



ASX: **AZY**

Corporate Directory

Stephen Power
Executive Chairman

Roger Mason
Managing Director

Mark Rodda
Non-Executive Director

Peter Buck
Non-Executive Director

Gary Johnson
Non-Executive Director

Company Background

Listed on ASX 19 April 2011
following successful completion
of A\$10 million IPO.

Citadel Project acquired from
Centaurus Metals in April 2011
for shares/options upon completion of
IPO.

North Telfer Project priority
application lodged May 2011,
pursuant to an agreement with
Paladin Energy.

Maiden Mineral Resource for
Magnum deposit announced March
2012.

Corker high-grade precious and base
metal deposit discovered April 2012.

Calibre gold-copper deposit
discovered November 2012.

Company Projects

1,714km² package of prospective
tenements in the Proterozoic
Paterson Province of Western
Australia known as the Citadel
Project.

Citadel Project is located
approximately 100km north of
Newcrest's Telfer gold-copper mine
and includes the drill defined gold
and copper Magnum Deposit.

Applications covering an additional
1,330km² of exploration licences,
known as the North Telfer Project
which is located approximately just
20km north of Newcrest's Telfer gold-
copper mine.

Placement and Share Purchase Plan to Raise up to \$3 Million

Antipa Minerals Ltd ("Antipa" or the "Company") is pleased to announce a capital raising of up to approximately \$3 million (before costs) via a placement to sophisticated and professional investors, which has been fully subscribed, and an offer to existing shareholders under the terms of a share purchase plan.

Summary of Capital Raising

- A fully subscribed placement to raise approximately \$1.52 million (before costs) by the issue of 23.4 million shares at \$0.065 per share with a 1 for 3 attaching option with an exercise price of \$0.08 and an expiry date of 31 December 2014 ("Option") to sophisticated and professional investors ("Placement").
- A share purchase plan ("SPP") for existing shareholders to raise up to \$1.2 million (before costs) by the issue of approximately 18.46 million shares at \$0.065 per share with a 1 for 3 attaching Option. Eligible shareholders will have the ability to subscribe for up to \$15,000 worth of shares under the SPP. It is intended that the SPP will be partially or fully underwritten.
- Subject to shareholder approval, an issue of approximately 4.22 million shares at \$0.065 per share with a 1 for 3 attaching Option to certain directors of the Company to raise approximately \$275,000 ("Directors Subscription").
- The proceeds of the capital raising will be used to fund the exploration of the Company's 100% owned Citadel Project and, in particular, to carry out extensional drilling of the Company's Calibre Discovery (further details below) and to provide general working capital.
- Veritas Securities Ltd ("Veritas") and Taylor Collison Ltd ("Taylor Collison") are acting as Joint Lead Managers for the Placement.

Placement to Sophisticated and Professional Investors

Antipa has agreed to issue approximately 23.4 million ordinary shares at \$0.065 per share to sophisticated and professional investors identified by Veritas and Taylor Collison.

For every 3 new shares issued, 1 free attaching Option will be granted with an exercise price of \$0.08 and an expiry of 31 December 2014. Approximately 7.8 million Options will be issued pursuant to the terms of the Placement. The issue of the Options will be subject to shareholder approval and the Company will apply for the Options to be quoted on the ASX.

The Placement will raise approximately \$1.52 million before costs.

The Placement of Shares will not require shareholder approval as it is within the 15% limit available to the Company under Listing Rule 7.1, however, the issue of the attaching options will require shareholder approval, which will be sought at a General Meeting.

Share Purchase Plan

The Company will be offering eligible shareholders the opportunity to acquire additional ordinary shares in the Company at the same price as the Placement via an SPP.

The SPP Record Date, which will determine shareholder eligibility to participate in the SPP, is 7.00pm (AEST) 7 May 2013.

All eligible shareholders will have the ability to subscribe for a minimum of \$1,000 up to a maximum of \$15,000 worth of ordinary shares in the Company through the SPP.

For every 3 new shares issued under the SPP, 1 free attaching Option will be granted with an exercise price of \$0.08 and an expiry of 31 December 2014. Up to 6.15 million Options will be issued pursuant to the terms of the SPP. The Options, which will be subject to shareholder approval, will be issued pursuant to a prospectus and the Company will apply for the options to be quoted on the ASX.

The SPP will raise up to \$1.2 million by the issue of approximately 18.46 million shares at \$0.065 per share. It is intended that the SPP will be partially or fully underwritten.

The Company will release further details of the SPP shortly.

Directors Subscription

Certain directors of the Company have agreed to subscribe for approximately 4.22 million ordinary shares at \$0.065 per share.

For every 3 shares issued to directors, 1 free attaching Option will be granted with an exercise price of \$0.08 and an expiry of 31 December 2014. Approximately 1.4 million Options will be issued to directors as part of the Directors Subscription.

The Directors Subscription will require shareholder approval, which will be sought at a General Meeting, and will raise \$275,000.

Timetable

EVENT	DATE*
Share Purchase Plan (SPP) Record Date	7.00pm AEST 7 May 2013
Announcement of Placement, SPP and Directors Subscription	8 May 2013
Issue of Placement Shares	14 May 2013*
Dispatch of Notice of Meeting, SPP and Options Offer Prospectus to Shareholders to occur on dates to be determined	

*This date is indicative only and may change. As such the date the new securities are expected to commence trading on ASX may vary.

Use of Funds

The proceeds of the capital raising will be used to fund the exploration of the Company's 100% owned Citadel Project, including Phase 2 of its 2013 exploration programme, and provide general working capital.

Phase 2 of the Company's 2013 exploration programme will be focussed on extensional drilling at the Calibre Discovery both to extend the limit of the known mineralisation and to test recently identified downhole EM targets.

For further information, please visit www.antipaminerals.com.au or contact:

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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 deposits, thereby offering high leverage exploration potential. The Company owns a 1,714km² package of prospective tenements in the Proterozoic Paterson Province of Western Australia known as the Citadel Project.

The Citadel Project is located approximately 100 km north of Newcrest's Telfer gold-copper mine and includes the drill defined gold and copper mineralisation known as the Magnum Deposit. The Company has applied for an additional 1,330km² of exploration licences, known as the North Telfer Project, which, on grant, will extend its ground holding in the Paterson Province to within 20 km of Telfer.



Competent Persons Statement: The information in this document that relates to Exploration Results is based on information compiled by Mr Roger Mason who is a full-time employee of the Company and is a member of the Australasian Institute of Mining and Metallurgy. Roger Mason has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Roger Mason consents to the inclusion in the document of the matters based on his information in the form and context in which it appears.

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.