

ASX and Media Release: 28 September 2016
ASX Code: WRM

Placement and Entitlement Offer to raise up to \$5.74 million

ASX Code: WRM

Issued Securities

Shares: 441.3 million
Options: 100.5 million

Cash on hand (30 June 2016)
\$0.26M

Market Cap (23 Sept 2016)
\$7.9M at \$0.018 per share

Directors & Management

Brian Phillips
Non-Executive Chairman

Matthew Gill
Managing Director &
Chief Executive Officer

Geoffrey Lowe
Non-Executive Director

Peter Lester
Non-Executive Director

Shane Turner
Company Secretary

Rohan Worland
Exploration Manager

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Overview

- **White Rock is pleased to announce an equity raising of up to \$5.74 million (before costs) through a:**
 - **Placement of fully paid ordinary shares to raise \$1.62 million, and**
 - **1 for 2 pro-rata non-renounceable entitlement offer of fully paid ordinary shares to existing eligible shareholders to raise up to \$4.12 million.**
- **Offer price of \$0.015 (1.5 cents) per share represents a 17% discount to the last traded price of White Rock shares, and a 25% discount to the 2-month VWAP. The Offer price is also a 40% discount to the 3-month VWAP.**

DETAILS OF THE PLACEMENT AND ENTITLEMENT OFFER

White Rock Minerals Limited (ASX: WRM) (**White Rock**) is pleased to announce an equity raising of up to \$5.74 million through a placement of fully paid ordinary shares to investors (**Placement**) and a pro-rata non-renounceable 1 for 2 entitlement offer of fully paid ordinary shares (**New Shares**) in White Rock to existing eligible shareholders including participants under the Placement (**Entitlement Offer**) (together, the **Equity Raising**).

Sanlam Private Wealth P/L is acting as the lead manager to the Equity Raising. The Equity Raising is not underwritten.

Funds raised from the Equity Raising (after costs) will be used to fund the Definitive Feasibility Study (DFS), the Environmental Impact Statement (EIS) and associated approvals for White Rock's Mt Carrington Project, exploration activities at the Red Mountain Project and general working capital purposes.

About the Placement

White Rock has received commitments from certain sophisticated and professional investors to raise A\$1.62 million via the issue of 108,266,668 fully paid ordinary shares at the issue price of 1.5 cents per share (the Placement).

Shareholders will be eligible to participate in the Entitlement Offer in respect of any shares issued to them under the Placement.

About the Entitlement Offer

The offer price for the Entitlement Offer is \$0.015 (1.5 cents) per New Share (**Offer Price**). Under the Entitlement Offer, eligible shareholders will be able to subscribe for 1 New Share for every 2 existing fully paid ordinary shares held as at 7.00 pm (Melbourne time) on Friday, 7 October 2016 (**Record Date**) at the Offer Price.

Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up their entitlements will not receive any value in respect of those entitlements that they do not take up. The directors have reserved the right to place any shortfall within 3 months of close of the Entitlement Offer.

In addition to being able to apply for new shares under the Entitlement Offer, eligible shareholders will also have the ability to apply for additional new shares in excess of their entitlement that are not subscribed for by other eligible shareholders under the Entitlement Offer at the Offer Price.

Eligible shareholders will receive an information booklet including a personalised entitlement and acceptance form which will provide further details of how to participate in the Entitlement Offer. A copy of the information booklet will also be lodged with ASX. White Rock will also despatch a letter in relation to the Entitlement Offer to each holder of options. Those shareholders who White Rock determines to be ineligible shareholders will also be notified.

An investor presentation on the Entitlement Offer has been lodged with ASX today. The investor presentation contains important information, including a summary of key risks associated with an investment in White Rock and foreign selling restrictions with respect to the Entitlement Offer.

Equity Raising Key Dates

Event	Date
Announcement of the Equity Raising	Wednesday, 28 September 2016
Shareholder notice despatched	Thursday, 29 September 2016
Issue and Allotment of Placement Shares	Wednesday, 5 October 2016
Shares traded on an "ex" entitlement basis	Thursday, 6 October 2016
Record Date for eligibility to participate in the Entitlement Offer	7.00 pm (Melbourne time) Friday, 7 October 2016
Despatch of Entitlement Offer Booklet and Entitlement and Acceptance Form to eligible shareholders	Monday, 10 October 2016
Entitlement Offer opens	Monday, 10 October 2016
Last date to extend the Closing Date for the Entitlement Offer	Tuesday, 18 October 2016
Entitlement Offer closes	5.00 pm (Melbourne time) Friday 21 October 2016
New Shares quoted on deferred settlement basis	Monday, 24 October 2016
Shortfall (if any) announced to ASX	Tuesday, 25 October 2016
Issue of New Shares under the Entitlement Offer and despatch of Holding Statements	Friday, 28 October 2016
New Shares under Entitlement Offer commence trading on a normal settlement basis	Monday, 31 October 2016

All dates are indicative only and subject to change. All times and dates refer to times and dates in Melbourne, Australia. Subject to the requirements of the *Corporations Act 2001* (Cth), the ASX Listing Rules and any other applicable laws, White Rock reserves the right to withdraw or vary the timetable without notice.

In connection with the Equity Raising, Sanlam Private Wealth Pty Ltd will receive fees for acting as lead manager, including 3,000,000 two-year options with an exercise price of \$0.03 (3 cents) each and 3,000,000 three-year options with an exercise price of \$0.06 (6 cents) each. Each option will entitle the holder to subscribe for one fully paid ordinary share in White Rock. The issue of these options is subject to shareholder approval at White Rock's forthcoming annual general meeting.

