

26 November 2018

Section 708AA(2)(f) of the Corporations Act 2001 (Cth)

On Monday, 26 November 2018, Athena Resources Limited (**Athena** or **Company**) announced a pro-rata non-renounceable entitlement offer of ordinary shares in the Company on the basis of one (1) new share (**New Shares**) for every four (4) existing shares held, at an issue price of \$0.01 (1.0 cent) per share (**Entitlement Offer**).

The Entitlement Offer seeks to raise a total of approximately \$541,902 (before expenses) through the issue of up to a maximum of 54,190,197 New Shares. Fractions of shares will be rounded down to the nearest whole number.

An Offer Document will be despatched to all eligible Shareholders together with an Entitlement and Acceptance Form on 4 December 2018.

Pursuant to section 708AA (2)(f) of the Corporations Act 2001 (Cth) (**Act**), the Company hereby states:

1. The Company will offer the New Shares for the issue without disclosure to investors under Part 6D.2 of the Act.
2. The Company is providing this notice under section 708AA(2)(f) of the Act.
3. As at the date of this notice, the Company has complied with:
 - (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
 - (b) section 674 of the Act.
4. As at the date of this notice there is no information:
 - (a) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (b) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (ii) the rights and liabilities attaching to the Shares.
5. Information regarding the potential effect of the issue of New Shares pursuant to the Entitlement Offer on the control of the Company, and the consequences of that effect, is set out below.
 - (a) The issue of New Shares will be dilutive to shareholders who do not take up their Entitlements under the Offer. The potential effect which the Offer will have on the control of the Company depends on several factors including the demand amongst Eligible Shareholders and the size of the Shortfall.
 - (b) The potential effect of the Offer on the control of the Company is as follows:
 - (i) If all eligible shareholders take up their Entitlements under the Offer, then the Offer will have no effect on the control of the Company.

- (ii) If some eligible shareholders do not take up all of their Entitlements under the Offer, then their percentage shareholding and voting power in the Company will be diluted.
 - (iii) In addition, other eligible shareholders may be successful in applying for New Shares under the Shortfall Offer which will be dilutive to eligible shareholders who do not take up all of their Entitlement.
 - (iv) The percentage shareholding and voting power of ineligible shareholders will also be diluted by New Shares issued under the Offer, as a result of ineligible shareholders not being able to participate in the Offer and the relevant shares forming part of the shortfall to be dealt with at the discretion of the directors.
6. The effect the Entitlement Offer will have on change of control of the Company is described above and the table below, and is attributable to eligible shareholders successfully applying for New Shares under the Entitlement Offer.

- (a) The Directors and their associates have expressed an intention to participate in the Offer to the extent set out in the table below:

Director	David Webster	Hau Wan Wai	Edmond Edwards
Shareholding on Record Date	9,891,798	43,000,000	30,438,218
% Holding	4.56%	19.84%	14.04%
Entitlement	2,472,949	10,750,000	7,609,554
Intention to participate ⁽¹⁾	2,472,949	-	7,609,554
Shareholding upon issue of Entitlement Offer Shares	12,364,746	43,000,000	38,047,772
% Holding Post Entitlement Offer ⁽²⁾	4.56%	15.87%	14.04%

Notes:

- (1) The Directors' intentions are indicative as at the date of the Company's announcement of the Entitlement Offer and subject to change without notice.
 - (2) Example: Assumes that the Entitlement Offer is fully subscribed.
 - (3) Hau Wan Wai's shares are held by Brilliant Glory Industrial Corporation Limited (a company incorporated in Hong Kong) of which he is sole Director.
- (b) The issued share capital of the Company is as follows (assuming full subscription of the Entitlement Offer):

	Number of Shares
Balance at the date of this Notice	216,760,789
Maximum number of New Shares to be issued under the Offer	54,190,197
Balance after the Offer	270,950,986

For further information, please contact:

Mr Edmond Edwards
Executive Director
ATHENA RESOURCES LIMITED
+61 (08) 9222 5888