



**ARGOSY MINERALS**  
LIMITED

**ARGOSY MINERALS LIMITED**  
**ACN 073 391 189**

## **Share Purchase Plan Prospectus**

For an offer of up to 11,111,111 Shares at an issue price of \$0.18 per Share to raise up to \$2,000,000 (before expenses) (**SPP Offer**).

This Prospectus also contains an offer of up to 1,000 Shares at an issue price of \$0.18 per Share to raise up to \$180 (**Cleansing Offer**). The Cleansing Offer is included primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date of the Cleansing Offer.

### **IMPORTANT INFORMATION**

This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the *Corporations Act 2001* (Cth). This Prospectus does not contain all the information that is generally required to be set out in a document of this type, but refers to other documents, the information of which is deemed to be incorporated into this Prospectus.

This document and any such incorporated documents are important and should be read in their entirety before deciding whether to apply for New Shares. If you do not understand their contents, you should consult your stockbroker, accountant or other professional adviser without delay. **The Shares offered by this Prospectus should be considered speculative.**

## Important Notes

### Authorisation

This Prospectus is dated 17 October 2017 and was lodged with the ASIC on the same date.

The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus. No person is authorised to give information or to make any representation in connection with the Offers or this Prospectus which is not contained in this Prospectus. Any such information or representation not so contained may not be relied upon as having been authorised by the Company. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

### Expiry date

No Securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. Securities allotted or issued pursuant to this Prospectus will be allotted or issued on the terms and conditions set out in this Prospectus.

### Transaction Specific Prospectus

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to the ASX and does not include all information that is generally required to be included in a document of this type. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom Potential Investors may consult.

### Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, the Company expects to take place. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company and the Directors.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this prospectus will actually occur and investors are cautioned not to place undue reliance on these forward- looking statements. None of the Company, nor any other person, guarantees the future performance of the Company or any return on any investment made pursuant to this Prospectus.

The Company has no intention to update or revise forward-looking statements contained in this Prospectus, or to publish prospective financial information, in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law (including the disclosure obligations under the ASX Listing Rules and the Corporations Act).

## No overseas registration

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the New Shares or the Offers, or to otherwise permit a public offering of Shares, in any jurisdiction outside Australia and New Zealand. The distribution of this Prospectus (including in electronic form) outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus outside Australia and New Zealand should seek advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Prospectus may not be released or distributed in the United States. This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. In particular, the Shares have not been, and will not be, registered under the US Securities Act of 1933, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons (as defined in Regulation S under the US Securities Act) unless the Shares are registered under the US Securities Act, or an exemption from the registration.

## Risk factors

Potential Investors should be aware that subscribing for Shares in the Company involves a number of risks. Some of the more material risks associated with an investment in the Company are set out in the Section 5 of this Prospectus and Potential Investors should have regard to these risks before making an investment decision. These risks together with other general risks applicable to all investments in listed securities not specifically referred to may affect the value of the New Shares in the future. This Prospectus does not provide investment advice and has been prepared without taking account of your financial objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional investment advice before subscribing for New Shares under this Prospectus.

## Availability

This Prospectus will be issued to Eligible Shareholders in paper form or as an electronic prospectus where Eligible Shareholders have requested to receive notices by email. This Prospectus is also available in electronic format at [www.argosyminerals.com.au](http://www.argosyminerals.com.au). The Offers constituted by this Prospectus in electronic form are only available to eligible persons receiving this Prospectus in electronic form within Australia. Persons having received this Prospectus in electronic form may, during the offer period, obtain a paper copy of this Prospectus (free of charge) by telephoning +61 8 6188 8181. Applications for New Shares may only be made on the Application Form which accompanies or is attached to a copy of this Prospectus. The Corporations Act prohibits any person from passing on to another person an Application Form unless it is attached to or accompanied by a hard copy of this Prospectus or by the complete and unaltered electronic version of this Prospectus.

## Glossary, currency and time

Defined terms and abbreviations used in this Prospectus, unless otherwise specified, have the meaning given to them in Section 8. Unless otherwise specified or implied, reference to times in this Prospectus are references to the time in Perth, Western Australia. References to '\$' or 'dollars' in this Prospectus are, unless otherwise specified or implied, a reference to the lawful currency of the Commonwealth of Australia.

## Decision to invest

This document is important and should be read in its entirety. If in doubt, you should consult your stockbroker, accountant or other professional adviser before deciding whether to invest.

## Key Dates

<b>Event</b>	<b>Indicative Date*</b>
Record Date to identify Shareholders entitled to participate in the SPP Offer	5.00pm (WST) on 4 October 2017
Announcement of intention to undertake a share purchase plan	5 October 2017
Announcement of confirmation of the SPP Offer	13 October 2017
Lodgement of Prospectus	17 October 2017
Opening Date of the Offers	20 October 2017
Closing Date of the Offers	3 November 2017
Completion of the allotment and issue of New Shares under the Offers	8 November 2017

\* The above dates are indicative only and may change without notice. The Company reserves the right to bring forward or extend the Closing Date of either the SPP Offer or the Cleansing Offer at any time after the Opening Date without notice. The Company also reserves the right not to proceed with the SPP Offer or the Cleansing Offer.

