



ASX ANNOUNCEMENT

21 September, 2012

Placement & Rights Issue to Strengthen Balance Sheet

Highlights

- **Placement and Rights Issue to raise a total of up to approximately \$11.38 million (before costs)**
- **Placement of 28.0 million shares at 9 cents per share to raise \$2.52 million**
- **Non-renounceable one-for-two rights issue at 8 cents per share to raise up to approximately \$8.86 million, conditionally underwritten**

Apex Minerals NL (**ASX: AXM**) (**Apex** or the **Company**) is undertaking a placement of 28.0 million fully paid ordinary shares in the issued capital of the Company (**Shares**) at 9 cents per Share to raise \$2.52 million (**Placement**). The Placement will be followed by a conditional partially underwritten one-for-two (1:2) non-renounceable rights issue to existing eligible Shareholders to raise up to approximately \$8.86 million (before costs) at an offer price of 8 cents per share (**Rights Issue**).

The Company is seeking to raise a minimum of \$6.0 million pursuant to the Rights Issue which when combined with the proceeds from the Placement are planned to be applied principally towards repayment of short term debt (\$4.5 million), payment of creditors and costs of the issue. In the scenario where the maximum amount (approximately \$8.86 million) is raised pursuant to the Rights Issue, the additional \$2.86 million will be applied towards additional creditor payments and cost of the offer as well as general working capital.

Executive Chairman Eduard Eshuys commented: "We are pleased to have received strong support from our shareholders to continue the significant progress we are making at the Wiluna operations. Since the new management team was appointed in April we have seen a tremendous improvement in increasing production while lowering costs, a trend which we expect to continue."

SUMMARY OF THE PLACEMENT

The Placement, to new and existing institutional and high net worth investors, comprises the issue of 28.0 million Shares at an issue price of 9 cents per Share (**Issue Price**) to raise \$2.52 million. As part of this, Apex will repay a recently drawn \$0.5 million short term debenture facility which will be repaid via the issue of approximately 5.55 million Shares at the Issue Price.

The Placement is being made under the Company's 15% annual issuing capacity for the purposes of ASX Listing Rule 7.1, and therefore shareholder approval for the Placement is not required. The Placement shares are expected to be admitted to trading on the ASX on Wednesday 26 September 2012 and investors who subscribe for Shares pursuant to the Placement will be eligible to participate in the Rights Issue.

SUMMARY OF THE RIGHTS ISSUE

The Rights Issue comprises one (1) new Share for every two (2) existing Shares held by existing eligible shareholders at 8 cents per Share.

As the Rights Issue is non-renounceable, the rights cannot be transferred or sold. Up to approximately 110.83 million Shares will be issued pursuant to the Rights Issue. Shares issued under the Rights Issue will rank equally with Shares which the Company currently has on issue. Shareholder approval is not required in relation to the issue of Shares pursuant to the Rights Issue.

The Rights Issue is partially underwritten up to the amount of \$6.0 million, subject to certain terms and conditions, by Azure Capital Limited. Azure Capital Limited is also acting as Lead Manager to the Placement and Rights Issue.

The minimum subscription in respect of the Rights Issue is \$6.0 million. No Shares will be allotted or issued pursuant to the Rights Issue until the minimum subscription has been received.

Further details of the Rights Issue, including details of the timetable, underwriting arrangement and key risks of the Rights Issue, will be set out in a prospectus which is expected to be lodged with ASIC, released to the ASX and available on the Apex website at www.apexminerals.com.au.

Outlined below is a timetable of relevant events and dates relating to the Rights Issue. These dates are indicative only and subject to change.

Event	Date
Trading Halt	17 September 2012
Announcement of Placement and Rights Issue and lodgement of Appendix 3B Shares Recommence Trading	21 September 2012
Rights Issue Prospectus lodged with ASX and ASIC and notice sent to holders of options to acquire Shares	25 September 2012
Placement Shares issued and holding statements despatched	26 September 2012
Notice sent to security holders	27 September 2012
'Ex' date	28 September 2012
Record Date	7:00pm (AEST) on 5 October 2012
Prospectus dispatched to eligible shareholders and Rights Issue offer opens	10 October 2012
Rights Issue offer closes	5:00pm (AEST) on 24 October 2012
Deferred settlement trading commences	25 October 2012
Notification of under subscriptions to ASX (if any)	29 October 2012
Rights Issue Shares issued and holding statements despatched	1 November 2012
Commencement of trading of new Shares	2 November 2012

Enquiries

Any enquiries should be directed to:

Investors

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