

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

Name of entity

Caeneus Minerals Ltd

ABN

42 082 593 235

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	<ul style="list-style-type: none"> (i) Fully paid ordinary shares (ii) Listed Options (iii) Listed Options (iv) Listed Options (v) Listed Options (vi) Fully paid ordinary shares (vii) Unlisted Options (viii) Fully paid ordinary shares (ix) Unlisted Options (x) Unlisted Options (xi) Fully paid ordinary shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	<ul style="list-style-type: none"> (i) 515,000,000 (ii) 515,000,000 (iii) 158,000,000 (iv) 133,333,333 (v) 200,000,000 (vi) 5,000,000,000 (vii) 5,000,000,000 (viii) 50,939,191 (ix) 50,939,191 (x) 750,000,000 (xi) 160,000,000

+ See chapter 19 for defined terms.

<p>3 Principal terms of the +securities (eg, 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>	<p>(i), (vi), (viii) & (xi) - Fully paid ordinary shares (ii), (iii), (iv) & (v) - Exercisable at \$0.003 each, expiring 31 December 2020 (vii) & (ix) - Exercisable at \$0.00150 each, expiring 31 December 2023 (x) - Exercisable at \$0.00150 each, expiring 30 June 2023</p>
<p>4 Do the +securities rank equally in all respects from the date of allotment 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), (vi), (viii) & (xi) Yes – the shares issued rank equally in all respects from the date of issue with the existing quoted fully paid ordinary shares of the Company. (ii), (iii), (iv), (v), (vii), (ix) & (x) No, however shares issued upon exercise of the options will rank equally in all respects from the date of issue with the existed quoted fully paid ordinary shares of the Company.</p>
<p>5 Issue price or consideration</p>	<p>(i) deemed issue price \$0.002 (ii) nil (iii) nil (iv) nil (v) nil (vi) 0.00025 (vii) nil (viii) 0.00025 (ix) nil (x) deemed issued price \$0.0001 (xi) deemed issued price \$0.002</p>

<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(i) Issued in consideration for the acquisition of Mt. Roe settlement & exploration licence (resolution 1 General Meeting 12 July 2018)</p> <p>(ii) Issued in consideration for the acquisition of Mt. Roe settlement & exploration licence (resolution 1 General Meeting 12 July 2018)</p> <p>(iii) Issued in consideration for services provided by RM Corporate to the Company (resolution 3 General Meeting 12 July 2018)</p> <p>(iv) 1 for 1 free attaching unlisted option to sophisticated and professional investors under the Capital Raising announced on 23 October 2017 (resolution 5 General Meeting 12 July 2018)</p> <p>(v) 1 for 1 free attaching unlisted option to sophisticated and professional investors under the Capital Raising announced on 3 October 2017 (resolution 6 General Meeting 12 July 2018)</p> <p>(vi) Issued as payment to creditors on the conversion of outstanding debts under Loan Notes (resolution 7 General Meeting 12 July 2018)</p> <p>(vii) 1 for 1 free attaching unlisted option to creditors on the conversion of outstanding debts under Loan Notes (resolution 7 General Meeting 12 July 2018)</p> <p>(viii) Issued as payment to creditors on the conversion of interest on outstanding debts under Loan Notes (resolution 8 General Meeting 12 July 2018)</p> <p>(ix) 1 for 1 free attaching unlisted option to creditors on the conversion of interest on outstanding debts under Loan Notes (resolution 8 General Meeting 12 July 2018)</p> <p>(x) Issued in consideration for services provided by Chinsiro pursuant to the Fundraising Agreement (resolution 9 General Meeting 12 July 2018)</p> <p>(xi) Issued as deferred consideration to a contractual obligation pursuant to the Mining Claims Acquisition Agreement (resolution 10 General Meeting 12 July 2018)</p>
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+ See chapter 19 for defined terms.

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?	Yes If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2017
6c	Number of +securities issued without security holder approval under rule 7.1	-
6d	Number of +securities issued with security holder approval under rule 7.1A	-
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	5,725,939,191 Fully paid ordinary shares 1,006,333,333 Listed options 5,800,939,191 Unlisted options <i>(all approved resolutions 1 -10 at GM held 12 July 2018)</i>
6f	Number of securities issued under an exception in rule 7.2	-
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.	-
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	-
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	7.1 1,170,924,212 7.1A 1,222,876,129 <i>(Refer to Annexure 1)</i>

7 Dates of entering +securities into uncertificated holdings or despatch of certificates

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	12,892,151,266	Fully paid ordinary Shares
	3,491,280,030	Listed Options exercisable at \$0.003 each and expiring 31 December 2020

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	1,150,233,917	Unlisted options exercisable at \$0.005 each and expiring on 30 June 2021
	750,000,000	Unlisted options exercisable at \$0.00150 each and expiring 30 June 2023
	5,050,939,191	Unlisted options exercisable at \$0.00150 each and expiring 31 December 2023

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the +securities will be offered

+ See chapter 19 for defined terms.

- 14 +Class of +securities to which the offer relates
- 15 +Record date to determine entitlements
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has +security holders who will not be sent new issue documents
- Note: Security holders must be told how their entitlements are to be dealt with.
- Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders
- 25 If the issue is contingent on +security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled

- 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
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

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

+ See chapter 19 for defined terms.

- 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 date of allotment 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

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

Number	+Class
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42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

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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 not available now, 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: 13 July 2018

Print name: **Johnathon Busing**
(Company Secretary)

+ 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

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 date of issue or agreement to issue	5,973,155,428
<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>58,333,333 Shares to Segue Resources Limited (Approved AGM)</p> <p>200,000,000 Placement to Sophisticated Investors (Approved AGM)</p> <p>133,333,333 Placement to Sophisticated Investors (issued 23/10/17)</p> <p>138,000,000 Shares to RM Corporate Finance Pty Ltd (issued 23/10/17)</p> <p>515,000,000 Issued to Mt. Roe Vendors (issued 13/7/18)</p> <p>5,000,000,000 Conversion of Convertible Notes (issued 13/7/18)</p> <p>50,939,191 Conversion of Interest on Convertible Notes (issued 13/7/18)</p> <p>160,000,000 Issued to DG Resources Management Ltd (issued 13/7/18)</p>
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	-
“A”	12,228,761,285

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	1,834,314,193
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> 	663,389,981 (Issued 26/06/18)
“C”	663,389,981
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>	1,834,314,193
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	663,389,981
Total [“A” x 0.15] – “C”	1,170,924,212 <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>	12,228,761,285
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	1,222,876,129
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>	1,222,876,129
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	-
Total ["A" x 0.10] – "E"	1,222,876,129 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.