



ASX Announcement

29 October 2018

Quarterly Activity & Cashflow Reports for Quarter ending 30 September 2018

Celamin Holdings Ltd

ACN 139 255 771

ABN 82 139 255 771

Board and Management

Martin Broome	Chairman
Simon Eley	CEO
Nic Clift	Non-Exec 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

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Summary:

- **Swiss Supreme Court sets aside appeal and declares in favour of Celamin**
- **Additional exploration permit applications lodged contiguous to the Djebba and Zeflana projects**
- **Celamin Share Purchase Plan, Bonus Options Offer and Placement Offer announced**

Phosphate and mineral exploration and development company Celamin Holdings Limited (ASX: CNL) (Celamin, the Company) presents details of its activities for the Quarter ending 30 September 2018.

Celamin remains focused on the exploration and development of the Chaketma Phosphate Project in Tunisia. The Chaketma Project is a potential large scale phosphate development asset, which comprises six prospects over a total area of 56km². It hosts a total JORC compliant Inferred Resource of 130Mt @ 20.5% P₂O₅, confirmed from drilling at only two of the project's six prospects. Celamin is expanding its interests in Tunisia to include base and precious metals.

Swiss Supreme Court and enforcement update

On 28 September 2018 the Company announced that the Swiss Supreme Court had declared inadmissible TMS' annulment application to set aside the Final Arbitration Award delivered by the arbitrator in the ICC arbitration of its dispute with its joint venture partner Tunisian Mining Services (TMS) in relation to the fraudulent transfer to TMS of Celamin's 51% shareholding in Chaketma Phosphates SA (CPSA), the operating company which holds the Chaketma Phosphate Permit (Final Award). The Final Award found in favour of Celamin Limited, ordering TMS to return Celamin Limited's 51% shareholding in CPSA and to pay damages and costs in excess of US\$4 million.

The Swiss Supreme Court has further ordered TMS to pay the Court's cost of approximately A\$21,500, plus an additional indemnity to Celamin for its legal costs in the amount of approximately A\$24,000.

The decision of the Swiss Supreme Court is final and no further appeals or challenges are available against the Final Award before the Swiss Courts.

TMS is yet to comply with the Final Award which is binding on both parties. Celamin Limited has applied for enforcement of the Final Award in Tunisia by way of application to the Tunisian Court of Appeal and a further hearing on 30 October 2018 before the President of the Court of Appeal of Tunis has been scheduled. Upon enforcement, the Final Award may be executed against TMS in the same manner as any Tunisian Court decision.

The Company continues to pursue TMS in relation to other matters arising from TMS' involvement in the Chaketma Phosphate Project and the fraudulent transfer of Celamin's shareholding. The Company will keep the market informed as to progress regarding these additional matters.

Additional applications lodged adjacent to Djebba and Zeflana

Subsequent to the period, the Company lodged with the Ministry of Energy, Mines and Renewable Energy four additional exploration permit applications contiguous with the granted Zeflana and Djebba projects (see figure 1 below).

