

21 June 2017

Company Announcements Office  
Australian Securities Exchange  
20 Bridge Street  
SYDNEY NSW 2000

**SHARE PURCHASE PLAN AND SHORTFALL OFFER – APPENDIX 3B**

On 11 May 2017, Impact Minerals Limited (**Impact** or the **Company**) (ASX:IPT) announced a Share Purchase Plan (**SPP**) for the offer of 222,300,000 new fully paid ordinary shares (**New Shares**) with three free attaching listed options exercisable at \$0.04 with an expiry date of 15 June 2020 (**Free Attaching Options**) for every two New Shares subscribed for (to a maximum of 333,450,000 Free Attaching Options) to existing Shareholders, and the offer of the shortfall to the SPP (**Shortfall Offer**).

As announced on 20 June 2017, the Company received applications for a total of 34,601,161 New Shares under the SPP (with 51,901,752<sup>1</sup> Free Attaching Options) and applications for a total of 25,063,890 New Shares under the Shortfall Offer (with 37,595,838<sup>1</sup> Free Attaching Options). The issue of the Offer Securities was approved by shareholders at a General Meeting held on 20 June 2017.

The additional information required to be provided by the ASX Listing Rules and the Appendix 3B is attached.

An Appendix 3B in respect of the New Shares and Free Attaching Options to be issued under the SPP was announced on 16 May 2017. The attached Appendix 3B is to account for the final number of securities issued under the SPP differing from the maximum number possible.

The Company will now actively seek to place the remaining Offer Securities by 16 September 2017.

Yours faithfully



**Bernard Crawford**  
**Company Secretary**

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<sup>1</sup> Note that the number of Free Attaching Options has changed slightly from the number announced to ASX on 20 June, 2017 due to the rounding of entitlements.

Top Holders Snapshot - Ungrouped

Composition : O17

Rank	Name	Address	Units	% of Units
1.	ABC BETEILIGUNGEN AG		25,000,001	27.93
2.	BEIRNE TRADING PTY LTD		5,750,001	6.42
3.	MANOTEL PTY LTD		3,333,335	3.72
4.	AREDEBECO PTY LTD <BELL SUPER FUND A/C>		1,762,502	1.97
5.	MR GRAEME JOHN MEDHURST		1,500,002	1.68
6.	RYTECH PTY LTD <RYTECH PTY LTD S/F A/C>		1,500,002	1.68
7.	YUNKI PTY LIMITED <THE GRAY SUPERFUND A/C>		1,500,002	1.68
8.	MR PETER FABIAN HELLINGS		1,500,000	1.68
9.	IDEA CAPITAL PTY LTD		1,500,000	1.68
10.	MR BIN LIU		1,500,000	1.68
11.	SJ CAPITAL PTY LTD		1,500,000	1.68
12.	MR ROBERT DAVID EVANS + MRS MEREDITH NEVILL EVANS <R & M EVANS SUPER FUND A/C>		1,250,001	1.40
13.	FORSYTH BARR CUSTODIANS LTD <FORSYTH BARR LTD- NOMINEE A/C>		1,250,001	1.40
14.	MR ALBERT FUNG		1,250,001	1.40
15.	MRS BRANKA GREGOR		1,250,001	1.40

Rank	Name	Address	Units	% of Units
16.	IMAGE INTERPRETATION TECHNOLOGIES PTY LTD <MJ & LV SUPER FUND A/C>		1,250,001	1.40
17.	JACKAAM PTY LTD <HENDERSON SUPER FUND A/C>		1,250,001	1.40
18.	JWS INVESTMENT PTY LTD <CORPORATE A/C>		1,250,001	1.40
19.	MR GRAHAM JOHN MCKENZIE + MRS SHIRLEY JANE MCKENZIE <KINTAIL SUPER A/C>		1,250,001	1.40
20.	MR JEFFREY RONALD PECK		1,250,001	1.40
<b>Totals: Top 20 holders of OPTIONS W CLASS 2017 SPP</b>			<b>57,595,854</b>	<b>64.35</b>
<b>Total Remaining Holders Balance</b>			<b>31,901,736</b>	<b>35.65</b>