## Table of contents

<b>1. Details of the SPP Offer</b>	<b>1</b>
<b>2. Details of the Cleansing Offer</b>	<b>9</b>
<b>3. Purpose and effect of the Offers</b>	<b>11</b>
<b>4. Rights attaching to Shares</b>	<b>15</b>
<b>5. Risk Factors</b>	<b>17</b>
<b>6. Additional information</b>	<b>25</b>
<b>7. Directors' Authorisation</b>	<b>34</b>
<b>8. Glossary</b>	<b>35</b>
<b>Corporate Directory</b>	<b>37</b>

## 1. Details of the SPP Offer

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### 1.1 The SPP Offer

Pursuant to this Prospectus, the Company invites each Eligible Shareholder to apply for up to \$15,000 worth of New Shares (being up to 83,333 New Shares) at an issue price of \$0.18 per New Share (**SPP Offer Price**), to raise up to a total of \$2,000,000 (before expenses) (**SPP Offer**).

All of the New Shares offered under this Prospectus will rank equally with the existing Shares on issue as at the date of this Prospectus. The material rights and liabilities attaching to the New Shares are set out in Section 4 of this Prospectus.

The purpose of the SPP Offer and the intended use of funds raised pursuant to the SPP Offer are set out in Section 3.1.

The issue of the New Shares under this Prospectus will be made from within the Company's existing placement capacity under Listing Rule 7.1. As at the date of this Prospectus, the Company has placement capacity of 20,771,068 Shares under Listing Rule 7.1. Accordingly, Shareholder approval has not been (and will not be) sought to enable the Company to issue the New Shares under this Prospectus.

As the Listing Rules require the prior approval of shareholders to issue securities to a related party of a listed entity (unless an exception applies), no related parties of the Company (including the Directors) will participate in the Offers under this Prospectus.

### 1.2 ASIC Class Order on Share Purchase Plans

In certain circumstances, a listed company may undertake a share purchase plan in accordance with ASIC Class Order 09/425 (**Class Order**). The Class Order allows a share purchase plan to be conducted without the use of a prospectus. As the Company completed a share purchase plan in the past 12 months (refer to the ASX announcement dated 15 June 2017), the Company is unable to rely on the Class Order. Accordingly, the Company is undertaking the SPP Offer under this Prospectus.

### 1.3 Placement and SPP Offer Price

On 13 October 2017, the Company announced that it had completed a placement of 83,333,333 Shares to sophisticated and professional investors at an issue price of \$0.18 per Share to raise a total of \$15,000,000 (before expenses) (**Placement**). Eligible Shareholders are being offered the opportunity to acquire New Shares at the same price as investors were offered Shares under the Placement.

The SPP Offer Price represents a discount of:

- 29.4% to the closing Share price (as quoted on ASX) of \$0.255 on 10 October 2017 (being the last day on which a trade in Shares occurred before the details of the Placement and SPP Offer were announced on 13 October 2017); and
- 34.5% to the volume weighted average price of Shares over the five day period of 29 September 2017 to 10 October 2017 (being the last day on which a trade

in Shares occurred before the details of the Placement and SPP Offer were announced on 13 October 2017).

The SPP Offer Price is fixed, regardless of any changes in the market price of Shares during the SPP Offer Period.

#### 1.4 **SPP Offer Period**

The SPP Offer opens on 20 October 2017 and is scheduled to close at 5.00 pm (WST) on 3 November 2017 (**SPP Offer Period**).

The Company reserves the right to:

- extend the SPP Offer;
- close the SPP Offer early; or
- withdraw the SPP Offer,

at any time by making an announcement to the ASX. Eligible Shareholders who wish to apply for New Shares under the SPP Offer are encouraged to make their application as soon as possible.

#### 1.5 **Shareholders eligible to participate in SPP Offer**

Only Eligible Shareholders may participate in the SPP Offer. 'Eligible Shareholders' for the purposes of the SPP Offer are Shareholders:

- who were registered holders of Shares as at 5.00 pm (WST) on the Record Date of Wednesday, 4 October 2017; and
- whose registered address was in Australia or New Zealand.

The Company has determined that it is either unlawful or impracticable for holders of Shares with registered addresses in jurisdictions outside Australia (and its external territories) and New Zealand to participate in the SPP Offer.

If you are the only registered Shareholder of a holding of Shares, but you receive more than one SPP Offer (for example, because you hold Shares in more than one capacity), you may only apply for one parcel of New Shares with a value of up to \$15,000 (which may be subject to scale back in accordance with Section 1.10). Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder.

The Company reserves the right to reject any application for New Shares under this Prospectus to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

Participation in the SPP Offer is optional and is subject to the terms and conditions relating to the SPP Offer set out in this Prospectus.

## 1.6 **May 2017 SPP**

On 23 May 2017, the Company announced the details of a fully underwritten share purchase plan offered to eligible shareholders at an issue price of \$0.073 per Share to raise \$1,000,000 (**May 2017 SPP**). On 15 June 2017, the Company announced that the May 2017 SPP was closed with all oversubscriptions accepted to raise \$2,234,000.