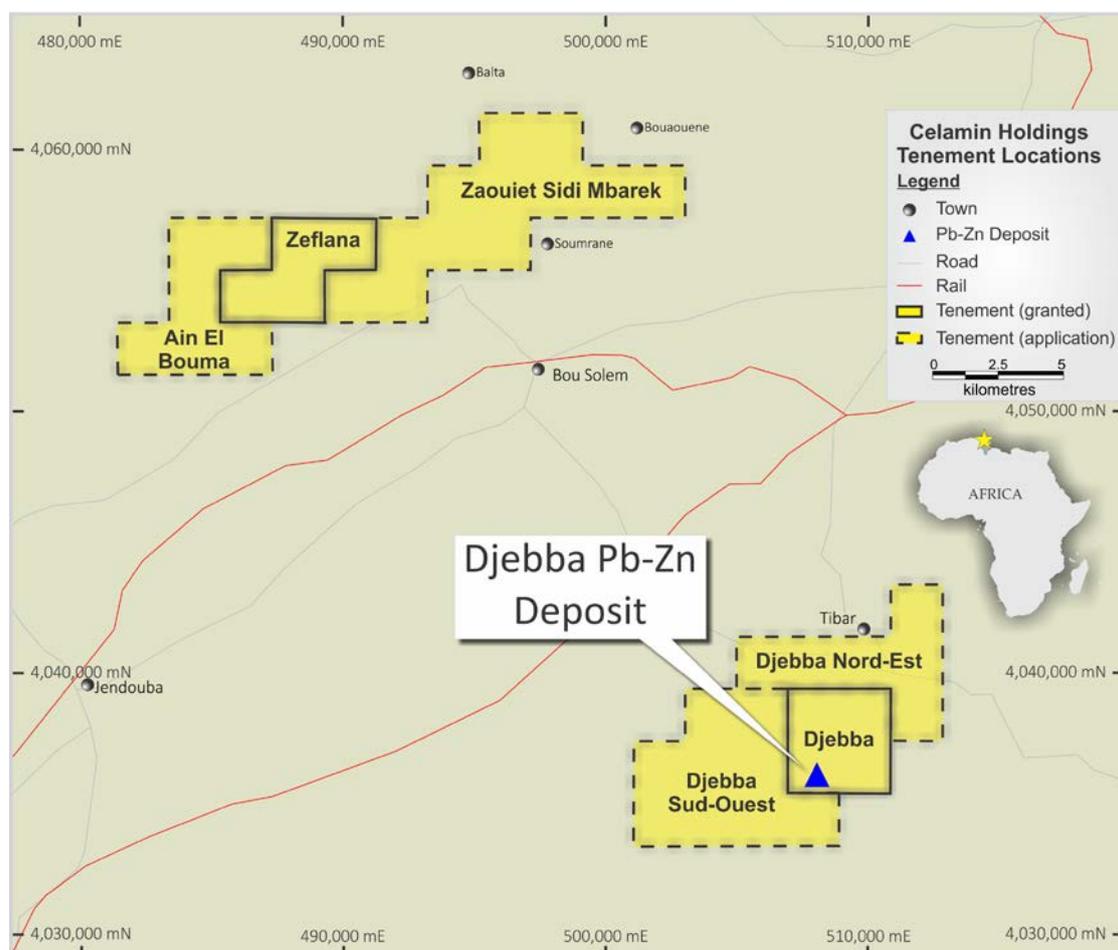


Figure 1 – location of granted permits, Djebba and Zeflana and recent applications

The applications were lodged over areas considered to be extensions of the mineralised systems at both Zeflana and Djebba. Celamin is currently completing data compilation and review of historical work at both projects, including the Historical Mineral Resource Estimate at Djebba. Anticipated

work programs after will include geological mapping, surface sampling and geophysical surveys to identify targets before drilling.

Both projects are in the Atlas Zinc-Lead Belt that runs from Tunisia west through northern Algeria and Morocco. The belt has an ancient history of zinc-lead mining stretching back to Phoenician and Roman times. In more recent times, significant mines in the belt have included Touissit-Bou Beker in Morocco with an estimated “global resource” of c. 70 Mt at 4% Pb, 3.5% Zn, 1% Cu and 120 g/t Ag (Boubadellah et al., 2012) and the Bou Grine deposit in Tunisia with a reported pre-mining resource of 5.5 Mt at 12% Zn and 2.5% Pb (Schmidt, 1999). Modern exploration in the belt has been very limited, the most extensive exploration in Tunisia occurring in the period between 2004 and 2008 by companies including Albidon Ltd in joint venture with Zinifex Ltd, and Maghreb Minerals.

The Company anticipates that the grant of these applications to take approximately 12 months.

Share Purchase Plan, Bonus Options Offer and Placement Offer

On 8 October 2018, the Company announced a partially underwritten Share Purchase Plan Offer to raise up to \$673,005. It also announced a Bonus Options Offer to be made to shareholders on a 1 for 2 basis, and a Placement Offer to sophisticated, institutional or professional investors to raise up to a further \$250,000.

The funds 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 the 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 reserves the right to vary the opening dates and the closing dates without prior notice. The Company reserves the right not to proceed with the Offers at any time before the issue of Securities to Applicants.*

For further information or enquiries, please contact:

Simon Eley

CEO

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Lists of Tenements Held

Mining Tenement	Location	Beneficial Percentage held	Interest acquired/farm-in during the quarter	Interest Disposed/farm-out during the quarter
Chaketma	Tunisia	- %*		- * (see below)
Zeflana	Tunisia	100%	-	-
Djebba	Tunisia	100%	-	-

*** The Chaketma Phosphate Permit is 100% held by CPSA. Prior to 13 February 2015, Celamin held 51% of CPSA and the transfer of its interest in CPSA to TMS is the subject of an arbitration award returning Celamin's 51% interest and enforcement proceedings as detailed in this Report.**

