

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

PURSUIT MINERALS LIMITED

ABN

27 128 806 977

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

Fully paid ordinary shares

1. Fully paid ordinary shares

Listed options

2. Listed options (subject to ASX Approval)

- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

Fully paid ordinary shares

1. 7,297,294 fully paid ordinary shares

Listed options

2. 32,462,436 options (subject to ASX approval)

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)	<u>Fully paid ordinary shares</u> 1. Fully paid ordinary shares issued at \$0.037 per share <u>Listed options</u> 2. Listed options exercisable at \$0.10 each on or before 31 October 2021
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	<u>Fully paid ordinary shares</u> 1. Yes each share ranks equally with existing fully paid ordinary shares on issue. <u>Listed options</u> 2. No. If the Options are exercised, the fully paid ordinary shares issued on exercise of the options will rank equally in all respects with existing quoted fully paid ordinary shares.
5 Issue price or consideration	<u>Fully paid ordinary shares</u> 1. \$0.037 per Share <u>Listed options</u> 2. Nil consideration received for the issue of options as they were issued on the following bases: i. 20,450,424 options issued as 1 free attaching option for every 3 shares subscribed for by sophisticated and exempt investors pursuant to the placement announced by the Company on 1 November 2018. ii. 12,012,012 options being issued to PAC Partners and/ or their nominees for nil cash consideration as part payment for broking and corporate services provided to the Company.

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<u>Fully paid ordinary shares</u> 1. Funds raised will be used for a drill campaign at Airijoki with the aim of defining a JORC Resource and to define an inferred JORC Resource and undertake a Scoping Study at Koitelainen and for general working capital purposes. <u>Listed options</u> 2. Options are being issued for the following purposes: i. 20,450,424 options issued as 1 free attaching option for every 3 shares subscribed for by sophisticated and exempt investors pursuant to the placement announced by the Company on 1 November 2018. ii. 12,012,012 options being issued to PAC Partners and/ or their nominees for nil cash consideration as part payment for broking and corporate services provided to the Company.
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	Yes
6b	The date the security holder resolution under rule 7.1A was passed	24 October 2018
6c	Number of *securities issued without security holder approval under rule 7.1	<u>Fully paid ordinary shares</u> Nil <u>Listed options</u> Nil
6d	Number of *securities issued with security holder approval under rule 7.1A	Nil

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	The following are issued pursuant to a shareholder approval obtained at a General Meeting of the Company's shareholders on 21 December 2018: 1. 7,297,294 fully paid ordinary shares 2. 32,462,436 listed options	
6f	Number of +securities issued under an exception in rule 7.2	Nil	
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.	Not applicable.	
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	Listing Rule 7.1 – 21,423,279 securities Listing Rule 7.1A – 14,282,186 securities	
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.	8 January 2019	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number 129,813,139 32,462,436	+Class Fully Paid Ordinary shares Options with an exercise price of \$0.10 per share and an expiry date of 31 October 2021.

+ See chapter 19 for defined terms.

9 Number and ⁺class of all ⁺securities not quoted on ASX (including the ⁺securities in section 2 if applicable)

Number	⁺ Class
13,008,723	Fully paid ordinary shares escrowed until 23 August 2019.
3,492,000	Options exercisable at \$0.20 on or before 28 February 2021 (escrowed until 23 August 2019),
15,000,000	Options exercisable at \$0.25 on or before 14 August 2021 (escrowed until 23 August 2019),
2,000,000	Options exercisable at \$0.0535 each on or before 6 November 2021
850,000	Options exercisable at \$0.25 each on or before 14 August 2021 and which vest on the Company's share price achieving a 30-day VWAP on or before 23 August 2019 (escrowed until 23 August 2019).
8,000,000	Performance Rights (Class A) convertible into fully paid shares on a 1:1 basis subject to satisfaction of the applicable vesting condition on or before 23 August 2018 and otherwise on the terms set out in section 13.4 of the Company's Prospectus dated 19 June 2017 (escrowed until 23 August 2019)

Number	+Class
8,000,000	Performance Rights (Class B) convertible into fully paid shares on a 1:1 basis subject to satisfaction of the applicable vesting condition on or before 23 August 2019 and otherwise on the terms set out in section 13.4 of the Company's Prospectus dated 19 June 2017 (escrowed until 23 August 2019).
8,000,000	Performance Rights (Class C) convertible into fully paid shares on a 1:1 basis subject to satisfaction of the applicable vesting condition on or before 23 August 2020 and otherwise on the terms set out in section 13.4 of the Company's Prospectus dated 19 June 2017 (escrowed until 23 August 2019).

- 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?

N/a

- 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

+ See chapter 19 for defined terms.