You are entitled to participate in the SPP Offer made under this Prospectus even if you participated in the May 2017 SPP. As the Class Order does not apply to the SPP Offer under this Prospectus, the Company will not consider any amount you subscribed in the May 2017 SPP when having regard to your application under the SPP Offer.

## 1.7 **Minimum subscription**

There is no minimum subscription under this Prospectus.

## 1.8 **Oversubscriptions**

The Company will not accept oversubscriptions under the SPP Offer or Cleansing Offer. The maximum amount that will be raised under the SPP Offer is \$2,000,000.

## 1.9 **Applications**

An application under the SPP Offer must be made on the Application Form accompanying the Prospectus.

Pursuant to the SPP Offer, Eligible Shareholders may apply for a maximum of \$15,000 worth of New Shares. Eligible Shareholders may participate by selecting one of the following options (**SPP Application Amount**) to purchase New Shares under the SPP Offer:

	<b>SPP Application Amount</b>	<b>Number of New Shares which may be applied for</b>
<b>Offer A</b>	\$15,000	83,333
<b>Offer B</b>	\$12,500	69,444
<b>Offer C</b>	\$10,000	55,555
<b>Offer D</b>	\$7,500	41,666
<b>Offer E</b>	\$5,000	27,777

The above table summarises the number of New Shares that would be issued for different application amounts (assuming there is no scale back of applications). Where the amount applied for results in a fraction of a Share, the number of New Shares issued will be rounded down to the nearest whole number.

Any application moneys received for more than an applicant's final allocation of New Shares (only where the amount is \$1.00 or greater) will be refunded, without interest.

Eligible Shareholders may apply for the SPP Offer by following the procedures set out in either Section 1.11 or 1.12. The SPP Offer is non-renounceable, which means that Eligible Shareholders may not transfer their rights to any New Shares offered under the

SPP Offer. You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPAY®.

If you require assistance in completing an Application form, please contact the Company's share registry (Automic Registry Services) on +61 8 9324 2099.

#### 1.10 **Scale back**

The Company intends to raise \$2,000,000 under the SPP Offer. If applications for more than the maximum amount of the SPP Offer are received before the Closing Date, the Company intends to scale back applications equally on a pro rata basis.

Applications under the SPP Offer will be allocated at the absolute discretion of the Company and the final allocation decision will be at the sole discretion of the Board.

If the scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be allocated will be rounded down to the nearest whole number of New Shares. If the Company scales back an Application or purported application, the Company will promptly return to the Shareholder the relevant application monies, without interest, following allotment of the New Shares.

#### 1.11 **Payment by cheque/bank draft**

Payment for any New Shares applied for pursuant to the SPP Offer must be made in Australian dollars. For payment by cheque or bank draft, please follow the instructions on the Application Form. All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to '**Argosy Minerals Limited – SPP Offer**' and crossed '**Not Negotiable**'.

Your completed Application Form and cheque must reach the Company's share registry by no later than 5.00 pm (WST) on the Closing Date of the SPP Offer.

#### 1.12 **Payment by BPAY®**

For payment by BPAY®, please follow the instructions on the Application Form.

You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- you do not need to submit the Application Form but are taken to have made the declarations in that Application Form; and
- if you do not pay an amount equal to one of the SPP Application Amounts set out in the table in Section 1.9, you will be deemed to have applied for the SPP Application Amount that is the next lowest compared to your payment. In this event, the additional application monies will be refunded promptly, and without interest, following the Allotment Date.

It is your responsibility to ensure that your BPAY® payment is received by the Company's share registry by no later than 5.00 pm (WST) on the Closing Date of the SPP Offer. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into



consideration when making payment. No interest will be paid on any application monies received or refunded.

### 1.13 Effect of making an application

If you apply for New Shares under the SPP Offer, you:

- will be deemed to have represented and warranted that: you are an Eligible Shareholder; you have read and understood the SPP Offer terms and conditions set out in this Prospectus; you subscribe for New Shares in accordance with those terms and conditions and you agree to be bound by the Company's constitution as in force from time to time;
- authorise the Company to correct or amend your Application Form as contemplated by Section 1.19;
- acknowledge that the market price of Shares may rise or fall between the date of this Offer and the Allotment Date and that the price you pay for New Shares pursuant to this Prospectus may exceed the market price of the Shares on the Allotment Date;
- accept the risk associated with any refund that may be dispatched to you at your address as shown on the share register;
- are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque for payment which is dishonoured;
- acknowledge that to the extent you hold Shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that any application complies with all applicable foreign laws;
- acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or any securities laws in the United States, or in any other jurisdiction outside Australia, and accordingly, the New Shares purchased under the SPP Offer may not be offered, sold or otherwise transferred except in a transaction not subject to the registration requirements of the US Securities Act and any other applicable securities laws;
- represent and warrant that you are not a US Person, and are not applying under the SPP Offer for or on behalf of a US Person, and represent and warrant that you have not and will not send any materials relating to the Offer to any person in the United States that is, or is acting for the account or benefit of, a US Person;
- acknowledge that you have not been provided with investment advice or financial product advice by the Company or its Directors and have made your own enquiries before making an investment decision; and
- certify that you have not applied for, or instructed a Custodian to apply on your behalf for, New Shares with an application price which exceeds \$15,000 in aggregate.

