



**27 September 2018**

## **Completion of Institutional Placement and launch of Share Purchase Plan**

- **Institutional Placement raising \$2 million well supported by investors;**
- **Placement shares to be issued at \$0.02 per share;**
- **Eligible shareholders registered on 26 September 2018 are invited to participate in a Share Purchase Plan at an issue price of \$0.02 to raise up to an additional \$0.5 million.**

### **Placement**

Equus Mining Limited (ASX: EQE) ('Equus') is pleased to announce it has accepted firm commitments of \$2 million in a placement to institutional and sophisticated investors comprising 100 million shares at \$0.02 per share ("**Placement**").

The placement will be issued in two tranches:

- Tranche 1 – 95 million Placement Shares to raise \$1.9 million before costs, under the Company's existing capacity in accordance with ASX Listing Rules 7.1.
- Tranche 2 – Subject to shareholders approval, Director Mr Mark Lochtenberg intends to support the Placement by subscribing for 5,000,000 Placement Shares to raise \$100,000 before costs.

### **Share Purchase Plan**

Equus Mining is also offering eligible shareholders the opportunity to subscribe for up to \$15,000 worth of new shares in the Company without brokerage or other transaction costs and at a discount to the prevailing market share price under a Share Purchase Plan ("**SPP**").

The Company's shares are being offered under the SPP on the same terms as the Placement at \$0.02 per share, a discount of approximately 13.3% to the volume weighted average price of EQE shares traded on the ASX for the last five days on which shares traded immediately prior to 25 September 2018, to raise up to \$500,000.

The SPP is available to shareholders with a registered address in either Australia or New Zealand on the record date of 26 September 2018. The offer is non-renounceable and is scheduled to close on 25 October 2018.

**The maximum number of shares that will be issued under the SPP is 25,000,000.**

The funds raised by the Placement and the SPP will be used to further advance the Company's Los Domos gold-silver-zinc-lead project located near the township of Chile Chico in the XI Region of Chile and adjacent to the Cerro Bayo gold-silver mine. The net proceeds of the offer and existing cash will be used:

- to advance the Company's flagship Los Domos project towards a JORC defined resource by conducting an additional drilling campaign of up to 5,000 metres;
- to preparation for initial drilling testing at Cerro Diablo; and
- for general corporate and working capital purposes.

If you have any queries in relation to the SPP, please do not hesitate to contact the Company Secretary by telephone on +61 2 9300 3366 or by email at [info@equusmining.com](mailto:info@equusmining.com).

Yours faithfully

Marcelo Mora  
Company Secretary  
Equus Mining Limited

pjn9590

27 September 2018

Dear Shareholder

## Share Purchase Plan

Equus Mining Limited ('Equus' or 'the Company') is offering Eligible Shareholders the opportunity to participate in a Share Purchase Plan ('SPP'). The issue price is \$0.02, representing a discount of approximately 13.3% to the volume weighted average price of the Company's shares for the five business days preceding 25 September 2018 in which shares traded.

The support of your Company at this time is important to ensure that the Company is properly funded to:

- Advance the Los Domos gold-silver-zinc-lead project towards a JORC defined resource by conducting an additional drilling campaign of up to 5,000 metres.
- Support ongoing Company activities and working capital.
- Enable the Company to investigate joint venture opportunities with potential strategic partners.

The Directors encourage all Eligible Shareholders to support the Company and take advantage of this opportunity to acquire Equus shares without brokerage or other transaction costs and at a discount to the Company's share price.

**The maximum number of shares that will be issued under the SPP is 25,000,000.**

### Timetable Share Purchase Plan

Record Date for participation in the SPP	Wednesday 26 September 2018
SPP Offer and Acceptance Form dispatched to eligible shareholders	Friday 28 September 2018
SPP offer opens	Friday 28 September 2018
SPP offer closes	Thursday 25 October 2018
Commencement of trading of SPP shares	Monday 29 October 2018

### Purpose of the Capital Raising

The funds raised by the SPP will be used to support the Company's ongoing operational costs including further advancing the Company's the Los Domos gold-silver-zinc-lead project toward a JORC defined resource and located in the XI Region of Chile. Funds will be directed to a drilling campaign of up to 5,000 metres at Los Domos, preparation for initial drilling testing at Cerro Diablo, for ongoing Company activities and working capital, and initiatives to invite joint venture offers from potential strategic partners.

### Eligible Shareholders

The right to participate in the SPP is available to holders of fully paid ordinary shares on the record date of 26 September 2018 and whose registered address is in Australia or New Zealand ('Eligible Shareholders'). Unfortunately, it is not practical for the SPP to be offered to our shareholders with a registered address in other countries.

Under the SPP, Eligible Shareholders are entitled to purchase up to \$15,000 in additional shares at \$0.02 representing a discount of approximately 13.3% to the volume weighted average share price for the five business days in which shares traded preceding 25 September 2018 and without having to pay any brokerage or other transaction costs.

### How to Participate in the SPP

Participation in the SPP by Eligible Shareholders is entirely optional. If you are in any doubt about your participation in the SPP, then you should contact a professional adviser. The offer is non-renounceable, which means that you cannot transfer your right to purchase securities under the SPP to another person or entity. The maximum amount of \$15,000 will apply even if you receive more than one offer from the Company.

