

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

MAGMATIC RESOURCES LTD

ABN

32 615 598 322

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 | 1. Unlisted 36.3 cent options expiring on 31 January 2023
2. Unlisted 60.5 unlisted options expiring on 31 January 2023 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 9,700,000 Unlisted 36.3 cent options expiring on 31 January 2023
2. 4,800,000 Unlisted 60.5 unlisted options expiring on 31 January 2023 |
| 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) | 12,000,000 Unlisted related party options approved by shareholders on 23 January 2020 and 2,500,000 Unlisted ESOP options issued to employees and contractors under the ESOP plan approved by shareholders on 29 November 2019. |

+ 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"> • 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 	<p>On exercise of these unlisted options, the Ordinary Shares will rank equally with existing ordinary shares fully paid</p>
5	Issue price or consideration	Nil (all unlisted options)
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	Incentive options as part of their remuneration package
6a	<p>Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	29 November 2019
6c	Number of ⁺ securities issued without security holder approval under rule 7.1 and 7.1A	2,000,000 unlisted options (29 May 2019),
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Zero
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Zero
6f	Number of ⁺ securities issued under an exception in rule 7.2	Zero

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									
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	After the issue under this Appendix 3B 7.1 21,023,350 7.1A 15,348,900								
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.	31 January 2020								
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="790 1030 1085 1064">Number</th> <th data-bbox="1093 1030 1386 1064">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="790 1064 1085 1120">155,489,001</td> <td data-bbox="1093 1064 1386 1120">Fully paid ordinary shares</td> </tr> <tr> <td data-bbox="790 1120 1085 1176">17,980,613</td> <td data-bbox="1093 1120 1386 1176">Options exercisable at 30 cents and expiring 17 May 2020</td> </tr> <tr> <td data-bbox="790 1176 1085 1404">26,552,708</td> <td data-bbox="1093 1176 1386 1404">Options exercisable at \$0.10 on or before 30 August 2021</td> </tr> </tbody> </table>	Number	+Class	155,489,001	Fully paid ordinary shares	17,980,613	Options exercisable at 30 cents and expiring 17 May 2020	26,552,708	Options exercisable at \$0.10 on or before 30 August 2021
Number	+Class									
155,489,001	Fully paid ordinary shares									
17,980,613	Options exercisable at 30 cents and expiring 17 May 2020									
26,552,708	Options exercisable at \$0.10 on or before 30 August 2021									

+ 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)	2,500,000	Unlisted options exercisable at a price which is the greater of \$0.20 or a 5% discount to the 20 day volume weighted average price of shares on ASX and expiring on 11 May 2020 *
		3,000,000	Unlisted options exercisable at 10 cents and expiring 14 October 2022
		22,000,000	Unlisted options exercisable at 10 cents and expiring 30 November 2022
		8,000,000	Unlisted options exercisable at 26 cents and expiring 30 Nov 2022
		9,700,000	Unlisted 36.3 cent options expiring on 31 January 2023
		4,800,000	Unlisted 60.5 unlisted options expiring on 31 January 2023
*Conversion ratio on achieving performance terms ratio 1:1			
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable	

Part 2 - Pro rata issue – not applicable

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	

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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.
- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders
- 25 If the issue is contingent on security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and offer documents will be sent to persons entitled
- 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
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?

+ See chapter 19 for defined terms.

33 +Issue date

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

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?

Not Applicable

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

41 Reason for request for quotation now

Not Applicable

 Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)

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

Number	+Class
Not Applicable	Not Applicable

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: _____
 (Company secretary)
 Print name: Tony Walsh

Date: 31 January 2020

+ 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	117,242,568
<p>Add the following:</p> <ul style="list-style-type: none"> • 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 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</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> 	<p>Prior approval at 22 October 2019 General Meeting</p> <ul style="list-style-type: none"> • 7,440,000 ordinary shares <p>Ratified at 22 November 2019 General Meeting</p> <ul style="list-style-type: none"> • 10,500,000 ordinary shares • 1,000,000 ordinary shares <p>Prior approval at 22 November 2019 General Meeting</p> <ul style="list-style-type: none"> • 17,000,000 ordinary shares <p>Issued on exercise on quoted options MAGOA on 7 January 2020</p> <ul style="list-style-type: none"> • 306,433 ordinary shares
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	153,489,001

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	23,023,350
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert 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"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <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> 	2,000,000 unlisted options (29 May 2019)
“C”	2,000,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	23,023,350
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	2,000,000
<p>Total [“A” x 0.15] – “C”</p>	21,023,350 <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>	153,489,001
Step 2: Calculate 10% of “A”	
“D”	0.10
Multiply “A” by 0.10	15,348,900
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 <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – 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>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> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	0
“E”	
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>	11,724,256
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	11,724,256 <i>Note: this is the remaining placement capacity under rule 7.1A</i>