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#### 1.14 **Shortfall**

The Company will not make a shortfall offer of any Shares not subscribed under this Prospectus.

#### 1.15 **Not underwritten**

The SPP Offer is not underwritten.

#### 1.16 **Custodians, trustees and nominees**

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in the Class Order (**Custodian**)), you may apply for up to the maximum of New Shares for each beneficiary for whom you act as custodian provided you annex to your Application Form a certificate to the Company (**Custodian Certificate**) with the following information:

- that you held Shares in the Company on behalf of one or more other persons (each a **Participating Beneficiary**) at 5.00 pm (WST) on the Record Date who have subsequently instructed you to apply for New Shares under the SPP Offer on their behalf;
- the number of Participating Beneficiaries and their names and addresses;
- the number of Shares that you hold on behalf of each Participating Beneficiary;
- the dollar amount of New Shares that each Participating Beneficiary has instructed you, either directly or indirectly through another custodian, to apply for on their behalf;
- that the application price for New Shares applied for under the SPP Offer for each Participating Beneficiary for whom you act does not exceed \$15,000;
- that a copy of this Prospectus was given to each Participating Beneficiary; and
- where you hold Shares on behalf of a beneficiary indirectly through one or more interposed custodians, the name and address of each interposed custodian.

By submitting an Application Form on behalf of a Participating Beneficiary, you certify that you are the Custodian for the Participating Beneficiary and that the above information in this Section 1.16 and the information contained in the Application Form is true and correct as at the date of the application.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact the Company's share registry on +61 8 9324 2099 before the SPP Offer closes.

The Company reserves the right to reject any application for Shares under this Prospectus to the extent that it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

### 1.17 **ASX listing**

Application for Official Quotation of the New Shares offered pursuant to this Prospectus will be made within seven days of the date of this Prospectus.

If the New Shares are not admitted to Official Quotation by ASX before the expiration of three months after the date of issue of this Prospectus, or such period as varied by the ASIC, the Company will not issue any New Shares and will repay all application monies for the New Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

### 1.18 **Issue**

The issue of New Shares pursuant to the SPP Offer will take place as soon as practicable after the Closing Date of the SPP Offer. The Company expects that the New Shares will be allotted on 8 November 2017 (**Allotment Date**). Holding statements are expected to be dispatched by 10 November 2017. These dates are subject to change at the discretion of the Company.

Pending the issue of the New Shares or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the applicants in a separate bank account as required by the Corporations Act. The Company will be entitled to retain all interest that accrues on the bank account and each applicant waives the right to claim interest.

### 1.19 **Defects in applications**

If an Application Form is not completed correctly or if the accompanying payment is the wrong amount, the Company may, in its absolute discretion, still treat the Application Form to be valid. The Company's decision to treat an application as valid, or how to construe, amend or complete it, will be final.

### 1.20 **Refunds**

Refunds pursuant to the SPP Offer may be paid under various circumstances. If a refund is made, payment will be by cheque mailed to your address as shown on the Company's share register. You will not receive any interest on funds refunded to you. Costs of participation

No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and allotment of, New Shares under the SPP Offer.

### 1.21 **Applicants outside Australia**

The distribution of this Prospectus outside of Australia may be restricted by law. This SPP Offer does not, and is not intended to, constitute an offer in any place or

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jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of all overseas jurisdictions in which Shareholders reside, having regard to the number of overseas Shareholders, the number and value of those Shares which the overseas Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the SPP Offer is not being extended, and New Shares will not be issued, to Shareholders with a registered address which is outside of Australia or New Zealand or any other jurisdiction where the Company is not satisfied that it is lawfully able to make such an offer or issue this Prospectus without being required to take any further action in the relevant jurisdiction concerned.

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct Act 2013* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*. This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Shareholders resident in Australia or New Zealand holding Shares on behalf of residents overseas are responsible for ensuring that applying for Shares under the Offers does not breach regulations in the relevant overseas jurisdiction. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all applicable approvals and consents have been obtained.

#### 1.22 **Modification and termination of the SPP Offer**

The Company may modify or terminate the SPP Offer at any time including closing the SPP Offer early. The Company will notify the ASX of any modification to, or termination of, the SPP Offer. The omission to give notice of any modification to, or termination of, the SPP Offer or the failure of ASX to receive such notice will not invalidate the modification or termination.

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of the SPP Offer, whether generally or in relation to any participant or application, and the decision of the Company will be conclusive and binding on all participants and other persons to whom the determination relates.

The Company reserves the right to waive strict compliance with any provision of the terms and conditions of this Prospectus. The powers of the Company under this Prospectus may be exercised by the Directors or any delegate of the Directors.

#### 1.23 **Enquiries**

Any questions concerning the SPP Offer should be directed to Ms Andrea Betti, Company Secretary, on + 61 8 6188 8181.

