

# 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

ALTURA MINING LIMITED

ABN

39 093 391 774

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  | Unlisted Options & Unlisted Warrants                        |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 17,572,749 Unlisted Options<br>72,644,513 Unlisted Warrants |

+ See chapter 19 for defined terms.

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- 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)

#### Unlisted Options

Options issued to Jett Capital Advisors following shareholder approval on 22 November 2017.

The Options comprise two tranches:

- Tranche 1 is for 5,784,846 Options
- Tranche 2 is for 11,787,903 Options

The exercise prices are:

- Tranche 1 is \$0.2340 per Option
- Tranche 2 is \$0.2665 per Option

The expiry date is 25 September 2019.

#### Unlisted Warrants

Warrants issued under the US\$110 million debt facility agreements following shareholder approval on 22 November 2017.

The exercise price is \$0.1260 per warrant.

The expiry date is 4 August 2022.

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+ See chapter 19 for defined terms.

|    |   |  |
|----|---|--|
| 4  | <p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <p>No.</p> <p>The granting of the Options and Warrants does not give the holder a legal or beneficial interest in a fully paid ordinary share until the Options and Warrants have been exercised.</p> <p>When the Options and Warrants have been exercised, ordinary shares will be issued and these shares will then rank equally with existing shares.</p> |
| 5  | Issue price or consideration  | Nil  |
| 6  | Purpose of the issue<br>(If issued as consideration for the acquisition of assets, clearly identify those assets)   | <p>Unlisted Options issued to Jett Capital Advisors in lieu of corporate fees.</p> <p>Unlisted Warrants issued in connection with the Loan Note Subscription Agreement with Magy LLC, Pala Investments Limited and CarVal Investors LLC, as announced to the ASX on 28 July 2017.</p>  |
| 6a | <p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>  | 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  |

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| 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  | ASX Listing Rule 7.1: 238,733,377<br>ASX Listing Rule 7.1A: N/A  |        |        |               |                            |
| 7             | +Issue dates<br>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.<br>Cross reference: item 33 of Appendix 3B. | 24 November 2017   |        |        |               |                            |
| 8             | Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)   | <table border="1"> <thead> <tr> <th data-bbox="686 1500 997 1545">Number</th> <th data-bbox="997 1500 1295 1545">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1545 997 1733">1,751,396,198</td> <td data-bbox="997 1545 1295 1733">Fully paid ordinary shares</td> </tr> </tbody> </table> | Number | +Class | 1,751,396,198 | Fully paid ordinary shares |
| Number        | +Class  |  |        |        |               |                            |
| 1,751,396,198 | Fully paid ordinary shares  |  |        |        |               |                            |

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+ See chapter 19 for defined terms.

|   | Number                             | +Class  |
|---|------------------------------------|---|
| 9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable) | 4,300,000                          | FY2015 Performance Rights                                       |
|   | 5,784,846                          | Options expiring 25 September 2019 exercisable at \$0.2340 each |
|   | 11,787,903                         | Options expiring 25 September 2019 exercisable at \$0.2665 each |
|   | 72,644,513                         | Warrants expiring 4 August 2022 exercisable at \$0.1260 each    |
| 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)           | Dividend policy remains unchanged. |   |

## 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 |
| 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 |

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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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+ See chapter 19 for defined terms.

|    |   |     |
|----|---|-----|
| 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 |

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

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a)  <sup>+</sup>Securities described in Part 1
- (b)  All other <sup>+</sup>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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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 <sup>+</sup>securities

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<sup>+</sup> 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     | <p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | N/A   |        |        |     |     |
| 41     | <p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>  | N/A   |        |        |     |     |
| 42     | Number and +class of all +securities quoted on ASX (including the +securities in clause 38)   | <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">N/A</td> <td style="text-align: center;">N/A</td> </tr> </tbody> </table> | Number | +Class | N/A | N/A |
| Number | +Class  |   |        |        |     |     |
| N/A    | N/A   |   |        |        |     |     |

+ 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:



DAMON COX  
Company Secretary

Date: 27 November 2017

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# 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

| <b>Rule 7.1 – Issues exceeding 15% of capital</b>  |  |
|--|--|
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>  |  |
| <b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue  | 1,231,778,000  |
| <b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> | <p style="text-align: right;">1,800,000 issued on 9 December 2016<br/>(Rule 7.2 Exception 14)</p> <p style="text-align: right;">183,000,000 issued on 1 February 2017<br/>(Rule 7.1)</p> <p style="text-align: right;">123,000,000 issued on 1 February 2017<br/>(Rule 7.4)</p> <p style="text-align: right;">72,644,513 issued on 28 July 2017<br/>(Rule 7.4)</p> |
| <b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period  | Nil  |
| <b>“A”</b>   | 1,612,222,513  |

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|---|---|
| <b>Step 2: Calculate 15% of “A”</b>   |   |
| “B”   | 0.15<br><i>[Note: this value cannot be changed]</i>   |
| <b>Multiply</b> “A” by 0.15   | 241,833,377   |
| <b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>  |   |
| <p><i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> | <p>1,600,000 (shares issued on 9 December 2016)</p> <p>400,000 (shares and performance rights issued on 27 February 2017)</p> <p>500,000 (performance rights issued on 30 March 2017)</p> <p>200,000 (shares issued on 2 June 2017)</p> <p>300,000 (shares and performance rights issued on 22 June 2017)</p> <p>100,000 (shares issued on 7 August 2017)</p> |
| “C”   | 3,100,000   |
| <b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>   |   |
| “A” x 0.15<br><i>Note: number must be same as shown in Step 2</i>   | 241,833,377   |
| <b>Subtract</b> “C”<br><i>Note: number must be same as shown in Step 3</i>  | 3,100,000   |
| <b>Total</b> [“A” x 0.15] – “C”   | 238,733,377<br><i>[Note: this is the remaining placement capacity under rule 7.1]</i>   |

+ See chapter 19 for defined terms.

Part 2

| <b>Rule 7.1A – Additional placement capacity for eligible entities</b>  |  |
|---|--|
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>   |  |
| <p><b>“A”</b></p> <p><i>Note: number must be same as shown in Step 1 of Part 1</i></p>  | <p style="text-align: center;">N/A</p> <p><i>Note: The Company was not an eligible entity and therefore did not seek approval under Listing Rule 7.1A at the AGM held on 22 November 2017.</i></p> |
| <b>Step 2: Calculate 10% of “A”</b>   |  |
| <p><b>“D”</b></p>   | <p style="text-align: center;">0.10</p> <p style="text-align: center;"><i>Note: this value cannot be changed</i></p>   |
| <p><b>Multiply “A” by 0.10</b></p>  | <p style="text-align: center;">-</p>   |
| <b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>   |  |
| <p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p><i>Notes:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <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></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> | <p style="text-align: center;">N/A</p>   |
| <p><b>“E”</b></p>   | <p style="text-align: center;">N/A</p>   |

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

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+ See chapter 19 for defined terms.