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
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
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
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

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	N/a					
39	+Class of +securities for which quotation is sought	N/a					
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	N/A					
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)	N/a					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>N/a</td> <td>N/a</td> </tr> </tbody> </table>	Number	+Class	N/a	N/a	
Number	+Class						
N/a	N/a						

Quotation agreement

1 +Quotation of our additional +securities are 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:

(Director/Company secretary)

Date: 9 January 2019

Print name: Stephen Kelly

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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	65,370,468
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 <i>Note:</i> - 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	(1) 16,100,045 fully paid ordinary shares issued 7 June 2018 (2) 54,054,055 fully paid ordinary shares issued 7 November 2018 (3) 7,297,294 fully paid ordinary shares issued 7 January 2019
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	N/a
“A”	142,821,862

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	21,423,279
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>	Nil
“C”	Nil
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>	21,423,279
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.15] – “C”	21,423,279 <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>	142,821,862
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	14,282,186
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: • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items	Nil
“E”	Nil

+ See chapter 19 for defined terms.

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>	14,282,186
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	14,282,186 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Holdings Range Report

Pursuit Minerals Limited

Security Class(es): PUROPT6 - UNL OPT EXP 31/10/2021 @ \$0.10

 As at Date: 08-Jan-2019

Holding Ranges	Holders	Total Units	% Issued Share Capital
1 - 1,000	0	0	0.00%
1,001 - 5,000	0	0	0.00%
5,001 - 10,000	0	0	0.00%
10,001 - 100,000	22	1,359,277	4.19%
100,001 - 9,999,999,999	58	31,103,159	95.81%
TOTALS	80	32,462,436	100.00%

 Report generated on 09-Jan-2019 at 07:21 AM

Sydney
 Level 5
 126 Phillip Street
 Sydney NSW 2000

Perth
 Level 2
 267 St Georges Terrace
 Perth WA 6000

Melbourne
 Level 12
 575 Bourke Street
 Melbourne VIC 3000

Top Holders Report

Pursuit Minerals Limited

Security Class(es): PUROPT6 - UNL OPT EXP 31/10/2021 @ \$0.10

Display Top: 20

 As at Date: 08-Jan-2019

Position	Holder Name	Holding	% IC
1	SHAPE WEALTH PTY LTD	3,963,963	12.21%
2	FINCLEAR NOMINEES PTY LTD <ACCUMULATION ENTREPOT A/C>	3,027,027	9.32%
3	VALAS INVESTMENTS PTY LTD <VALAS INVESTMENTS A/C>	3,003,003	9.25%
4	PAC PARTNERS SECURITIES PTY LTD	2,402,402	7.40%
5	MR CRAIG RUSSELL STRANGER	1,441,441	4.44%
6	MR PETER CHRISTOPHER WALL & MRS TANYA-LEE WALL <WALL FAMILY SUPER FUND A/C>	900,901	2.78%
7	PERSHING AUSTRALIA NOMINEES PT Y LTD <ACCUM A/C>	837,838	2.58%
8	MR BIN LIU	711,712	2.19%
9	SCINTILLA STRATEGIC INVESTMENTS LIMITED	675,675	2.08%
10	ADKSK SUPERFUND PTY LTD <ADKSK SUPERFUND A/C>	657,657	2.03%
11	MR VIKING WA KIN KWOK	612,612	1.89%
11	NERO RESOURCE FUND PTY LTD <NERO RESOURCE A/C>	612,612	1.89%
12	CHIFLEY PORTFOLIOS PTY LTD <DAVID HANNON RETIREMENT FUND>	603,603	1.86%

Position	Holder Name	Holding	% IC
13	EMERGING EQUITIES PTY LTD	600,600	1.85%
13	MRS BROOKE LAUREN PICKEN	600,600	1.85%
14	EQUITY TRUSTEES LIMITED <LOWELL RESOURCES FUND A/C>	486,486	1.50%
15	JAYART FUNDS MANAGEMENT PTY LTD	450,451	1.39%
16	PHEAKES PTY LTD <SENATE A/C>	450,450	1.39%
16	MELBOR PTY LTD <RJW FAMILY A/C>	450,450	1.39%
16	MR DAVID HOUSTON FLOWERS	450,450	1.39%
17	SCHAMMER PTY LTD <SCHAMMER FAMILY A/C>	414,414	1.28%
18	MR THOMAS FRANCIS CORR	333,333	1.03%
19	CITICORP NOMINEES PTY LIMITED	306,306	0.94%
19	MR LINDSAY GEORGE DUDFIELD & MRS YVONNE SHEILA DOLING DUDFIELD <LG DUDFIELD PENSION A/C>	306,306	0.94%
19	ORCA CAPITAL GMBH	306,306	0.94%
20	MANDOLIN NOMINEES PTY LTD <MANDOLIN S/F A/C>	305,555	0.94%
20	MR RICHARD STIRLING MICKLE <SCALLYWAG FAMILY NO 2 A/C>	305,555	0.94%
20	FAIRBROTHER HOLDINGS PTY LTD	305,555	0.94%
TOTALS		25,523,263	78.62%
Total Issued Capital		32,462,436	100.00%