## 2. Details of the Cleansing Offer

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### 2.1 The Cleansing Offer

Pursuant to this Prospectus, the Company is also inviting investors identified by the Directors to apply for up to 1,000 New Shares in aggregate at an issue price of \$0.18 per New Share, to raise up to \$180 (before expenses) (**Cleansing Offer**). The Cleansing Offer will only be extended to specific parties on invitation from the Directors. Application forms will only be provided by the Company to these parties.

One of the purposes of this Prospectus is to remove any trading restrictions that may otherwise apply to Shares issued by the Company prior to the Closing Date of the Cleansing Offer (including prior to the date of this Prospectus) in accordance with section 708A(11) of the Corporations Act.

### 2.2 Minimum subscription

There is no minimum subscription in relation to the Cleansing Offer.

### 2.3 Oversubscriptions

No oversubscriptions will be accepted by the Company in relation to the Cleansing Offer.

### 2.4 Not underwritten

The Cleansing Offer is not underwritten.

### 2.5 Applications

Applications for New Shares under the Cleansing Offer must only be made by investors offered New Shares by the Company under the Cleansing Offer and using the application form provided by the Company. By completing such an application form, you will be taken to have declared that all details and statements made by you are complete and accurate and that you have received personally the application form together with a complete and unaltered copy of the Prospectus.

Payment for New Shares must be made in full at the issue price of \$0.18 per New Share. Completed application forms and accompanying cheques, made payable to '**Argosy Minerals Limited**' and crossed '**Not Negotiable**', must be mailed or delivered to the address set out on the application form by no later than the Closing Date of the Cleansing Offer. The Company reserves the right to close the Cleansing Offer early.

### 2.6 ASX listing

Application for Official Quotation by ASX of the New Shares will be made within seven days after the date of this Prospectus. If the New Shares are not admitted to Official Quotation by ASX before the expiration of three months after the date of issue of this Prospectus, or such period as varied by the ASIC, the Company will not issue any New Shares and will repay all application monies for the New Shares within the time prescribed under the Corporations Act, without interest.

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The fact that ASX may grant Official Quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

## 2.7 Issue

The issue of New Shares pursuant to the Cleansing Offer will take place as soon as practicable after the Closing Date of the Cleansing Offer. Pending the issue of the New Shares or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each applicant waives the right to claim interest.

The Directors will determine the recipients of all the New Shares under the Cleansing Offer. The Directors reserve the right to reject any application or to allocate any applicant fewer New Shares than the number applied for. Where the number of New Shares issued is less than the number applied for, or where no issue is made, surplus application monies will be refunded without any interest to the applicant as soon as practicable after the Closing Date of the Cleansing Offer. Interest will not be paid on moneys refunded.

The Company's decision on the number of New Shares to be allocated to an applicant under the Cleansing Offer will be final.

## 2.8 Defects in Applications

If an application form is not completed correctly or if the accompanying payment is the wrong amount, the Company may, in its discretion, still treat the application form to be valid. The Company's decision to treat an application as valid, or how to construe, amend or complete it, will be final.

## 2.9 Applicants outside Australia

The distribution of this Prospectus outside of Australia (and its external territories) may be restricted by law.

The Cleansing Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up New Shares under the Cleansing Offer on the basis of this Prospectus. The return of a duly completed application form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

## 2.10 Enquiries

Any questions concerning the Cleansing Offer should be directed to Ms Andrea Betti, Company Secretary, on + 61 8 6188 8181.

### 3. Purpose and effect of the Offers

#### 3.1 Purpose of the Offers

The primary purpose of the SPP Offer is to raise up to \$2,000,000 (before expenses).

The funds raised from the SPP Offer are planned to be used, together with the \$15 million raised from the Placement, to continue Stage 2 development works at the Rincon Lithium Project and to meet working capital requirements.

The table below shows the expected use of funds raised from the SPP Offer and the Cleansing Offer. The table shows the potential impact on planned expenditure if the SPP Offer is fully subscribed and 50% subscribed.

Purpose	Full subscription (\$)	%	50% subscription (\$)	%
Rincon Lithium Project Stage 2 development works: pond installation	450,000	22.5	450,000	45.0
Rincon Lithium Project Stage 2 development works: production well drilling	250,000	12.5	150,000	15.0
Rincon Lithium Project: exploration expenditure	750,000	37.5	150,000	15.0
Working capital	504,280	25.2	207,280	20.7
Expenses of the Offers	45,900	2.3	42,900	4.3
<b>Total funds raised</b>	<b>2,000,180</b>	<b>100.0%</b>	<b>1,000,180</b>	<b>100.0%</b>

Refer to Section 6.9 of this Prospectus for further details relating to the estimated expenses of the Offers.

The above table is a statement of current intentions as at the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

If the Company raises less than 50% subscription (\$1,000,000) under the SPP Offer, the funds raised will be applied first towards expenses of the Offers and then towards pond installation and working capital. The Company confirms that funds raised under the Placement will be applied to Stage 2 development and working capital.

On Completion of the SPP Offer, and together with the funds raised under the Placement, the Board believes that the Company will have sufficient working capital to achieve its foreseeable objectives.

