

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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

Classic Minerals Limited

ABN

77 119 484 016

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

A. Performance Rights Class A
B. Performance Rights Class B
C. Unquoted Options

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

A. 150,000,000;
B. 405,000,000;
C. 79,333,334.

+ See chapter 19 for defined terms.

- 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)

A. Performance Rights Class A

Each class A performance right is a right to receive one fully paid ordinary share in the Company on the satisfaction of specified performance milestones, granted under the Company's Performance Rights Plan. The performance milestones operate in three tranches as follows:

- a. Tranche 1 – 50,000,000 performance right will vest if a VWAP equal to 33.33% above the closing price of ordinary shares at the date of grant is achieved;
- b. Tranche 2 – 50,000,000 performance rights will vest if a VWAP equal to 100% above the closing price of ordinary shares at the date of grant is achieved, and
- c. Tranche 3 – 50,000,000 performance rights will vest a VWAP equal to 166.66% above the closing price of ordinary shares at the date of grant is achieved.

The Performance Right Plan participant must also remain employed or engaged by the Company or a related body corporate. The class A performance rights will expire if not vested and exercised by 31 December 2020.

B. Performance Rights Class B

Each class B performance right is a right to receive one fully paid ordinary share in the Company on the satisfaction of specified performance milestones, granted under the Company's Performance Rights Plan. The performance milestones operate in three tranches as follows:

- Tranche 1 – 135,000,000 performance rights will vest if both of the following are satisfied:
 - a VWAP equal to 33.33% above the closing price of ordinary shares at the date of grant is achieved; and
 - announcement of an JORC Code inferred mineral resource of at least 250,000 oz of gold, at a minimum grade of at least 1g/t in respect of a Company project;
- Tranche 2 – 135,000,000 performance rights will vest if both of the following are satisfied:
 - a VWAP equal to 100% above the closing price of ordinary shares at the date of grant is achieved; and
 - announcement of an JORC Code inferred mineral resource of at least 300,000 oz of gold, at a minimum grade of at least 1g/t in respect of a Company project; and

+ See chapter 19 for defined terms.

- Tranche 3 – 135,000,000 performance rights will vest if both of the following are satisfied If both of the following are satisfied:
 - a VWAP equal to 166.66% above the closing price of ordinary shares at the date of grant is achieved; and
 - announcement of an JORC Code inferred mineral resource of at least 350,000 oz of gold, at a minimum grade of at least 1g/t in respect of a Company project.

The Performance Right Plan participant must also remain employed or engaged by the Company or a related body corporate. The class B performance rights will expire if not vested and exercised by 31 December 2020.

C. Unquoted Options

Each option is an unquoted option to subscribe for one fully paid ordinary share in the Company. Each option has an exercise price of \$0.007 and an expiry date of 05 November 2021.

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<p>4 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>N/A</p>
<p>5 Issue price or consideration</p>	
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>A. Performance incentive under the Performance Rights Plan, as per terms of offer to consultant, B. Performance incentive under the Performance Rights Plan, as per terms of offers to employees and consultants C. Payment to short-term financiers.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/A</p>

+ See chapter 19 for defined terms.

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)	79,333,334 unquoted options – approval obtained at annual general meeting held on 8 November 2019
6f	Number of +securities issued under an exception in rule 7.2	150,000,000 Performance Rights - Class A 405,000,000 Performance Rights - Class B Granted pursuant to Listing Rule 7.2 (exception 9) under the Company's Performance Right Plan
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 – 499,350 shares.
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.	8 November 2019

+ See chapter 19 for defined terms.

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	Number	+Class
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	5,581,819,906 Fully paid Ordinary shares

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	99,333,334 Unquoted Options: Exercisable at \$0.007 on or before 05 November 2021.
		245,490,352 Unquoted Options: Exercisable at \$ 0.002 on or before 01 March 2022
		150,000,000 Class A Performance Rights
		405,000,000 Class B Performance Rights

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
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Part 2 - Pro rata issue

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	

+ See chapter 19 for defined terms.

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
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>	
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	

+ See chapter 19 for defined terms.

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- 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)?
- 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

⁺ See chapter 19 for defined terms.

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)

+ See chapter 19 for defined terms.

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	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:

Date: 08 November 2019

Print name: Madhukar Bhalla
 (Company Secretary)

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+ 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	3,835,647,179										
<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> 	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">40,000,000</td> <td style="text-align: center;">AGM 30 November 2018</td> </tr> <tr> <td style="text-align: center;">84,000,000</td> <td style="text-align: center;">AGM 30 November 2018</td> </tr> <tr> <td style="text-align: center;">709,500,000</td> <td style="text-align: center;">Share Purchase Plan</td> </tr> <tr> <td style="text-align: center;">150,000,000</td> <td style="text-align: center;">GM of 21 August 2019</td> </tr> <tr> <td style="text-align: center;">35,000,000</td> <td style="text-align: center;">Option Conversion</td> </tr> </table>	40,000,000	AGM 30 November 2018	84,000,000	AGM 30 November 2018	709,500,000	Share Purchase Plan	150,000,000	GM of 21 August 2019	35,000,000	Option Conversion
40,000,000	AGM 30 November 2018										
84,000,000	AGM 30 November 2018										
709,500,000	Share Purchase Plan										
150,000,000	GM of 21 August 2019										
35,000,000	Option Conversion										
Subtract the number of fully paid ⁺ ordinary securities cancelled during that 12-month period	Nil										
“A”	4,854,147,179										

+ See chapter 19 for defined terms.

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	728,122,077
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> 	<p>76,672,727</p> <p>5,000,000</p> <p>646,000,000</p>
“C”	727,672,727
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>	728,122,077
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	727,672,727
<p>Total [“A” x 0.15] – “C”</p>	<p>499,350</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ 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>	
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p><i>Notes:</i></p> <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> 	
“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>	
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.10] – “E”	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.