

1 August 2019

The Manager Companies
ASX Limited
20 Bridge Street
Sydney NSW 2000

(14 pages by email)

Dear Sir / Madam

Appendix 3B

Rights Issue Cleansing Notice

Issue of fully paid ordinary shares – secondary trading notice – notice pursuant to paragraph 708AA(2)(f) of the Corporations Act 2001 (“Act”)

Equus Mining Limited (“Equus” or “the Company”) has announced that it will undertake a non-renounceable offer of 52,780,992 fully paid ordinary shares to its shareholders on the basis of an entitlement to subscribe for 1 fully paid ordinary share (New Share) for every 17 ordinary shares held at the Record Date, being 5pm AEST 6 August 2019, with each share being issued at an issue price of \$0.01 to raise approximately \$0.528 million before costs. Further details regarding the Offer are set out in the Offer Document lodged with ASX.

This notice is given under section 708AA(2)(f) of the Corporations Act 2001 Cth (as notionally modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84 and as modified by ASIC Instrument 18-1156). Equus Mining Limited hereby notifies ASX under paragraph 708AA(7) of the Act that:

1. The New Shares will be offered for issue without disclosure under Part 6D.2 of the Corporations Act;
2. This notice is being given under section 708AA(2)(f) of the Corporations Act (as notionally modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84 and as modified by ASIC Instrument 18-1156);
3. As at the date of this notice the Company has complied with the provisions of Chapter 2M and section 674 of the Corporations Act as they apply to the Company;
4. As at the date of this notice, there is no information that is ‘excluded information’ within the meaning of sections 708AA(8) and 708AA(9) of the Act; and
5. Information regarding the potential effect of the issue of New Shares pursuant to the Offer on the control of Equus and the consequences of that effect is set out below.

Effect of the Offer on control

It is not possible to predict the effect of the Offer on the control of Equus. There are a number of possible outcomes that may arise which will, largely, depend on the extent to which Eligible Shareholders take up their entitlement. If all Eligible Shareholders take up New Shares they are entitled to (Entitlement), each Eligible Shareholder’s percentage ownership interest (and voting power) in Equus will remain the same with no effect on the control of Equus. To the extent that any Eligible Shareholder fails to take up some or all of their Entitlement, that Eligible Shareholder’s percentage holdings in Equus will be diluted by those other Eligible Shareholders who take up some or all of their Entitlement.

Equus has two substantial shareholders, comprised of Gerard C Toscan Management Pty Limited and Ringwood Mangement Pty Ltd holding 11.82% of Equus share capital, and Permgold Pty Ltd and Altinova Nominees Pty holding 7.43% of Equus share capital, with a combined voting power of 19.25 %. If both substantial holders were to take up their full Entitlement, and no other Eligible Shareholder took up their Entitlement, then both substantial holders would increase their combined voting power to 20.15%. Equus confirmed that both substantial shareholders are not related party of each other.

The Company is not aware of any other Eligible Shareholder at risk of exceeding the 20% voting power threshold as a result of the Offer.

It is noted that Equus is not appointing a nominee for foreign excluded shareholders under section 615 of the Corporations Act and there are no participants to the Offer that would rely on the 3% creep exception in item 9 of section 611 of the Corporations Act, if its shareholding in Equus does not change before the issue date.

For further information, please contact Marcelo Mora on (61-2) 9300 3366.



Yours faithfully
Marcelo Mora
Company Secretary

pjn10016

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

EQUUS MINING LIMITED

ABN

44 065 212 679

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 | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 52,780,992 (Approximately) ordinary fully paid shares |
| 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) | Fully paid ordinary shares ranking pari passu with existing quoted ordinary shares of the Company. |

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?	Yes, the shares rank equally in all respects with existing ordinary shares.
	<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 	
5	Issue price or consideration	\$0.01 per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	To conduct a drilling campaign at Cerro Bayo gold-silver mine, to further advance the Company's Los Domos gold-silver-zinc-lead project and for working capital.
6a	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	Yes
6b	The date the security holder resolution under rule 7.1A was passed	28 November 2018
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A

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6f	Number of +securities issued under an exception in rule 7.2	N/A	
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.	N/A	
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	N/A	
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	Rule 7.1 – 142,508,678 Rule 7.1A – 95,005,785	
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.	27 August 2019.	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		950,057,855	Fully paid ordinary shares
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		Nil	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Remains unchanged	

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	1 for every 17 shares held
14	+Class of +securities to which the offer relates	Fully paid ordinary shares
15	+Record date to determine entitlements	6 August 2019
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Rounding up
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>	Security holders whose address is not in Australia or New Zealand will not be sent offer documents.
19	Closing date for receipt of acceptances or renunciations	22 August 2019
20	Names of any underwriters	Taylor Collison Limited
21	Amount of any underwriting fee or commission	Underwriting fee of 4% plus 2% management of the underwritten amount.
22	Names of any brokers to the issue	Taylor Collison Limited
23	Fee or commission payable to the broker to the issue	See 21 above

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24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	9 August 2019
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	*Issue date	29 August 2019

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

39 +Class of +securities for which quotation is sought

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

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)

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

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: 
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(Company Secretary)

Date: 1 August 2019

Print name: Marcelo Mora
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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	754,364,363
Add the following: <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> 	14,100,000 (29 October 2018) 5,000,000 (4 December 2018) 52,780,992 (27 August 2019) 95,000,000 (5 October 2018) 28,812,500 (31 December 2018) Nil
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	nil
“A”	950,057,855

+See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	142,508,678
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> 	
“C”	Nil
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	142,508,678
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	nil
Total [“A” x 0.15] – “C”	142,508,678 <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>	950,057,855
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	95,005,785
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 Notes: <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> 	Nil
“E”	Nil

+See chapter 19 for defined terms.

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>	95,005,785
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	nil
Total ["A" x 0.10] – "E"	95,005,785 <i>Note: this is the remaining placement capacity under rule 7.1A</i>