11,596,639
“C”	11,596,639
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	37,298,712
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	11,596,639
Total [“A” x 0.15] – “C”	25,702,073 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ 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>	248,658,079
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	24,865,808
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"> • <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> 	Nil
“E”	Nil

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>	24,865,808
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	24,865,808 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.