**The maximum number of shares that will be issued under the SPP is 25,000,000.**

### **Issue Price of Securities**

The issue price of securities under the SPP is \$0.02. This price has been set at a discount of approximately 13.3% to the volume weighted average market price of the Company's securities calculated over the five business days preceding 25 September 2018 on which sales of shares were traded.

The market price of the Company's securities will fluctuate during this offer, but this will not affect the issue price of the securities under the SPP. This means that the market price of the Company's securities at the time the securities are allotted under the SPP may be either higher or lower than the subscription price.

### **Maximum Raising and Oversubscription**

The maximum number of securities that the Company will issue under the SPP is 25,000,000 and the maximum amount that would be raised under the SPP is \$500,000. If the Company receives acceptances for more than the maximum, it will reduce the number of securities allotted to each holder of securities on a basis as the Directors decide.

### **Scale Back on Oversubscription**

If the total value of applications for the SPP shares is more than \$500,000 Equus will undertake a scale back to the extent and in the manner that it sees fit. A scale back is a reduction in the allotment of SPP shares that Equus will issue if it receives applications under the SPP for more SPP shares than it wishes.

If there is a scale back you may receive less than the parcel of SPP shares for which you have applied. If a scale back produces a fractional number of SPP shares when applied to your parcel, the number of SPP shares you will be allocated will be rounded down to the nearest whole number of SPP shares.

In the event of a scale back the difference between the application monies received, and the number of SPP shares allocated to you multiplied by the Issue Price, will be refunded to you by cheque as soon as practicable, without interest.

### **Application Instructions**

This offer will close at 5:00 pm (Sydney time) on 25 October 2018. Further details of the SPP are set out in the terms and conditions below. If you wish to participate in the SPP, please read the terms and conditions and return the application form that will be sent to you with payment prior to 25 October 2018.

If you make your payment using BPAY, you do not need to return your Application Form, but you will be taken to have made the certifications and representations described in this SPP Offer Document and on the Application Form. If applying by BPAY, you need to ensure the Share Registry receives your payment by no later than 5:00 pm (Sydney time) on 25 October 2018.

The Directors encourage you to read these terms and conditions carefully and in their entirety. You should seek your own financial advice in relation to this offer and your participation in the SPP.

For further information, please contact Marcelo Mora, Company Secretary, on +61 2 9300 3366.



Yours sincerely  
Mark Lochtenberg  
Chairman

**THIS SAMPLE FORM IS FOR INFORMATION ONLY  
VALID APPLICATION FORMS WILL BE MAILED TO ELIGIBLE SHAREHOLDERS**

Record Date: 26 September 2018

Offer Closes: 25 October 2018

**SHARE PURCHASE PLAN APPLICATION FORM**

This is an offer to eligible registered holders in Equus Mining Limited ('Equus') to subscribe for additional fully paid ordinary shares under the terms and conditions of the Share Purchase Plan ('SPP') as set out on the other side of this application form.

Shares issued under this offer are priced at \$0.02 per share and shareholders may subscribe to one of the following four offers by ticking the appropriate box below:

<p><b>Offer A</b></p> <input type="checkbox"/> A\$15,000 (750,000 shares)	OR	<p><b>Offer B</b></p> <input type="checkbox"/> \$10,000 (500,000 shares)	OR	<p><b>Offer C</b></p> <input type="checkbox"/> \$5,000 (250,000 shares)	OR	<p><b>Offer D</b></p> <input type="checkbox"/> \$2,000 (100,000 shares)
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**PAYMENT OPTIONS**

**Options 1: Paying by Cheque or Bank Draft**

If paying by cheque, record the details of your cheque or money order below with the relevant payment amount.

Drawer	Cheque Number	Bank	Branch	Amount
				A\$

**Options 2: Paying by Bpay**




**Telephone & Internet Banking – BPAY™**

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account.

More info: [www.bpay.com.au](http://www.bpay.com.au)

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**Please note:**

- Payments may only be made by BPAY, cheque or bank draft in Australian dollars and drawn on an Australian branch of an Australian financial institution. BPAY details will be provided on the Application Form to be sent to Eligible Shareholders.
- Your cheque should be made payable to 'Equus Mining Limited' and crossed 'Not Negotiable'.
- Cash payments will not be accepted.
- Should the exact amount not be tendered, Equus Mining reserves the right to return your Application Form and money.

Please provide the following details in case we need to contact you in regards to your application.

Contact Name	Telephone Number 1	Email
	(    )	

By returning this Application Form and your cheque to our office, you:

- agree to be bound by the terms and conditions of the SPP and the Company's Constitution; and
- certify and confirm that the subscription price for the shares subject of this offer, together with the subscription price of all other shares issued to me as a registered holder (or, where a beneficiary is noted on the register, to that beneficiary) under the SPP does not exceed \$15,000.

Your Application Form and cheque should be returned, no later than **5.00pm (Sydney time) on 25 October 2018**, addressed to:

Equus Mining Limited  
Level 2, 66 Hunter Street  
Sydney NSW 2000

You should allow sufficient time for this to occur.