Range of Units Snapshot

Composition : O17

Range	Total holders	Units	% of Issued 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	46	3,833,364	4.28
100,001 - 9,999,999,999	75	85,664,226	95.72
<b>Rounding</b>			<b>0.00</b>
<b>Total</b>	<b>121</b>	<b>89,497,590</b>	<b>100.00</b>

Unmarketable Parcels

Minimum Parcel Size	Holders	Units
Minimum \$ 500.00 parcel at \$ 0.0000 per unit	0	0

**Top Holders Snapshot - Ungrouped**
**Composition : ORD**

Rank	Name	Address	Units	% of Units
1.	J P MORGAN NOMINEES AUSTRALIA LIMITED		242,119,120	28.54
2.	SQUADRON RESOURCES PTY LTD		47,619,048	5.61
3.	BNP PARIBAS NOMS PTY LTD <DRP>		24,434,524	2.88
4.	ABC BETEILIGUNGEN AG		16,666,667	1.96
5.	AVIANA HOLDINGS PTY LTD		13,157,895	1.55
6.	TECCA PTY LTD <C & E RETIREMENT FUND A/C>		13,116,565	1.55
7.	CHINA GROWTH MINERALS LIMITED		11,840,470	1.40
8.	P J ENTERPRISES PTY LIMITED <SUPER FUND A/C>		10,385,913	1.22
9.	SUTTON NOMINEES PTY LTD <W M GATACRE FAMILY FUND A/C>		10,144,735	1.20
10.	MRS MELISSA LOUISE CADDICK		8,519,883	1.00
11.	MR QINGTAO ZENG		7,443,452	0.88
12.	FORSYTH BARR CUSTODIANS LTD <FORSYTH BARR LTD-NOMINEE A/C>		7,283,334	0.86
13.	NETWEALTH INVESTMENTS LIMITED <SUPER SERVICES A/C>		6,861,013	0.81
14.	SDG NOMINEES PTY LTD <T J STRAPP SUPER FUND A/C>		6,833,334	0.81
15.	SPAR RESOURCES PTY LTD <SUPER BENEFITS FUND A/C>		6,825,332	0.80

Rank	Name	Address	Units	% of Units
16.	TOWNS CORPORATION PTY LTD <PAE FAMILY A/C>		6,648,091	0.78
17.	MR MARKUS ELSASSER		6,643,735	0.78
18.	IMAGE INTERPRETATION TECHNOLOGIES PTY LTD		6,450,000	0.76
19.	BALINTORE PTY LTD <MCKENZIE SUPER FUND A/C>		6,216,667	0.73
20.	MR YUNG WING HO + MRS KATHERINE KAM LING HO <VIC & KATHY SUPER FUND A/C>		5,939,738	0.70
<b>Totals: Top 20 holders of ORDINARY FULLY PAID SHARES</b>			<b>465,149,516</b>	<b>54.82</b>
<b>Total Remaining Holders Balance</b>			<b>383,286,620</b>	<b>45.18</b>

Range of Units Snapshot

Composition : ORD

Range	Total holders	Units	% of Issued Capital
1 - 1,000	122	8,784	0.00
1,001 - 5,000	111	399,021	0.05
5,001 - 10,000	115	969,077	0.11
10,001 - 100,000	819	36,887,023	4.35
100,001 - 9,999,999,999	650	810,172,231	95.49
<b>Rounding</b>			<b>0.00</b>
<b>Total</b>	<b>1,817</b>	<b>848,436,136</b>	<b>100.00</b>

Unmarketable Parcels

Minimum Parcel Size	Holders	Units
Minimum \$ 500.00 parcel at \$ 0.0000 per unit	0	0

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  | A. Fully Paid Ordinary Shares ( <b>Shares</b> )<br>B. Listed Options ( <b>Options</b> )   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | A. 59,665,051 Shares<br>B. 89,497,590 Options   |
| 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) | A. The Shares will rank equally with existing fully paid ordinary shares<br>B. The Options are exercisable at \$0.04 on or before 15 June 2020<br><br>Note: The Options are free attaching and have been issued on the basis of three Options for every two Shares issued |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 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>A. Yes</p> <p>B. No – the Options represent a new class of listed securities.</p> <p>The Options do not confer any right to participate in a dividend or interest payment.</p> <p>Shares issued on the exercise of the Options will rank equally with all existing Shares on issue.</p>
<p>5 Issue price or consideration</p>	<p>A. \$0.018 per Share</p> <p>B. Nil (issued on the basis of three options for every two new shares issued)</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issued pursuant to the Share Purchase Plan and Shortfall Offer announced to ASX on 11 May 2017.</p> <p>Funds will be used to fund a drill programme of up to 3,000 metres of reverse circulation and diamond drilling to test targets on the Silica Hill Prospect at the Company’s 100% owned Commonwealth gold-silver-base metal project, for follow up work at the high grade Broken Hill copper-nickel-PGM project and Mulga Tank and for general working capital.</p>
<p>6a 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>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>9 November 2016</p>

