

26 September 2012

Dear Shareholder

## ANTIPA MINERALS LTD - PRO-RATA NON-RENOUNCEABLE RIGHTS ISSUE

As announced on 14 September 2012, Antipa Minerals Ltd (ACN 147 133 364) (**Antipa**) is undertaking a pro rata non-renounceable rights issue (**Rights Issue** or **Offer**) of entitlement offer of 1 fully paid ordinary share in the capital of the Company (**Shares**) for every 2 Shares held by eligible shareholders at an issue price of \$0.04 per Share, to raise up to approximately \$1,724,729 (together with 1 free attaching option (**Option**) for every 2 Shares issued, exercisable at \$0.08 per Option on or before 31 December 2014).

The Company lodged a prospectus for the Offer (**Prospectus**) with ASIC and ASX on 24 September 2012.

Shareholders may apply to take up any shortfall under the Offer. Such shortfall will be placed at the discretion of the Underwriters, including to new investors.

In conjunction with the Offer, and as also announced on 14 September 2012, the Company intends to raise up to approximately \$1.3 million (before costs) via a two tranche placement (**Placement**). The first tranche of the Placement (comprising 7,839,678 Shares with an issue price of \$0.04 per Share and 3,919,839 Options, being one free attaching Option for every 2 Shares issued) (**Tranche 1**) is fully subscribed and is being completed by around 25 September 2012 to raise approximately \$300,000 before expenses.

Tranche 2 of the Placement (comprising 24,660,322 Shares at an issue price of \$0.04 per Share and 12,330,161 Options, being one free attaching Option for every 2 Shares issued) (**Tranche 2**) is fully subscribed and is anticipated, subject to Shareholder approvals being sought at a shareholder meeting scheduled for 24 October 2012, to raise approximately \$1,000,000 before expenses.

The Offer is fully underwritten by Veritas Securities Limited, Triple C Consulting Pty Ltd and Taylor Collison Limited (**Underwriters**) severally in equal shares. The Underwriters are also acting as lead managers to the Offer and Placement. For services as lead managers and underwriters, the Company must pay each Underwriter:

- (i) an underwriting fee of one third of 5% (excluding GST) of the value of the Offer;
- (ii) a management fee of one third of 1% (excluding GST) of the capital raised under the Placement and under the Offer; and
- (iii) a placement fee of one third of 5% (excluding GST) of the capital raised under the Placement,

and to reimburse the Underwriters for expenses. The Company must also issue each Underwriter with 2,000,000 Options (6,000,000 Options in total).

The funds raised from the Offer are planned to be used in accordance with the table set out below:

<b>Purpose</b>	<b>Amount (\$)</b>	<b>Percentage (%)</b>
Citadel Project 2012 Phase 2 Exploration Programme – Drilling	760,000	44.06
Citadel Project 2012 Phase 2 Exploration Programme – Geology and Geophysics	170,000	9.86
Citadel Project 2012 Phase 2 Exploration Programme – Field Costs and other	172,000	9.97
Citadel Project 2012 Phase 2 Exploration Programme – Analytics	200,000	11.60
Working capital	266,229	15.44
Expenses of the Offer	156,500	9.07
<b>Total</b>	<b>1,724,729</b>	<b>100</b>

The Offer is being made to all shareholders of the Company (**Shareholders**) named on its register of members at 5.00pm (WST) on 4 October 2012, whose registered address is in Australia or New Zealand.

All Shares issued will rank equally with all fully paid ordinary shares in the capital of the Company (**Shares**) already on issue.

The Options granted will be options, exercisable at \$0.08 per Option, on or before 31 December 2014. The Company will apply for the options to be listed.

Following completion of the Offer, the Company will have issued approximately 43,118,232 Shares, resulting in total Shares on issue (assuming completion of the Placement, grant of Options to the Underwriters and no other issues of securities) of approximately 154,015,017.

In addition, the Company will have granted approximately 21,559,116 Options under the Offer, resulting in total Options on issue (assuming completion of the Placement, grant of Options to the Underwriters and no other issues of securities) of approximately 90,134,116.

#### **Ineligible shareholders**

A Shareholder who has a registered address outside Australia and New Zealand (**Ineligible Shareholder**) will **not** be eligible to participate in the Offer.

You are **not eligible** to participate in the Offer and you will not be sent a copy of the Prospectus. This decision has been made in accordance with Listing Rule 7.7.1(a) of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia and New Zealand compared with the small number of Ineligible Shareholders and the number and value of New Shares to which they would otherwise be entitled.

If you have any queries concerning the Rights Issue, or the action you are required to take to subscribe for New Shares, please contact your financial adviser or Mr Alex Neuling, the Company Secretary, on +61 8 9481 1103.

Yours sincerely

A handwritten signature in cursive script that reads "Alex Neuling". The signature is written in black ink and is positioned above the printed name and title.

Alex Neuling  
Company Secretary