

5 December 2019

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5 December 2019

ASX Market Announcements Office

Dear Sir/Madam

Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84

This notice is given by Panoramic Resources Limited (ACN 095 792 288) (**ASX: PAN**, "**Panoramic**") under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) ("**Corporations Act**") as modified by Australian Securities and Investments Commission Corporations (Non-Traditional Rights Issues) Instrument 2016/84 ("**Instrument 2016/84**").

Where applicable, references in this notice to sections of the Corporations Act are to those sections as modified by Instrument 2016/84.

Panoramic announced on 5 December 2019 a "low doc" accelerated non-renounceable pro rata entitlement offer ("**Entitlement Offer**") of 1 ordinary share in Panoramic ("**New Shares**") for every 6 ordinary shares in Panoramic held as at 4pm (Perth time) on 9 December 2019 to eligible shareholders with an address in Australia, New Zealand and certain other jurisdictions in which Panoramic has decided to make the Entitlement Offer. Each New Share will be issued at an issue price of \$0.30 to raise approximately \$31 million (after costs).

Panoramic advises that:

- (a) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act;
- (c) as at the date of this notice, Panoramic has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to Panoramic; and
 - (ii) section 674 of the Corporations Act as it applies to Panoramic;
- (d) as at the date of this notice, there is no 'excluded information' of the type referred to in section 708AA(8) or section 708AA(9) of the Corporations Act; and

Directors

PETER SULLIVAN

Non-Executive Chairman

VICTOR RAJASOORIAN

Managing Director & CEO

NICHOLAS CERNOTTA

Lead Independent
Non-Executive Director

REBECCA HAYWARD

Non-Executive Director

GILLIAN SWABY

Non-Executive Director

TREVOR ETON

CFO / Company Secretary

- (e) the potential effect of the issue of New Shares pursuant to the Entitlement Offer on control of Panoramic and the consequences of that effect, will depend on a number of factors, including the extent to which eligible shareholders take up their entitlements.

The potential effect on control is summarised below:

- (a) If all eligible shareholders take up their entitlements under the Entitlement Offer, then the Entitlement Offer will have no significant effect on the control of Panoramic.
- (b) If some eligible shareholders do not take up all of their entitlements under the Entitlement Offer, then the interests of those eligible shareholders in Panoramic will be diluted.
- (c) The proportional interests of shareholders who are not eligible shareholders will be diluted because such shareholders are not entitled to participate in the Entitlement Offer.
- (d) Morgans Corporate Limited ("**Morgans**") has committed, under a Conditional Underwriting Agreement with the Company, to conditionally underwrite the Entitlement Offer¹, subject to certain conditions precedent, termination events and other customary exit provisions. If there is a significant shortfall in applications under the Entitlement Offer, Morgans could acquire a maximum voting power of 2.2% in Panoramic (Morgans does not currently have an interest in any of the Company's securities).
- (e) Zeta Resources Limited ("**Zeta**"), the largest shareholder in the Company, has voting power of 35.17% of the Company as at the date of this notice.² Zeta has committed to take up its pro-rata entitlement under the Entitlement Offer totaling 38,351,088 Shares with a value of approximately \$11,505,326 million.³
- (f) If Zeta takes up its full Entitlement, following completion of the Offer, Zeta's maximum voting power in the Company will be 35.17% (being its voting power as at the date of this Notice).⁴
- (g) The Panoramic board has discretion over allocation of New Shares. Morgans will not appoint sub-underwriters without Panoramic's consent and will seek to engage with as many third party sub-underwriters as possible. Morgans has also agreed to ensure no sub-underwriter:
- (i) increases its existing substantial holding in Panoramic; or
 - (ii) obtains a substantial holding in Panoramic under the Offer.
- (h) The Offer is therefore not expected to have any material effect on the control of the Company.

If you have any further questions, you should contact your stockbroker, accountant or other professional adviser.

¹ The issue of New Shares to Morgans or sub-underwriters will, if required, be subject to Panoramic shareholder approval by 17 January 2020. Shareholder approval will not be required if Panoramic obtains a waiver of Listing Rule 7.9 from ASX for the issue of shares in these circumstances, Independence Group NL ("**IGO**") consents to the Entitlement Offer¹ or IGO withdraws its takeover bid for Panoramic which was announced on 4 November 2019.

² Based on Zeta's announcement dated 12 November 2019

³ Subject to applicable law and provided that the Entitlement Offer opens before 31 January 2020 and is for no greater than \$35 million.

⁴ Based on Zeta's announcement dated 12 November 2019

This ASX release was authorised on behalf of the Panoramic Board by: Victor Rajasooriar, Managing Director & CEO

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Important Information

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