Comment

Matt Gill, MD&CEO, said:-

"This equity raising is a game-changer for White Rock. With this equity raising, White Rock will be able to advance the current Scoping Study¹ to Definitive Feasibility Study (DFS) level, and progress the necessary permitting through completion and submission of its Environmental Impact Statement (EIS).

Once these two activities are completed, and subject to certain Conditions Precedent, the proposed US\$19m financing package² offered by Cartesian Royalty Holdings (CRH) will unlock the full potential of our Mt Carrington gold – silver project, where a strong resource base of 338,000 ounces of gold and 23.4 million ounces of silver³, supported by existing infrastructure, provides strong financial returns over an initial 7-year mine life¹.

This equity raising should also allow White Rock to advance its highly prospective zinc – silver VMS project in Alaska⁴, where some 30 high priority conductors have been identified from initial geochemistry and geophysics work; this in conjunction with the two known deposits already identified at Dry Creek and West Tundra Flats.

The Board is very appreciative of the strong support shown from current shareholders, and the interest and support being shown from the new investors now joining the White Rock journey through this equity raising."

¹ Refer to WRM release to the ASX of 29 March 2016 – "White Rock's Mt Carrington Updated Scoping Study Delivers Justification For Feasibility Study", and to earlier related scoping study releases dated 30 September 2015, 16 September 2014 and 31 July 2012.

The material assumptions relating to the scoping study at Mt Carrington provided in the ASX Announcements dated 29 March 2016, 30 September 2015, 14 September 2014 and 31 July 2012 continue to apply and have not materially changed.

² The Transactions contemplated by the financing package Term Sheet with CRH are subject to various conditions including the completion of due diligence to the satisfaction of CRH, certain White Rock shareholder approvals, and the entry into definitive documentation for Phase 2 (streaming financing), as set out in more detail in the ASX announcement of 27 June 2016 "WRM Signs Transformational Financing Package".

³ The Mt Carrington project hosts JORC estimates of Inferred and Indicated resources – refer Cautionary Statement and Competent Persons Statement on page 4.

⁴ Refer ASX Release dated 13 September 2016 "White Rock Identifies Multiple Zinc-Silver VMS Targets".

The trading halt in the Company's shares can now be lifted.

For more information about White Rock and its Projects, please visit our website
www.whiterockminerals.com.au

or contact:

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This announcement has been prepared for publication in Australia.

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other jurisdiction.

Cautionary Statement

The scoping study referred to in this report is insufficient to support estimation of Ore Reserves or to provide assurance of an economic development case at this stage, or to provide certainty that the conclusions of the Scoping Study will be realised. The material assumptions relating to the scoping study at Mt Carrington provided in the ASX Announcements dated 29 March 2016, 30 September 2015, 14 September 2014 and 31 July 2012 continue to apply and have not materially changed.

In discussing 'reasonable prospects for eventual extraction' in Clause 20, the JORC Code 2012 ('Code') requires an assessment (albeit preliminary) in respect of all matters likely to influence the prospect of economic extraction including the approximate mining parameters by the Competent Person. While a Scoping Study may provide the basis for that assessment, the Code does not require a Scoping Study to have been completed to report a Mineral Resource.

Scoping Studies are commonly the first economic evaluation of a project undertaken and may be based on a combination of directly gathered project data together with assumptions borrowed from similar deposits or operations to the case envisaged. They are also commonly used internally by companies for comparative and planning purposes. Reporting the results of a Scoping Study needs to be undertaken with care to ensure there is no implication that Ore Reserves have been established or that economic development is assured. In this regard it may be appropriate to indicate the Mineral Resource inputs to the Scoping Study and the process applied, but it is not appropriate to report the diluted tonnes and grade as if they were Ore Reserves. While initial mining and processing cases may have been developed during the Scoping Study, it must not be used to allow an Ore Reserve to be developed.

Competent Persons Statement

The information in this presentation that relates to Exploration Results is based on information compiled by Mr Rohan Worland who is a Member of the Australian Institute of Geoscientists. Mr. Worland is engaged by White Rock Minerals Ltd as a technical consultant. Mr Worland has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. The Exploration Potential described in this Presentation is conceptual in nature, and there is insufficient information to establish whether further exploration will result in the determination of a Mineral Resource. Mr Worland consents to the inclusion in this Presentation of the matters based on his information in the form and context in which it appears.

The gold and silver Resource figures for Strauss, Kylo, Lady Hampden, Silver King, White Rock, White Rock North and Red Rock have been taken from resource estimates prepared by Ravensgate Minerals Industry Consultants on behalf of White Rock Minerals Ltd and authored by Mr Don Maclean who is a professional geologist with more than 10 years' experience in resource estimation. Mr Maclean is a Competent Person as defined by the JORC Code and consents to the inclusion in this Presentation of references to this resource estimate in the form and context in which they appear.

The gold and silver Resource figures for Guy Bell have been taken from the resource estimate report dated 1 October 2008 prepared by Mining One Pty Ltd on behalf of Rex Minerals Ltd and authored by Dr Chris Gee who is a professional geologist with more than 10 years' experience in resource estimation. Dr Gee is a Competent Person as defined by the JORC Code and consents to the inclusion in this Presentation of references to this resource estimate in the form and context in which they appear.

The Resources figures have not been updated since to comply with the JORC Code 2012 on the basis that the information has not materially changed since it was last reported.

The pit optimisation study used a Mineral Resource made up of a combination of Indicated and Inferred Resource blocks. There is a low level of geological confidence associated with Inferred Mineral Resources and there is no certainty that further exploration work will result in the determination of Indicated Mineral Resources or that the production target itself will be realised.