



24 January 2018

ASX Limited  
Level 4, Rialto North Tower  
525 Collins Street  
Melbourne Vic 3000

Dear Sirs,

#### **SECTION 708A CLEANSING NOTICE & APPENDIX 3B**

This notice is given by Cohiba Minerals Limited (**Company**) under Section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

The Company hereby confirms that:

- (a) it has issued 122,000,000 fully paid ordinary shares (**Shares**) professional and sophisticated investors at an issue price of \$0.012 (1.2 cents) per Share and 50,000,000 listed options (**Options**) (**ASX: CHKO**) at an issue price of \$0.0001 (0.01 cent) per Option.
- (b) the Shares and options were issued without disclosure to investors under Part 6D.2 of the Corporations Act;
- (c) the Company is providing this notice under paragraph 5(e) of section 708A of the Corporations Act;
- (d) as at the date of this notice the Company, as a disclosing entity under the Corporations Act, has complied with:
  - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
  - (ii) section 674 of the Corporations Act as it applies to the Company; and
- (e) as at the date of this announcement, there is no excluded information of the type referred to in Sections 708A(7) and 708A(8) of the Corporations Act.

**ASX CODE: CHK**

#### **ISSUED CAPITAL**

557,947,574 Fully Paid Shares  
280,635,367 CHKO Listed Options

#### **DIRECTORS**

Mr Mordechai Benedikt (Chairman)  
Mr David Herszberg (Director)  
Mr Nachum Labkowski (Director)

#### **REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS**

Level 4  
100 Albert Road  
South Melbourne, Victoria 3205

#### **CONTACT**

P +61 3 9692 7222  
F +61 3 9077 9233

### Additional Disclosures under ASX LR3.10.5A

The Company provides the below additional disclosure in relation to ASX Listing Rules 7.1A4(b) and 3.10.5A following the issue of 122,000,000 fully paid ordinary shares on this day.

(a) Details of the dilution to existing holders of ordinary securities caused by the issue:

	Number	Dilution
Shares on issue prior to placement	435,947,574	-
<b>Placement:</b>		
Shares to be issued with prior approval sought at the Company's 28 November 2017 Annual General Meeting	100,000,000	-
Shares issued under LR7.1A placement capacity	22,000,000	5.05%
<b>Total Shares on issue after completion of the Placement</b>	<b>557,947,574</b>	

(b) In order for the Company to raise the funds required to carry out its objectives, the Company issued the relevant shares under ASX Listing Rule 7.1A. The Company believes that the Issue:

- was the most cost-efficient and expedient method available to it at the time;
- provided funding certainty; and
- matched sophisticated investor enquiry.

(c) There were no underwriting arrangements for the Issue.

(d) Fees incurred for the issue in accordance with the ASX Listing Rule 7.1A amount to \$15,840.

On behalf of the Board:

Mordechai Benedikt  
Executive Chairman

# 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

**COHIBA MINERALS LIMITED**

ABN

**72 149 026 308**

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  | (a) Fully paid ordinary shares<br>(b) Listed options (CHKO)   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | (a) 122,000,000<br>(b) 50,000,000   |
| 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) | (a) Fully paid ordinary shares<br>(b) Listed options exercisable at \$0.018 (1.8 cents) per option on or before 18 April 2020 |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>(a) Yes, the shares issued will rank equally with existing ordinary shares on issue.</p> <p>(b) Yes, the options issued will rank equally with existing listed options on issue.</p>
<p>5 Issue price or consideration</p>	<p>(a) \$0.012 (1.2 cents) per share</p> <p>(b) \$0.0001 (0.01 cent) per option</p>
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) Shares issued to professional and sophisticated investors pursuant to the Company's announcement dated 24 January 2018.</p> <p>(b) Listed options issued as part consideration for services rendered in relation to the recent Placement as announced by the Company 24 January 2018.</p> <p>The funds raised will be used to accelerate planned exploration activities on the Company's existing projects and, subject to satisfaction of conditions, progress its farm-in rights at the Olympic Domain tenements and provide working capital to identify and assess further opportunities.</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 <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes</p>

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+ See chapter 19 for defined terms.

