



ASX Announcement

8 October 2018

Celamin Share Purchase Plan

Summary:

- **Share Purchase Plan Offer announced to raise up to \$673,005**
- **Bonus Options Offer to be made to shareholders on a 1 for 2 basis**
- **Placement Offer to sophisticated, institutional or professional investors to raise up to \$250,000**
- **Chairman and CEO each intend to take up their maximum entitlement under the SPP**

Celamin Holdings Limited (ASX: CNL) (Celamin, the Company) is pleased to announce details of its 2018 Share Purchase Plan (SPP).

On 15 June 2018, the Company's shares were reinstated to trading on ASX following more than three years of suspension after the fraudulent transfer of the Company's interest in the Chaketma Project.

During the period of suspension, the Company conducted a number of placements to sophisticated investors and others in order to have sufficient working capital to pursue legal proceedings for the recovery of the Company's interest in the Chaketma Project. The last capital raising conducted by the Company prior to reinstatement of its shares to trading, in February 2018, was a placement of shares to sophisticated investors and others at \$0.00025 (0.025 cents) (**February Placement**). The Company subsequently consolidated its issued share capital by a ratio of 1 for 100 and announced its intention to conduct an offer of shares to Eligible Shareholders by way of a Share Purchase Plan to enable Eligible Shareholders to apply for new Shares at a price not more than the price of shares issued in the February Placement on a post consolidation basis, being \$0.025 (2.5 cents).

The Board is now pleased to offer Eligible SPP Shareholders an opportunity to participate in Company's Share Purchase Plan (**SPP Offer**) to acquire between \$500 and \$15,000 worth of fully paid ordinary shares in the Company (**New Shares**) at the same price of \$0.025 per New Share (**SPP Offer Price**) as that paid by investors under the February Placement, without any brokerage or transaction costs. This SPP will offer all Eligible SPP Shareholders the opportunity to increase their shareholdings to at least a marketable parcel at a price equivalent to that offered to participants in the February Placement.

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Board and Management:

Martin Broome, Chairman
Simon Eley, CEO
Nic Clift, Non-Executive Director
Sue-Ann Higgins, Non-Exec Director
Tim Markwell, Non-Exec Director

Company Secretary

Melanie Leydin

Securities on Issue

89,733,939 ordinary shares
8,656,616 unlisted options
135,027 unlisted options
3,787,500 unlisted options

The SPP Offer Price represents:

- a 14% discount to the closing price of the Company's Shares on the ASX on 4 October 2018, being the last day on which CNL shares traded prior to this announcement; and
- a 15% discount to the VWAP of the Company's Shares over the last 5 days on which sales in the Company's shares were recorded prior to the date of this announcement.

The SPP Offer is capped at 26,920,181 New Shares, to raise a maximum of \$673,005 (**SPP Offer Amount**), and the Directors reserve the right to scale back Applications. The Company intends to seek underwriting support of up to \$336,502, (being the maximum placement capacity available to the Company under ASX Listing Rule 7.1). Patersons Securities Limited has been appointed Lead Manager to the SPP.

The SPP Offer is open to all Eligible SPP Shareholders recorded as holding Shares on the Company's register of members as at 7.00pm (AEST) on Friday 5 October 2018 and who have a registered address in Australia and to certain sophisticated or institutional or limited numbers of Shareholders with a registered address in jurisdictions where the Company is satisfied that it would be lawful to make such an offer.

All shares issued under the SPP will rank equally with existing ordinary shares of the Company.

The Company's Chairman and Chief Executive Officer have each indicated that they intend to take up their maximum \$15,000 entitlement under the SPP (subject to scale-back if oversubscribed).

The SPP will be offered to shareholders in a transaction specific prospectus which will also include the following Bonus Options Offer and Placement Offer.

Bonus Options Offer

In further recognition and appreciation for the support of its Shareholders during the period of the Company's suspension and to enhance Shareholders' exposure to the Company's future growth, the Board has also elected to make a pro-rata offer of bonus options to eligible shareholders (**Bonus Options Offer**), under which Eligible Bonus Option Shareholders will receive one Bonus Option for every two Shares held by them.

The Bonus Options are being issued for no consideration.