### 3.2 Effect of the Offers

The principal effect of the Offers, assuming the maximum number of New Shares are issued and no Options are exercised prior to the completion of the Offers, will be to:

- increase the Company's cash reserves by \$1,954,280 (after deducting the estimated expenses of the Offers) immediately after completion of the SPP Offer; and
- increase the number of Shares on issue from 882,385,501 (including the 83,333,333 Shares issued under the Placement) as at the date of this Prospectus to 893,497,612 Shares following completion of the Offers.

### 3.3 Pro forma balance sheet

The audit reviewed balance sheet and the unaudited pro-forma balance sheet for the Company as at 30 June 2017 have been prepared on the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming the maximum number of New Shares offered under this Prospectus are issued and the expenses of the Offers are deducted.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in abbreviated form, insofar as it does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial statements.

#### ARGOSY MINERALS LIMITED – PRO FORMA BALANCE SHEET

	Audit reviewed (30/06/2017)	Post balance date events	Actuals after Post Balance Date Events	Proposed Offers (net of costs)	Unaudited pro-forma balance sheet
<b>ASSETS</b>					
<b>Current Assets</b>					
Cash and cash equivalents	3,907,319	11,901,876	15,809,195	1,954,280	17,763,475
Trade & other receivables	65,477	-	65,477	-	65,477
Total current assets	3,972,796	11,901,876	15,874,672	1,954,280	17,828,952
<b>Non-current assets</b>					
Investment in JV	715,216	2,662,238	3,377,454	-	3,377,454
Exploration and evaluation	1,623,407	63,678	1,687,085	-	1,687,085
Total non-current assets	2,338,623	2,725,916	5,064,539	-	5,064,539
<b>Total assets</b>	<b>6,311,419</b>	<b>14,627,792</b>	<b>20,939,211</b>	<b>1,954,280</b>	<b>22,893,491</b>
<b>LIABILITIES</b>					



<b>Current liabilities</b>					
Trade and other payables	429,602	688,862	1,118,464	-	1,118,464
Total current liabilities	429,602	688,862	1,118,464	-	1,118,464
<b>Total liabilities</b>	429,602	688,862	1,118,464	-	1,118,464
<b>Net assets</b>	5,881,817	13,938,930	19,820,747	1,954,280	21,775,027
<b>EQUITY</b>					
Contributed equity	60,966,777	14,158,500	75,125,277	1,954,280	77,079,557
Reserves	4,441,520		4,441,520	-	4,441,520
Accumulated losses	(59,526,480)	(219,570)	(59,746,050)	-	(59,746,050)
<b>Total equity</b>	5,881,817	13,938,930	19,820,747	1,954,280	21,775,027

**Notes:**

1. Post balance date events include the Placement to raise \$15m (net of all associated costs) and all material expense activity since the balance date.
2. The Offers include the SPP and Cleansing Offer net of costs to raise \$1,954,280 (assuming the maximum number of New Shares are issued and no Options are exercised prior to the completion of the Offers).

### 3.4 Effect on capital structure

The effect of the Offers on the capital structure of the Company, assuming the maximum number of New Shares are issued, is as follows:

Shares	Number
Shares on issue pre-Placement	799,052,168
Shares issued under the Placement	83,333,333
New Shares to be issued under the SPP Offer	11,111,111
New Shares to be issued under the Cleansing Offer	1,000
<b>Total Shares on issue on completion of the Offers</b>	<b>893,497,612</b>
<b>Options</b>	
Option on issue at the date of this Prospectus:	
- Exercisable at \$0.045 on or before 6 April 2020	10,000,000
- Exercisable at \$0.045 on or before 15 September 2020	10,000,000
- Exercisable at \$0.045 on or before 31 December 2019	5,000,000
Options to be issued under the Offers	Nil
<b>Total Options on issue on completion of the Offers</b>	<b>25,000,000</b>
<b>Performance Rights</b>	
Performance Rights on issue at the date of this Prospectus	10,000,000

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Performance Rights to be issued under the Offers	Nil
<b>Total Performance Rights on issue on completion of the Offers</b>	<b>10,000,000</b>

**Notes:**

1. The above figures assume that no further Shares or other securities are issued prior to the issue of New Shares under the Offers and that the SPP Offer is fully subscribed. Shareholders should note that due to rounding of entitlements under the SPP Offer, among other things, the exact number of New Shares to be issued will not be known until completion of the SPP Offer.
2. The Performance Rights on issue vest on the following terms:
  - (a) 5,000,000 Performance Rights which convert to Shares if, at any time between 1 January 2018 and 30 June 2018:
    - (i) Mr Alexander Molyneux holds (directly or through an entity controlled by him) not less than 10,000,000 Shares; and
    - (ii) Mr Alexander Molyneux remains a Director of the Company at the time (i) is satisfied; and
  - (b) 5,000,000 Performance Rights which shall convert to Shares if, at any time between 30 June 2018 and 31 December 2018:
    - (i) Mr Alexander Molyneux holds (directly or through an entity controlled by him) not less than 20,000,000 Shares; and
    - (ii) Mr Alexander Molyneux remains a Director of the Company at the time (i) is satisfied.