# Equus Mining Limited Share Purchase Plan

## Offer Terms and Conditions

Equus Mining Limited ('Equus') is giving Eligible Shareholders the opportunity to subscribe for fully paid ordinary shares ('Shares') in Equus through a Security Purchase Plan ('SPP'). Participation in the SPP is optional and subject to the following terms and conditions.

### Who is eligible to apply under this offer?

You are eligible to subscribe for Shares under this SPP if you were a registered holder of fully paid ordinary shares or Shares of Equus at the close of business on the Record Date of 26 September 2018, with a registered address in either Australia or New Zealand ('Eligible Shareholders').

The offer under the SPP is non-renounceable, which means that you cannot transfer your right to purchase securities under the offer to anyone else.

### How much can you invest?

Eligible Shareholders may choose to apply for one of the following offers:

	Number of Securities	Payment Amount
<b>Offer A:</b>	750,000 Shares	\$15,000.00
<b>Offer B:</b>	500,000 Shares	\$10,000.00
<b>Offer C:</b>	250,000 Shares	\$5,000.00
<b>Offer D:</b>	100,000 Shares	\$2,000.00

No brokerage or other transaction costs are payable by participants in the SPP.

### How to pay for the securities

You may pay for securities under the SPP by BPAY, cheque or bank draft in accordance with the instructions on the application form.

If your payment is not for the exact amount for one of the four offers, Equus reserves the right to return your Application Form, funds, and not issue any additional Equus securities to you.

Eligible Shareholders, who wish to pay by BPAY, must follow the instructions on the Application Form so that it is received by the Company before 5.00pm (Sydney time) on Thursday, 25 October 2018. Your personalised Application Form carries the Biller Code and your unique personalised Customer Reference Number, which you must use to take up the offer. If you make your payment with BPAY, you do not need to return your Application Form. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

### When does the offer close?

The Closing Date is 25 October 2018. Applications received after 5.00pm (Sydney time) on 25 October 2018 will not be accepted.

### How was the issue price determined?

The issue price for each security under the SPP is \$0.02, which represents a discount of approximately 13.3% to the weighted average market price of Equus securities for the five business days on which sales of Shares occurred preceding 25 September 2018, the date the SPP was announced.

The market price of Equus securities may rise or fall. This means that the issue price of \$0.02 under the SPP may exceed the market price at the time of allotment of securities under the SPP. Accordingly, you should consult your stockbroker or professional adviser in relation to this offer and your participation under the SPP. Any change in the market price of Equus securities will not affect the issue price of \$0.02.

### Why is your investment limited to \$15,000?

The SPP must comply with the Australian Securities & Investments Commission Class Order [CO 09/425] ('the Class Order'), which limits the participation of each Eligible Shareholder to \$15,000 worth of securities. This limit applies to all Eligible Shareholders even if you receive more than one offer from Equus (for example, because you are a joint holder of securities or because you have more than one holding of securities under separate accounts). Equus reserves the right to reject any application for securities where it believes that an Eligible Shareholder has not complied with this requirement.

Where a trustee or nominee is noted on the Equus securities register as holding securities on behalf of another person (beneficiary), the trustee or nominee may, in respect of each such beneficiary, apply under the SPP for securities with a subscription price of up to \$15,000. For the purposes of this acceptance, the beneficiary is deemed to be the registered holder of the relevant securities.

### Allotment of Securities

The securities will be allotted as soon as practicable after the offer closes. Statements will be issued in respect of securities allotted to you under the SPP. You should await confirmation before trading in any securities you have applied for under this offer.

Securities allotted under the SPP will rank equally in all respects with all other fully paid ordinary shares in Equus on the date of issue.

Equus will promptly after allotment of Shares under the SPP, make application for the Shares to be listed for quotation on the official list of the ASX.

### Refunds if the SPP is oversubscribed

If the total number of securities applied for by Eligible Shareholders under the SPP exceeds 25,000,000 then the number of securities allotted to each accepting Eligible Shareholder will be reduced on a pro-rata basis, subject to rounding the adjusted number of securities at the Directors' discretion.

Application moneys to be refunded will be posted to accepting Eligible Shareholders as soon as practical after the Closing Date. Interest will not be paid on money refunded.

### Change of offer

The SPP may be modified or terminated by Equus at any time. Equus will advise the ASX of any modification or termination.

Without limiting the above, Equus may resolve to allot to any person fewer securities than that person applied for under the SPP if the allotment of those securities would contravene any law or Listing Rule of the ASX.

### Dispute resolution

If any dispute arises in connection with the SPP, Equus may settle it in any manner it thinks fit. It can do that generally, or in relation to any particular participant, application or security Equus decision will be final and binding.

Equus reserves the right to waive strict compliance with any provision of the SPP's terms and conditions. The power of Equus in these circumstances may be exercised by the Directors or any delegate of the Directors in accordance with the Corporations Act 2001 and Equus Constitution.

### How can you make further inquiries?

If you have any questions in respect of the SPP, please contact Marcelo Mora on +61 2 9300 3366.