

31 March 2016

ASX Market Announcements Office

Dear Sir/Madam

Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth) as modified by ASIC Instrument 2016/84

This notice is given by Panoramic Resources Limited (ACN 095 792 288) (ASX: PAN) (**Panoramic**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by Australian Securities and Investments Commission (**ASIC**) Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Instrument 2016/84**).

Where applicable, references in this notice to sections of the Corporations Act are to those sections as modified by Instrument 2016/84.

Panoramic announced on 31 March 2016 a renounceable pro rata entitlement offer (the **Entitlement Offer**) of one ordinary share in Panoramic (**Entitlement Shares**) for every three ordinary shares in Panoramic held as at 5.00pm Western Standard Time (**WST**) on Tuesday, 5 April 2016 to eligible shareholders with an address in Australia, New Zealand and certain other jurisdictions in which Panoramic has decided to make the Offer.

The Entitlement Offer is renounceable and entitlements will be tradeable on the ASX from 4 April 2016 to 18 April 2016.

Panoramic advises that:

- (a) the Entitlement Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act as modified;
- (c) as at the date of this notice, Panoramic has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to Panoramic; and
 - (ii) section 674 of the Corporations Act as it applies to Panoramic;
- (d) as at the date of this notice, there is no 'excluded information' of the type referred to in section 708AA(8) or section 708AA(9) of the Corporations Act; and
- (e) the potential effect of the issue of Entitlement Shares pursuant to the Entitlement Offer on control of Panoramic and the consequences of that effect, will depend on a number of factors, including the extent to which eligible shareholders take up their entitlements and any additional New Shares under the "Top Up Facility".

The potential effect on control is summarised below:

- (i) If all eligible shareholders take up their entitlements under the Entitlement Offer, then the Entitlement Offer will have no significant effect on the control of Panoramic.
- (ii) If some eligible shareholders do not take up all of their entitlements under the Entitlement Offer, then the interests of those eligible shareholders in Panoramic will be diluted.

- (iii) The proportional interests of shareholders who are not eligible shareholders will be diluted because such shareholders are not entitled to participate in the Entitlement Offer.
- (iv) Panoramic shareholders may acquire additional rights for New Shares pursuant to the renounceable nature of the Entitlement Offer and/or the Top Up Facility and may increase their interests beyond their entitlement as a result.
- (v) As part of the Entitlement Offer Top Up Facility, “top ups” will be permitted such that eligible shareholders (other than Zeta) who take up their entitlements in full can apply for additional shares in excess of their entitlements (**Top Up Shares**), capped at a maximum of 50% in excess of their entitlements. Top Up Shares would be drawn from New Shares that relate to entitlements which have not been taken up under the Entitlement Offer. As such those Top Up Shares would not become Shortfall Shares ie. the Top Up Shares would be taken in relief of the Underwriters’ obligations. In the event that demand for Top Up Shares exceeds the Top Up Shares that are available, then a scale back on a pro rata basis will apply. As a result, shareholders who do not accept their entitlement in full and who do not apply for additional Shares, may have their holdings diluted. The amount of the increase in the relevant shareholders’ holding in Panoramic will depend on the amount of their entitlements they accept and the amount of Top Up Shares they are allocated (if any).
- (vi) Panoramic’s largest shareholder, Zeta Resources Limited (**Zeta**) has agreed to act as an underwriter to the Entitlement Offer for up to \$9.0 million. If there is significant shortfall in applications under the Entitlement Offer, Zeta’s voting power in Panoramic could increase to a maximum of 35.47%. Zeta currently has a disclosed voting power of 19.3% in Panoramic.
- (vii) GMP Securities Australia Pty Ltd (**GMP**) will also underwrite the Entitlement Offer for up to approximately \$1.714 million, so that the Entitlement Offer is fully underwritten. If there is a significant shortfall in applications under the Entitlement Offer, GMP could acquire a maximum voting power of 4.00% (GMP does not currently have an interest in any of the Company’s securities).
- (viii) The Company announced in its ASX announcement dated 31 March 2016 that the underwriters were offering Panoramic shareholders and other investors that qualify as a “sophisticated investor” or “professional investor” pursuant to section 708 of the Corporations Act 2001 (Cth) the opportunity to submit applications to sub-underwrite the Entitlement Offer. The acceptance of sub-underwriting applications will be determined based on GMP’s assessment of settlement risk of the application, determined in GMP’s absolute discretion, and maybe subject to scale back. Zeta may also consider the appointment of sub-underwriters for all or part of the amount of the Entitlement Offer that Zeta underwrites from sub-underwriting applications submitted to GMP.

Yours Sincerely

PANORAMIC RESOURCES LIMITED



TREVOR R. ETON
Company Secretary