

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

CELAMIN HOLDINGS LIMITED

ABN

82 139 255 771

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 | (1) Fully paid ordinary shares (Shares) offered under the SPP Offer to be issued under a prospectus dated 15 October 2018 (Prospectus) for a Share Purchase Plan (SPP).
(2) Options over Shares offered under the Bonus Options Offer (Bonus Options) separately under the Prospectus.
(3) Shares offered under the Placement shares Offer (Placement Shares) separately under the Prospectus.
(4) Options over Shares offered under the Placement Options Offer (Placement Options) separately under the Prospectus. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (1) 26,920,181 SPP Shares to be issued
(2) 63,772,811 Bonus Options to be issued
(3) 10,000,000 Placement Shares to be issued (subject to shareholder approval)
(4) 5,000,000 Placement Options to be issued (subject to shareholder approval) |

+ See chapter 19 for defined terms.

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)	1) Fully paid ordinary shares, the rights and liabilities attaching to which are more fully described in the Prospectus. 2) Options have an exercise price of \$0.05 (5 cents) per Option and expiry date of 18 May 2020. 3) Fully paid ordinary shares, the rights and liabilities attaching to which are more fully described in the Prospectus. 4) Options have an exercise price of \$0.05 (5 cents) per Option and expiry date of 18 May 2020.
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	(1) Yes, the Shares will rank equally with existing Shares on issue. (2) No, however fully paid ordinary shares issued pursuant to conversion of options will rank in all respects pari passu with existing shares at the date of issue. (3) Yes, the Shares will rank equally with existing Shares on issue. (4) No, however fully paid ordinary shares issued pursuant to conversion of options will rank in all respects pari passu with existing shares at the date of issue.
5 Issue price or consideration	(1) Shares offered at \$0.025 (2.5 cents) per Share under the Prospectus (2) Bonus Options offered for no consideration under the Prospectus but have an exercise price of \$0.05 (5 cents) per Option. (3) Placement Shares offered at \$0.025 (2.5 cents) per Share under the Prospectus (4) Placement Options offered for no consideration under the Prospectus but have an exercise price of \$0.05 (5 cents) per Option.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	As disclosed in the Prospectus dated 15 October 2018.
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
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)	3) Up to 10,000,000 Placement Shares to be issued, subject to shareholder approval 4) Up to 5,000,000 Placement Options to be issued, subject to shareholder approval
6f	Number of +securities issued under an exception in rule 7.2	1) Up to 26,920,181 SPP Shares to be issued 2) Up to 63,772,811 Bonus Options to be issued
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

+ See chapter 19 for defined terms.

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	LR 7.1 Up to 18,998,118 LR 7.1A 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.	Anticipated to be: 1) 16 November 2018 2) 19 November 2018 3) 12 December 2018 4) 12 December 2018

8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		Assuming that the maximum number of shares offered under the Prospectus is issued, there will be 126,654,120 shares on issue after completion of the Offers	Ordinary fully paid shares
		Assuming that the maximum number of Bonus Options and Placement Options are issued, there will be 68,772,811 Options on issue after completion of the Offers	Quoted options exercisable at \$0.05 (5 cents) expiring on or before 20 May 2021

	Number	+Class
9	8,656,616	Unlisted options, expiring 11 July 2020 and exercisable at \$0.20 (20 cents) per Option
	135,027	Unlisted options, expiring 10 January 2021 and exercisable at \$0.20 (20 cents) per Option
	3,787,500	Unlisted options, expiring 28 May 2019 and exercisable at \$0.05 (5 cents) per Option
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
	N/A	

Part 2 - Pro rata issue

11	Is security holder approval required?	No, shareholder approval is not required for the Bonus Options Offer
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	1 Option for every two (2) Shares held by Eligible Bonus Option Shareholders at the Bonus Option Record Date.
14	+Class of +securities to which the offer relates	Quoted options
15	+Record date to determine entitlements	5pm (AEDT) 16 November 2018
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded up to the nearest whole number.

+ 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.	Any other country apart from Australia.
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	None for the Bonus Options Offer
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	Prospectus will be sent on 16 October 2018. There is no entitlement and acceptance form for the Bonus Options Offer
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	16 October 2018
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?
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?
32	How do security holders dispose of their entitlements (except by sale through a broker)?
33	+Issue date

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

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

+ See chapter 19 for defined terms.

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

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39 +Class of +securities for which quotation is sought

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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:

- (5) the date from which they do
- (6) the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- (7) the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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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)

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42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class

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: 15 October 2018
(Company secretary)

Print name: Melanie Leydin

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	27,123,005
Add the following: - Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 - Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval - Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: - Include only ordinary securities here – other classes of equity securities cannot be added - Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed - It may be useful to set out issues of securities on different dates as separate line items	4,000,000 – 10 January 2018 270,050 - 10 January 2018 58,070,000 - 10 January 2018 122,000 - 10 January 2018 148,884 – 12 June 2018 Up to 26,920,181 Shares to be issued under the Prospectus – Anticipated to be issued, Friday 16 November 2018 Up to 10,000,000 Placement Shares to be issued under the Prospectus, subject to shareholder approval – Anticipated to be issued, Wednesday 12 December 2018
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
“A”	Up to 126,654,120

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	Up to 18,998,118
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 Note: • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i>	-
“C”	-
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	Up to 18,998,118
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.15] – “C”	Up to 18,998,118 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	N/A
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i>	N/A
“E”	N/A

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	N/A
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	N/A
Total [“A” x 0.10] – “E”	N/A <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.