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+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	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)	A. 59,665,051 Shares B. 89,497,590 Options Approved at General Meeting held on 20 June 2017
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	Not Applicable
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 – 127,265,420 Listing rule 7.1A – 84,843,613  See Annexure 1 for calculations.
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.	21 June 2017

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	848,436,136	Fully paid ordinary shares
	89,497,590	Options exercisable at \$0.04 on or before 15 Jun 2020

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	45,000,000	Options exercisable at: \$0.0325 on or before 7 Aug 2018
	27,000,000	\$0.0367 on or before 29 Sep 2018
	15,500,000	\$0.045 on or before 29 Sep 2019
	15,500,000	\$0.07 on or before 29 Sep 2020
	26,428,572	\$0.0325 on or before 21 Oct 2018
	2,000,000	\$1.00 Convertible Notes maturing 7 Aug 2018

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No dividend policy is currently in place as the Company is involved only in exploration
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**Part 2 - Pro rata issue**

11 Is security holder approval required?	Not Applicable
12 Is the issue renounceable or non-renounceable?	Not Applicable
13 Ratio in which the +securities will be offered	Not Applicable
14 +Class of +securities to which the offer relates	Not Applicable
15 +Record date to determine entitlements	Not Applicable
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable

+ See chapter 19 for defined terms.

17	Policy for deciding entitlements in relation to fractions	Not Applicable
18	Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Not Applicable
19	Closing date for receipt of acceptances or renunciations	Not Applicable
20	Names of any underwriters	Not Applicable
21	Amount of any underwriting fee or commission	Not Applicable
22	Names of any brokers to the issue	Not Applicable
23	Fee or commission payable to the broker to the issue	Not Applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not Applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not Applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not Applicable
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	Not Applicable
28	Date rights trading will begin (if applicable)	Not Applicable

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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|----|---|----------------|
| 29 | Date rights trading will end (if applicable)  | Not Applicable |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker?                            | Not Applicable |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | Not Applicable |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)?                    | Not Applicable |
| 33 | <sup>+</sup> Issue date   | Not Applicable |

**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*

***The ASX code for the listed Options is IPTOA***

- 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

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<sup>+</sup> See chapter 19 for defined terms.

- 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

**Entities that have ticked box 34(b)**

- 38 Number of +securities for which +quotation is sought Not Applicable
- 39 +Class of +securities for which quotation is sought Not Applicable
- 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  
Not Applicable
- 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)  
Not Applicable

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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42 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the <sup>+</sup>securities in clause 38)

Number	<sup>+</sup> Class
Not Applicable	

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<sup>+</sup> 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: .....  
(Director/Company Secretary)

Date: 21 June 2017

Print name: Bernard Crawford

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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

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b><i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i></b>	
<b><i>Insert</i></b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	788,771,085
<b><i>Add</i></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>	59,665,051 (subject of this Appendix 3B)
<b><i>Subtract</i></b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	848,436,136

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	127,265,420
<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>Nil</p> <p>(Note: the issue of the Options that are the subject of this Appendix 3B have been approved by shareholders. Consequently, those securities do not count towards “C”)</p>
“C”	Nil
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	127,265,420
<p><b>Subtract</b> “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	Nil
<p><b>Total</b> [“A” x 0.15] – “C”</p>	<p>127,265,420</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ 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>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	848,436,136
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	84,843,613
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <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>	Nil
<b>“E”</b>	Nil

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+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10  <i>Note: number must be same as shown in Step 2</i>	84,843,613
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total [“A” x 0.10] – “E”</b>	84,843,613  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.