



29 May 2018

Company Announcements Platform  
Australian Securities Exchange  
Level 4  
20 Bridge Street  
SYDNEY NSW 2000

**By Electronic Lodgement**

Dear Sir/Madam

**NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001**

This notice is given by Antipa Minerals Limited (**Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by Australian Securities and Investment Commission Class Order 08/35 (**C08/35**). References in this notice of the Corporations Act are references to the Corporations Act as modified or amended by CO 08/35.

The Company has announced its intention to undertake an equity raising of up to approximately \$4.3 million via a non-renounceable entitlement offer. The raising comprises a non-renounceable pro-rata entitlement offer of fully paid ordinary shares (**Shares**), on the basis of 1 new Share for every 4 Shares held as at 5.00pm (WST) on 1 June 2018 to eligible shareholders with a registered address in Australia, New Zealand, Singapore, Hong Kong and the United Kingdom and certain institutional holders in other jurisdictions in which the Company chooses to make offers (**Entitlement Offer**).

Based on the current capital structure (and assuming no options to acquire Shares (**Options**) are exercised prior to the Record Date) a total of an additional 359,812,298 Shares will be issued if the Entitlement Offer is fully subscribed and the amount raised will be approximately \$4.3 million.

As at the date of this announcement the Company currently has 122,500,000 Options on issue. In order to participate in the Entitlement Offer these Options must be exercised prior to the Record Date.

The Entitlement Offer is partially underwritten by Hartleys Lined (ACN 104 195 057) and Discovery Capital Partners (AUS) (ACN 624 661 070) (**Underwriters**). Entitlements as a result of additional Shares issued due to the exercise of Options to acquire Shares prior to the record date of the Entitlement Offer are not underwritten. The Company will pay the Underwriters a fee of 3% (excluding GST) each of the underwritten amount as well as reimbursement of expenses. The Company will also issue each Underwriter (or their nominee) 10,000,000 Options exercisable at \$0.017 expiring 3 years from the date of issue as part consideration for acting as joint lead managers and underwriters.

Any shortfall under the Entitlement Offer will be dealt with by the Company, in consultation with the Underwriters, at its discretion.

The Company hereby confirms that in respect of the Entitlement Offer (as per the requirements of paragraph 708AA(2)(f) of the Corporations Act):

- the Company will offer the Shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act;

- the Company is providing this notice under paragraph 2(f) of section 708AA of the Corporations Act;
- as at the date of this notice the Company has complied with:
  - the provisions of Chapter 2M of the Corporations Act as they apply to the Company;
  - section 674 of the Corporations Act as it applies to the Company; and
- as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act;
- if all shareholders subscribe for their entitlements, then all shareholders will retain their percentage ownership in the Company, and the issue of Shares under the Entitlement Offer is not expected to have any material effect on the control of the Company.

Yours sincerely

A handwritten signature in cursive script that reads "Simon Robertson".

Simon Robertson  
Company Secretary