The Bonus Options granted under the Bonus Options Offer will be exercisable at \$0.05 on or before 5.00pm (AEDT) on that date which is 18 months from the date of issue of the Bonus Options, currently expected to be 18 May 2020.

The Bonus Options Offer will be open to all Eligible Bonus Options Shareholders recorded as holding Shares on the Company's register of members as at 5.00pm (AEDT) on the SPP Closing Date, which is currently expected to be 16 November 2018 and who have a registered address in Australia and to certain sophisticated or institutional or limited numbers of Shareholders with a registered address in a jurisdictions where the Company is satisfied that it would be lawful to make such an offer. Participants in the SPP will be eligible to receive options in the Bonus Option Offer.

Placement Offer

In addition to the SPP Offer and the Bonus Options Offer, the Company is also proposing to make a Placement Offer of up to 10,000,000 Shares (**Placement Shares**) at the same issue price as the SPP, being \$0.025 per Share to raise up to \$250,000. The participant(s) in the Placement Offer will also receive one (1) free attaching Option (**Placement Options**) for every two (2) Placement Shares applied for, on the same terms as the Bonus Options.

The Company is pursuing its strategy to build a portfolio of resource assets to add shareholder value and in conjunction with this strategy the Company is seeking to engage with a new local partner or partners in Tunisia and to secure new investors in the Company. The Placement Offer will only be extended to specific sophisticated, institutional or professional investors on invitation from the Directors and will provide a local partner or partners or new investors with a strategic stake in the Company. The Placement Offer will not be extended to any existing Shareholders of the Company or any Related Party of the Company.

The issue of Placement Shares and Placement Options offered under the Placement Offer will be subject to Shareholder approval as the number of Placement Shares and Placement Options exceeds the Company's capacity to offer securities in the Company without Shareholder approval in accordance with ASX Listing Rule 7.1. The Company intends to seek Shareholder approval for the issue of the Placement Shares and Placement Options at the Company's Annual General Meeting which is expected to take place prior to the Placement Offer Closing Date.

The additional capital raised under the SPP Offer and the Placement Offer will be used to fund ongoing legal proceedings for recovery of the Company's interest in the Chaketma Project, exploration programs on the Company's new exploration permits in Tunisia prospective for zinc and lead, working capital and costs associated with the Offers.

The key dates for the Offers are as follows*:

Event	Date
SPP Record Date	7pm (AEST) 5 October 2018
Announcement of SPP Offer and Bonus Options Offer	8 October 2018
Lodgement of this Prospectus with ASIC and ASX and announcement of the SPP Offer	15 October 2018
Opening Date for acceptances of the SPP Offer and the Placement Offer	17 October 2018
Closing Date for acceptances of the SPP Offer (5.00pm, AEDT)	5pm (AEDT) 7 November 2018
Shares quoted on an ex-Bonus Option entitlement basis and Bonus Options quoted on a deferred settlement basis	15 November 2018
Allotment Date for SPP Shares under the SPP Offer	16 November 2018
Dispatch of holding statements for SPP Shares issued under the SPP Offer	16 November 2018
Bonus Option Record Date	5pm (AEDT) 16 November 2018
Expected date for quotation of SPP Shares issued under the SPP Offer on ASX	19 November 2018
Intended Bonus Option allotment date	19 November 2018
Dispatch of holding statement for Bonus Options issued under the Bonus Option Offer	19 November 2018
Expected date for quotation of Bonus Options issued under the Bonus Option Offer on ASX	20 November 2018
Closing Date for acceptances of the Placement Offer	7 December 2018
Allotment Date for Placement Shares and Placement Options under the Placement Offer	12 December 2018
Bonus Options expire	18 May 2020

*The dates in the above table are indicative only and may vary subject to the Corporations Act, the Listing Rules and other applicable laws.

The Company expects to lodge the Prospectus for the Offers with ASIC and ASX in the next two weeks and a copy will be dispatched to Eligible SPP Shareholders together with their personalised application forms at the same time. If you have any questions on the Offers prior to receiving the Prospectus, please contact the Company Secretary on (03) 9692 7222 or via email: info@celamin.com, or consult your financial or other professional adviser.

Simon Eley

Chief Executive Officer

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