The capital structure on a fully diluted basis as at the date of this Prospectus would be 917,385,501 Shares and on completion of the Offer (assuming all New Shares are issued under the Offers and no Options are exercised, or Performance Rights vest, prior to the Record Date) would be 928,497,612 Shares.

No Shares, Options or Performance Rights on issue are subject to escrow restrictions, either voluntary or ASX imposed.

### 3.5 Details of substantial holders

Based on publicly available information as at the date of this Prospectus, the following persons (together with their associates) have a relevant interest in 5% or more of the Shares on issue:

Substantial holder	Number of Shares	Voting power in the Company
Mr Jerko Peter Zuvela	68,901,739	8.62%

### 3.6 Potential effect on control of the Company

Eligible Shareholders who participate in the SPP Offer will not have their interest in the Company materially diluted by the Offers. The Offers are not expected to have any effect on control of the Company given that each Eligible Shareholder is entitled to apply for a maximum of 83,333 New Shares which will represent an insignificant interest in the Company upon completion of the Offers.

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## 4. Rights attaching to Shares

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Full details of the rights attaching to Shares are set out in the Company's Constitution, a copy of which can be inspected, free of charge, at the Company's registered office during normal business hours.

The following is a broad summary of the rights, privileges and restrictions attaching to all Shares under the Constitution (including the New Shares). This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders:

### 4.1 General meeting and notices

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

### 4.2 Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

### 4.3 Dividend rights

Subject to the Corporations Act, the Listing Rules, the Constitution, the rights of any preference shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

#### 4.4 **Variation of Rights**

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

#### 4.5 **Shareholder liability**

As the Shares issued pursuant to this Prospectus will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

#### 4.6 **Transfer of Shares**

Generally, shares in the Company are freely transferable, subject to formal requirements as provided by the Operating Rules of a CS Facility if applicable or any other method of transfer not being in breach of the Corporations Act and the Listing Rules.

#### 4.7 **Future increases in capital**

The allotment and issue of any new Shares is under the control of the Directors of the Company. Subject to the restrictions on the issue or grant of securities under the Listing Rules, the Constitution and the Corporations Act, the Directors may issue Shares as they shall, in their absolute discretion, determine.

#### 4.8 **Winding up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as the liquidator considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

#### 4.9 **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting.

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## 5. Risk Factors

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### 5.1 Introduction

To appreciate the risk factors associated with an investment in the Company, this Prospectus should be read in its entirety. The risk factors outlined in this section should be carefully considered by Eligible Shareholders when evaluating an investment in the Company.

Any of the risk factors set out in this section may materially affect the financial performance of the Company and the market price of the New Shares. To that extent, the New Shares carry no guarantee with respect to the payment of dividends or return on capital.

Potential Investors should note that risks are associated with any investment in the stock market. Returns from investments in the Company will depend on the conditions of the market as well as the performance of the Company. There are a number of risk factors, both relating to the general business environment and specific to the Company, which may adversely impact on the operating performance, financial position and prospects of the Company. Potential Investors should consider that an investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

### 5.2 Risks specific to Argosy

#### (a) Offtake Agreements

On 17 August 2017, the Company announced to ASX that it had signed binding preliminary and long term offtake agreements (**Offtake Agreements**) and a share subscription agreement (**Placement Agreement**) with Qingdao Qianyun High-tech New Material Co. Ltd. (**Qianyun**).

On 10 October 2017, the Company announced that the Placement Agreement was terminated and that it had received a request from Qianyun to terminate the Offtake Agreements. In that announcement, the Company confirmed its position that Qianyun does not have the right to terminate the Offtake Agreements without cause and advised that the Company is considering the termination request and expects to engage in discussions with Qianyun in relation to the Offtake Agreements in the near future. No discussions have taken place as at the date of this Prospectus.

The Company advises that, despite the Offtake Agreements remaining in effect until validly terminated or amended, as a result of the difficulty experienced by Qianyun in obtaining its payment regulatory approvals and the termination of the Placement Agreement on 10 October 2017, the Company believes that there is significant doubt as to whether the offtake prepayment will be made by Qianyun in accordance with the terms of the preliminary offtake agreement and whether the Offtake Agreements will be performed by Qianyun.

Shareholders are therefore advised that they should not make an investment decision in the Company on the assumption that the Offtake Agreements with Qianyun (including the prepayment of US\$7.5 million under the preliminary offtake agreement) will be performed, either in part or in full.

(b) Contractual risk

The Company holds contractual rights to earn or acquire an interest in tenements located at the Rincon Lithium Project in Salta, Argentina (the **Tenements**), under the terms of option agreements and joint venture earn-in agreements (the **Rincon Agreements**). As at the date of this Prospectus, the Company does not hold a direct interest in any of the Tenements.

In order for the Company to be able to achieve its objectives, the Company is reliant on the current registered holders of the Tenements complying with their contractual obligations under the Rincon Agreements with respect to maintaining the Tenements in good standing, free from any liability to forfeiture or non-renewal, and complying with their obligations to effect the transfer of interests in those Tenements to the Company upon performance by the Company under the Rincon Agreements (either payment of an option exercise price, or satisfying earn-in obligations).

