

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

IMPACT MINERALS LIMITED

ABN

52 119 062 261

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 | Ordinary Shares
Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 36,203,350 Shares

8,000,000 Options

The above securities are to be issued under a proposed merger between Invictus Gold Limited and Impact Minerals Limited. |
| 3 | Principal terms of the +securities (e.g. 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

Options exercisable at \$0.20 on or before 30 November 2015 |

+ See chapter 19 for defined terms.

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4	Do the +securities rank equally in all respects from the +issue date 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	Yes for the shares The options will form a new class of security. Shares issued on the exercise of the options will rank equally with existing shares on issue
5	Issue price or consideration	As per the Scheme Booklet dated 28 October 2013 issued by Invictus Gold Limited.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Proposed merger between Invictus Gold Limited and Impact Minerals Limited.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	N/A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of +securities issued under an exception in rule 7.2	N/A	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	On or about 6 January 2014	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		456,182,971	Fully paid ordinary shares
		8,000,000	Options exercisable at \$0.20 on or before 30 November 2015

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	150,000	20 cents 31 Dec 13 expiring options
	150,000	25 cents 31 Dec 13 expiring options
	150,000	20 cent 31 May 2014 expiring options
	15,900,000	6 cents 30 Nov 2015 expiring options
	11,900,000	10 cent 30 Nov 2016 expiring options
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The company has not formulated a dividend policy at this time.	

Part 2 - Pro rata issue

11 Is security holder approval required?	No
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
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

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A

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

+ See chapter 19 for defined terms.

- | | | |
|----|--|-----|
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | N/A |
| 33 | +Issue date | N/A |

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

(8,000,000 options exercisable at \$0.20 on or before 30 November 2015)

Tick to indicate you are providing the information or documents

- 35 ☒ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☒ If the +securities are +equity securities, a distribution schedule of the additional +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 +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	Do the +securities rank equally in all respects from the +issue date 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					
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)					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	+Class		
Number	+Class					

+ 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.

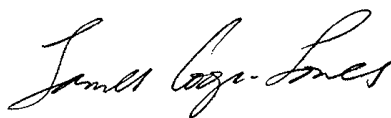
- The issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those ⁺securities should not be granted ⁺quotation.
- An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) 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 is not available now, we 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: 31 October 2013
(Company secretary)

Print name: James Cooper-Jones

⁺ See chapter 19 for defined terms.

IMPACT MINERALS LIMITED**LISTED SCHEME OPTIONS EXPIRING 30/11/15 @ \$0.20****Proforma distribution schedule**

Range	Total holders	Units	% of Issued Capital
1 - 1,000	3	90	0.00
1,001 - 10,000	228	1,410,700	17.63
10,001 - 100,000	101	3,386,000	42.33
100,001 - 1,000,000	15	3,203,210	40.04
1,000,001 - 9,999,999,999	0	0	0.00
Rounding			0.00
Total	347	8,000,000	100.00

IMPACT MINERALS LIMITED**LISTED SCHEME OPTIONS EXPIRING 30/11/15 @ \$0.20****Proforma Top 20 Holders**

Rank	Name	Units	% of Units
1.	MR KENNETH LIVINGSTONE	433,000	5.41
2.	MRS VANESSA HICKEY	400,000	5.00
3.	MR MARIO DALL'EST	261,000	3.26
4.	MR MURRAY LESLIE SIVIOUR	260,000	3.25
5.	DAMPLIN INVESTMENTS PTY LTD	250,000	3.13
6.	HEATHERTON NOMINEES PTY LTD <HEATHERTON NOMINEES S/F A/C>	250,000	3.13
7.	DAMPLIN INVESTMENTS PTY LTD	240,000	3.00
8.	YARRUMDOO PTY LTD <MLS SUPER FUND A/C>	200,000	2.50
9.	PONTRE SECURITIES PTY LTD	151,800	1.90
10.	ROYAL PERTH HOSPITAL MEDICAL RESEARCH FOUNDATION INC	150,000	1.88
11.	FUTURE SUPER PTY LTD <JWS SUPER FUND A/C>	148,000	1.85
12.	SUNTRAPPER PTY LTD <VDB2 SUPER FUND A/C>	126,000	1.58
13.	T T NICHOLLS PTY LTD <SUPERANNUATION ACCOUNT>	120,000	1.50
14.	MR SAMIR SAAD	110,000	1.38
15.	MR JOHN PRINEAS	103,410	1.29
16.	ACTIONETTE PTY LTD <CHRISTINE A FROST S/F A/C>	100,000	1.25
17.	CLODENE PTY LTD	100,000	1.25
18.	MR PETER MURRAY GREEN	100,000	1.25
19.	MR WILLIAM HENRY HERNSTADT	100,000	1.25
20.	JASPER HILL RESOURCES PTY LTD <SUPERANNUATION A/C>	100,000	1.25
Totals: Top 20 holders		3,703,210	46.29
Total Remaining Holders Balance		4,296,790	53.71