

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# 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

ANTIPA MINERALS LIMITED

ABN

79 147 133 364

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).*

+Class of +securities issued or to be issued

Ordinary Shares  
Unlisted Options

Number of +securities issued or to be issued (if known) or maximum number which may be issued

1,267,311 Ordinary Shares  
6,000,000 Unlisted Options

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)

Ordinary Shares  
Unlisted Options exercisable at \$0.038 on or before 15/10/2019

+ See chapter 19 for defined terms.

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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>Ordinary Shares - Yes  Unlisted Options - No</p>
<p>5 Issue price or consideration</p>	<p>\$0.01 per Ordinary Share  Nil per Unlisted Option</p>
<p>6 Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Ordinary Shares issued to underwriters of listed options expiring 17 May 2016  Unlisted Options issued to underwriter as fee for underwriting option exercise</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 in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>16/10/2015</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>6,000,000 Unlisted Options</p>

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+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	Nil	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil	
6f	Number of +securities issued under an exception in rule 7.2	1,267,311 Ordinary Shares	
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.	N/A	
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	See Annexure 1 attached.	
7	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	26 May 2016	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	902,836,774	+Class Ordinary Shares

+ See chapter 19 for defined terms.

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9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	Number	<sup>+</sup> Class Options	
			Exercise price	Expiry date
		6,100,000	\$0.08	26 November 2017
		3,000,000	\$0.012	30 April 2018
		28,000,000	\$0.031	15 October 2019
		5,000,000	\$0.0245	10 March 2020
	6,000,000	\$0.038	15 October 2019	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No Policy		

**Part 2 - Pro rata issue**

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the <sup>+</sup> securities will be offered	N/A
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	N/A
15	<sup>+</sup> Record date to determine entitlements	N/A
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

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+ See chapter 19 for defined terms.

18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	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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		<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

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+ See chapter 19 for defined terms.

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 +issue date 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
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<input type="text"/>	<input type="text"/>

+ See chapter 19 for defined terms.

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.



26/5/2016

Sign here: ..... Date: .....  
(Company secretary)

Print name: Simon Robertson

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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	489,744,057																																																				
<p><b>Add</b> the following:</p> <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 <table style="margin-left: 20px;"> <tr><td style="text-align: right;">10,625</td><td>08/06/2015</td></tr> <tr><td style="text-align: right;">4,500</td><td>07/07/2015</td></tr> </table> </li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval <table style="margin-left: 20px;"> <tr><td style="text-align: right;">23,610</td><td>28/07/2015</td></tr> <tr><td style="text-align: right;">20,800</td><td>18/08/2015</td></tr> <tr><td style="text-align: right;">1,200,000</td><td>26/10/2015</td></tr> </table> </li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period <table style="margin-left: 20px;"> <tr><td style="text-align: right;">351,111</td><td>12/11/2015</td></tr> <tr><td style="text-align: right;">5,149,999</td><td>08/02/2016</td></tr> <tr><td style="text-align: right;">5,149,999</td><td>16/02/2016</td></tr> </table> </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>	10,625	08/06/2015	4,500	07/07/2015	23,610	28/07/2015	20,800	18/08/2015	1,200,000	26/10/2015	351,111	12/11/2015	5,149,999	08/02/2016	5,149,999	16/02/2016	<table style="width: 100%; border-collapse: collapse;"> <tr><td style="text-align: right;">10,503,334</td><td>23/02/2016</td></tr> <tr><td style="text-align: right;">11,512,338</td><td>01/03/2016</td></tr> <tr><td style="text-align: right;">30,444,345</td><td>08/03/2016</td></tr> <tr><td style="text-align: right;">1,120,750</td><td>11/03/2016</td></tr> <tr><td style="text-align: right;">11,429,318</td><td>21/03/2016</td></tr> <tr><td style="text-align: right;">4,239,930</td><td>23/03/2016</td></tr> <tr><td style="text-align: right;">700,000</td><td>29/03/2016</td></tr> <tr><td style="text-align: right;">9,543,334</td><td>30/03/2016</td></tr> <tr><td style="text-align: right;">21,922,566</td><td>04/04/2016</td></tr> <tr><td style="text-align: right;">7,900,000</td><td>06/04/2016</td></tr> <tr><td style="text-align: right;">19,058,946</td><td>11/04/2016</td></tr> <tr><td style="text-align: right;">25,815,335</td><td>26/4/2016</td></tr> <tr><td style="text-align: right;">50,266,655</td><td>05/02/2016</td></tr> <tr><td style="text-align: right;">35,003,392</td><td>09/05/2016</td></tr> <tr><td style="text-align: right;">61,220,269</td><td>12/05/2016</td></tr> <tr><td style="text-align: right;">18,653,000</td><td>18/05/2016</td></tr> <tr><td style="text-align: right;">1,081,250</td><td>20/05/2016</td></tr> <tr><td style="text-align: right;">1,267,311</td><td>26/05/2016</td></tr> </table>	10,503,334	23/02/2016	11,512,338	01/03/2016	30,444,345	08/03/2016	1,120,750	11/03/2016	11,429,318	21/03/2016	4,239,930	23/03/2016	700,000	29/03/2016	9,543,334	30/03/2016	21,922,566	04/04/2016	7,900,000	06/04/2016	19,058,946	11/04/2016	25,815,335	26/4/2016	50,266,655	05/02/2016	35,003,392	09/05/2016	61,220,269	12/05/2016	18,653,000	18/05/2016	1,081,250	20/05/2016	1,267,311	26/05/2016
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+ See chapter 19 for defined terms.

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<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	823,336,774

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	123,500,516
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> 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>	<p>16/10/2015 30,200,000 Ordinary Shares  16/10/2015 39,575,000 Listed Options  19/10/2015 350,000 Ordinary Shares  19/10/2015 175,000 Listed Options  26/05/2016 6,000,000 Unlisted Options</p>
<b>“C”</b>	76,300,000
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	123,500,516
<b>Subtract</b> “C”	76,300,000

+ See chapter 19 for defined terms.

<i>Note: number must be same as shown in Step 3</i>	
<b>Total</b> ["A" x 0.15] – "C"	47,200,516 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

## 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>	823,336,774
<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>	82,333,677
<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>	16/10/2015 48,950,000 Ordinary Shares
<b>"E"</b>	48,950,000

+ See chapter 19 for defined terms.

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<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	82,333,677
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	48,950,000
<b>Total</b> ["A" x 0.10] – "E"	33,383,677 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.