

## Press Release

Perth, Western Australia: 21 July 2011 (ASX:AZY)

### North Telfer Project Acquisition Issue of Shares to Paladin and Secondary Trading Notice

On 27 May 2011 Antipa Minerals Ltd (**Antipa**) announced that it had applied for exploration licences over some 1,253 km<sup>2</sup> of land (now known as the North Telfer Project) adjoining its existing tenements in the Paterson Province and entered into an agreement with Paladin Energy Ltd (**Paladin**) whereby Paladin would withdraw its existing exploration licence applications which currently underlie, and would otherwise have priority over, Antipa's applications (**Agreement**).

In accordance with the terms of the Agreement, Antipa has issued to Paladin 1,146,385 new fully paid ordinary shares (**Shares**). The Shares are subject to a 12 month voluntary escrow period. An ASX Appendix 3B in relation to the Shares is attached.

#### Secondary Trading Exemption Notice

The Corporations Act 2001 (**Act**) restricts the on-sale of securities without disclosure, unless the sale is exempt under Section 708 or 708A of the Act. By Antipa giving this notice, on sale of the Shares will fall within the exemption offered by Section 708A(5) of the Act.

Antipa hereby notifies the ASX (as the operator of the prescribed financial market on which the Shares are to be quoted) under Section 708A(5)(e) of the Act that:

- (a) Antipa issued the Shares without disclosure to investors under Part 6D.2 of the Act;
- (b) as at the date of this notice Antipa has complied with the provisions of Chapter 2M of the Act as they apply to Antipa, and with Section 674 of the Act; and
- (c) as at the date of this notice there is no "excluded information" as defined in Section 708A(7) and (8) of the Act in relation to Antipa.

**For further information, please visit [www.antipaminerals.com.au](http://www.antipaminerals.com.au) or contact:**

Roger Mason  
Managing Director  
Antipa Minerals Ltd  
+61 (0)8 6365 4850

**Forward-Looking Statements:** This document may include forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning Antipa Mineral Ltd's planned exploration program and other statements that are not historical facts. When used in this document, the words such as "could," "plan," "estimate," "expect," "intend," "may," "potential," "should," and similar expressions are forward-looking statements. Although Antipa Minerals Ltd believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements.

**About Antipa Minerals:** Antipa Minerals Ltd is an Australian public company which was formed with the objective of identifying under-explored mineral projects in mineral provinces which have the potential to host world class mineral deposits, thereby offering high leverage exploration potential. The Company owns a package of prospective tenements in the Proterozoic Paterson Province of Western Australia known as the Citadel Project. The Citadel Project is located approximately 100 kilometres north of Newcrest's Telfer gold mine and includes the drill defined gold and copper deposit known as the Magnum Deposit.

# 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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

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).*

- |   |  |                            |
|---|--|----------------------------|
| 1 | +Class of +securities issued or to be issued   | Shares                     |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 1,146,385                  |
| 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) | Fully paid ordinary shares |

+ 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 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"> <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>Yes</p>						
<p>5 Issue price or consideration</p>	<p>Consideration payable pursuant to the terms of an agreement in relation to the Company's North Telfer Project, full details of which were announced to the market on 27 May 2011</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Consideration payable pursuant to the terms of an agreement in relation to the Company's North Telfer Project, full details of which were announced to the market on 27 May 2011</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>21 July 2011</p>						
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="703 1682 999 1715">Number</th> <th data-bbox="999 1682 1294 1715">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="703 1715 999 1861">51,346,385</td> <td data-bbox="999 1715 1294 1861">Fully Paid Ordinary Shares</td> </tr> <tr> <td data-bbox="703 1861 999 1998">25,000,000</td> <td data-bbox="999 1861 1294 1998">Options exercisable at \$0.20 per share on or before 31 March 2015</td> </tr> </tbody> </table>	Number	+Class	51,346,385	Fully Paid Ordinary Shares	25,000,000	Options exercisable at \$0.20 per share on or before 31 March 2015
Number	+Class						
51,346,385	Fully Paid Ordinary Shares						
25,000,000	Options exercisable at \$0.20 per share on or before 31 March 2015						

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+ See chapter 19 for defined terms.

	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	20,800,400	Fully Paid Ordinary Shares escrowed until 20 April 2013
		6,250,000	Fully Paid Ordinary Shares escrowed until 20 April 2012
		10,500,000	Options (ex \$0.30 expiry 31/1/15)
		3,125,000	Options (ex \$0.25 expiry 12/4/14)
		6,000,000	Options (ex \$0.30 expiry 31/1/15)
		250,000	Options (ex \$0.30 expiry 31/1/15)
		250,000	Options (ex \$0.35 expiry 31/3/15)
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

## Part 2 - Bonus issue or 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 +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A

+ See chapter 19 for defined terms.

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

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- |    |   |     |
|----|---|-----|
| 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 <sup>+</sup> security holders who will not be sent new issue documents<br><br>Note: Security holders must be told how their entitlements are to be dealt with.<br><br>Cross reference: rule 7.7. | N/A |
| 19 | Closing date for receipt of acceptances or renunciations  | N/A |

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<sup>+</sup> See chapter 19 for defined terms.

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 <sup>+</sup> security holders	N/A
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement 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
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

<sup>+</sup> See chapter 19 for defined terms.

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**New issue announcement**

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- 32 How do <sup>+</sup>security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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 <sup>+</sup>securities

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<sup>+</sup> See chapter 19 for defined terms.

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

38 Number of securities for which  
+quotation is sought

N/A
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39 Class of +securities for which  
quotation is sought

N/A
-----

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

N/A
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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)

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

+ 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 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: .....21 July 2011.....  
(Director/Company secretary)

Print name: Alex Neuling

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+ See chapter 19 for defined terms.