6b	The date the security holder resolution under rule 7.1A was passed	28 November 2017				
6c	Number of +securities issued without security holder approval under rule 7.1	50,000,000 listed options (CHKO)				
6d	Number of +securities issued with security holder approval under rule 7.1A	22,000,000 fully paid ordinary shares				
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	100,000,000 – 28 November 2017				
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.	The 15 day VWAP as calculated in accordance with ASX LR 7.1.A.3 and issue price of at least 75% was \$0.009 (0.9 cent) per share. The price was set on 22 January 2018 and the shares have been issued on 24 January 2018. The calculation of the 15 day VWAP was carried out by the Company.				
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	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding: 2px;">LR 7.1</td> <td style="text-align: right; padding: 2px;">30,392,136</td> </tr> <tr> <td style="padding: 2px;">LR 7.1A</td> <td style="text-align: right; padding: 2px;">31,594,757</td> </tr> </table>	LR 7.1	30,392,136	LR 7.1A	31,594,757
LR 7.1	30,392,136					
LR 7.1A	31,594,757					
7	<p>+Issue dates</p> <p><small>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.</small></p> <p><small>Cross reference: item 33 of Appendix 3B.</small></p>	24 January 2018				

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	520,447,567	Fully paid ordinary shares
	37,500,007	Fully paid ordinary shares voluntary escrowed for a period of 12 months from issue
	280,635,367	CHKO listed options exercisable at \$0.018 (1.8 cents) expiring 18 April 2020

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	4,500,000	Unlisted options exercisable at \$0.032 (3.2 cents) expiring 17 November 2018
	16,167,187	Unlisted options exercisable at \$0.032 (3.2 cents) expiring 27 May 2019
	20,000,000	Unlisted options exercisable at \$0.036 (3.6 cents) expiring 17 May 2020

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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+ See chapter 19 for defined terms.

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  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	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
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

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**Appendix 3B**  
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	applicable)	<input type="text"/>
30	How do security holders sell their entitlements <i>in full</i> through a broker?	<input type="text" value="N/A"/>
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<input type="text" value="N/A"/>
32	How do security holders dispose of their entitlements (except by sale through a broker)?	<input type="text" value="N/A"/>
33	+Issue date	<input type="text" value="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

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+ See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

38	Number of +securities for which +quotation is sought	N/A				
39	+Class of +securities for which quotation is sought	N/A				
40	<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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	N/A				
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A				
42	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 2px;">Number</th> <th style="width: 50%; padding: 2px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center; padding: 5px;">N/A</td> <td style="text-align: center; padding: 5px;">N/A</td> </tr> </tbody> </table>	Number	+Class	N/A	N/A
Number	+Class					
N/A	N/A					

+ See chapter 19 for defined terms.

## Appendix 3B New issue announcement

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### 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.



**JUSTIN MOUCHACCA**  
Company Secretary

24 January 2018

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+ See chapter 19 for defined terms.

# 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

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid *ordinary securities on issue 12 months before the *issue date or date of agreement to issue	203,312,207
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid *ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid *ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid *ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	3,500,000 – 3 February 2017 31,000,000 – 23 February 2017 39,635,367 – 18 April 2017 80,000,000 – 27 April 2017 75,000,000 – 24 July 2017 3,500,000 – 2 August 2017 100,000,000 – 24 January 2018
<b>Subtract</b> the number of fully paid *ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	535,947,574

+ See chapter 19 for defined terms.

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<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 [Note: this value cannot be changed]
<b>Multiply “A” by 0.15</b>	80,392,136
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><i>Insert</i> 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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	50,000,000 – 24 January 2018
“C”	50,000,000
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	80,392,136
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	50,000,000
<b>Total [“A” x 0.15] – “C”</b>	<b>30,392,136</b>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	535,947,574
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	53,594,757
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> 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"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <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></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	22,000,000
<b>“E”</b>	22,000,000
<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	53,594,757
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	22,000,000
<b>Total [“A” x 0.10] – “E”</b>	<b>31,594,757</b> <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.