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/13, 01/09/16

Name of entity

CELAMIN HOLDINGS LIMITED

ABN

82 139 255 771

Quarter ended ("current quarter")

30 SEPTEMBER 2018

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (3 months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers	-	-
1.2 Payments for		
(a) exploration & evaluation	-	-
(b) development	-	-
(c) production	-	-
(d) staff costs	(51)	(51)
(e) administration and corporate costs	(167)	(167)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	2	2
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Research and development refunds	-	-
1.8 Other (provide details if material)	-	-
1.9 Net cash from / (used in) operating activities	(216)	(216)

2. Cash flows from investing activities		
2.1 Payments to acquire:		
(a) property, plant and equipment	-	-
(b) tenements (see item 10)	-	-
(c) investments	-	-
(d) other non-current assets	-	-

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (3 months) \$A'000
2.2 Proceeds from the disposal of:		
(a) property, plant and equipment	-	-
(b) tenements (see item 10)	-	-
(c) investments	-	-
(d) other non-current assets	-	-
2.3 Cash flows from loans to other entities	-	-
2.4 Dividends received (see note 3)	-	-
2.5 Other (provide details if material)	-	-
2.6 Net cash from / (used in) investing activities	-	-

3. Cash flows from financing activities		
3.1 Proceeds from issues of shares	-	-
3.2 Proceeds from issue of convertible notes	-	-
3.3 Proceeds from exercise of share options	-	-
3.4 Transaction costs related to issues of shares, convertible notes or options	-	-
3.5 Proceeds from borrowings	-	-
3.6 Repayment of borrowings	-	-
3.7 Transaction costs related to loans and borrowings	-	-
3.8 Dividends paid	-	-
3.9 Other (provide details if material)	-	-
3.10 Net cash from / (used in) financing activities	-	-

4. Net increase / (decrease) in cash and cash equivalents for the period		
4.1 Cash and cash equivalents at beginning of period	585	585
4.2 Net cash from / (used in) operating activities (item 1.9 above)	(216)	(216)
4.3 Net cash from / (used in) investing activities (item 2.6 above)	-	-
4.4 Net cash from / (used in) financing activities (item 3.10 above)	-	-
4.5 Effect of movement in exchange rates on cash held	(2)	(2)
4.6 Cash and cash equivalents at end of period	367	367

5. Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1 Bank balances	367	585
5.2 Call deposits	-	-
5.3 Bank overdrafts	-	-
5.4 Other (provide details)	-	-
5.5 Cash and cash equivalents at end of quarter (should equal item 4.6 above)	367	585

6. Payments to directors of the entity and their associates

- 6.1 Aggregate amount of payments to these parties included in item 1.2
- 6.2 Aggregate amount of cash flow from loans to these parties included in item 2.3
- 6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2

**Current quarter
\$A'000**

24

-

Fees paid to directors and to director related entities during the September 2018 quarter.

7. Payments to related entities of the entity and their associates

- 7.1 Aggregate amount of payments to these parties included in item 1.2
- 7.2 Aggregate amount of cash flow from loans to these parties included in item 2.3
- 7.3 Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2

**Current quarter
\$A'000**

-

-

N/A

8. Financing facilities available <i>Add notes as necessary for an understanding of the position</i>	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
8.1 Loan facilities	-	-
8.2 Credit standby arrangements	-	-
8.3 Other (please specify)	-	-
8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.		

N/A

9. Estimated cash outflows for next quarter	\$A'000
9.1 Exploration and evaluation	30
9.2 Development	-
9.3 Production	-
9.4 Staff costs	43
9.5 Administration and corporate costs	390
9.6 Other (provide details if material)	-
9.7 Total estimated cash outflows	463

10. Changes in tenements (items 2.1(b) and 2.2(b) above)	Tenement reference and location	Nature of interest	Interest at beginning of quarter	Interest at end of quarter
10.1 Interests in mining tenements and petroleum tenements lapsed, relinquished or reduced	-	-	-	-
10.2 Interests in mining tenements and petroleum tenements acquired or increased	-	-	-	-

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Sign here:



Date: 29 October 2018

Company Secretary

Print name:

MELANIE LEYDIN

Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
2. If this quarterly report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, AASB 6: Exploration for and Evaluation of Mineral Resources and AASB 107: Statement of Cash Flows apply to this report. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.