If the counterparties to the Rincon Agreements fail to comply with their obligations under those agreements, fail to maintain the Tenements in good standing, or fail to comply with the regulatory requirements applicable to those Tenements, it may result in the loss of title to the Tenements, the Company may lose its prospective interest in the Tenements and it is likely to have a material adverse effect on the financial position, operations and prospects of the Company.

In the event of a contractual default by a counterparty to a Rincon Agreement, it may be necessary for the Company to approach a court to seek a legal remedy. Legal action can be costly and there can be no guarantee that a legal remedy will be ultimately granted on the appropriate terms.

The Company has no current reason to believe that the counterparties to the Rincon Agreements will not meet and satisfy their obligations under those agreements.

(c) Risks associated with operating in Argentina

The Company (through an entity in which it has the right to earn an interest of up to 90%) funds the conduct of exploration activities at certain of the tenements comprising the Rincon Lithium Project. The Tenements may be subject to the effects of political changes, war and civil conflict, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environment protection, mine safety, labour relations as well as government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents.

These changes may impact the future profitability and viability of the Company's existing and proposed operations on the Tenements. The effect of unrest and

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instability on political, social or economic conditions in Argentina could result in the impairment of exploration, development and mining operations and the Company's prospective title to and interest in the Tenements. Any such changes are beyond the control of the Company and may adversely affect its business.

The Company's principal assets are its contractual interests in and prospective rights to the Tenements under the Rincon Agreements. Changes in Argentina's law and regulations may have a significant effect on the Company's explorations operations, especially changes to environmental, mining, grant or renewal or concessions, royalties and taxation.

(d) Option Agreements

The Company is party to option agreements to acquire interests in Tenements at the Rincon Lithium Project (refer to its announcements to ASX dated 5 June 2017 and 28 October 2016) (**Option Agreements**). There is no guarantee that the Company will exercise its options under the Option Agreements. If the Company does not exercise its options under the Option Agreements by the specified option expiry date, the Company would not acquire an interest in the Tenements which are the subject of the Option Agreements.

(e) Exploration risk

The Tenements are at various stages of exploration, and Potential Investors should understand that lithium brine exploration and development are high-risk undertakings. There can be no assurance that exploration of the Tenements, or any other licenses that may be acquired in the future, will result in the discovery of an economic lithium brine resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited to production.

The Company is currently carrying out test works at the Rincon Lithium Project which are expected to be completed by the end of December 2017. Pending completion of the test works, the Company has not itself, through its exploration programme or those of its joint venture partners, delineated any grade of lithium at the Tenements. There is a risk that the test works and exploration programmes at the Rincon Lithium Project will not delineate viable lithium grades.

The Company will in the near term target production of battery grade lithium carbonate equivalent (**LCE**) at the Rincon Lithium Project. If the Company is unable to delineate and produce battery grade LCE, or it is only able to delineate and produce a grade of lesser value than battery grade LCE, the prospective financial performance of the Company, including in respect of potential terms of future offtake or sales agreements, is likely to be diminished. There is no guarantee or assurance given that the Company will be able to produce battery grade LCE at the Rincon Lithium Project.

The current and proposed exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, changing

government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain its prospective title to and interest in the Tenements and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Tenements, and possible relinquishment of the Tenements.

(f) Exploration costs

The proposed exploration costs to be incurred by the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

(g) Tenement commitments

Interests in tenements in the Salta Province, Argentina, are governed by the regulations of the Mining Authority of Salta. The validity of an exploitation concession (ie, a mine) is subject to payment of an annual fee (payable in advance on a semi-annual basis) and the investment of a minimum amount as per the corresponding investment plan. If the holder of an exploitation concession does not comply with these requirements, the Mining Authority may revoke the mining rights.

The Company may lose its prospective title to or its interest in the Tenements if the applicable conditions attaching to the Tenements are not met by the registered holder of the Tenements or if insufficient funds are available to meet the minimum investment amount.

(h) Operations

The current and proposed operations of the Company (directly and through related entities in which it will earn an interest) may be affected by various factors, including failure to locate or identify lithium brine deposits, failure to achieve predicted grades in exploration and exploitation, operational and technical difficulties encountered in exploitation, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated geological problems which may affect exploitation costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or exploitation of its prospective Tenement interests. Until the Company is able to realise value from the Rincon Lithium Project, it is likely to incur ongoing operating losses.

(i) Resource estimates



As at the date of this Prospectus, no resource estimate has been prepared in respect of any of the Tenements. It is the Company's current intention to delineate a resource at the Rincon Lithium Project to be stated in accordance with the JORC 2012 Code, but it can give no assurances in relation to this intention.

A resource estimate is an expression of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

(j) Additional requirements for capital

Additional funding will be required in the future to effectively implement the Company's longer term business and operational plans at the Rincon Lithium Project and to meet any unanticipated liabilities or expenses which the Company may incur.

The Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements, sales or offtake agreements or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of exploration, development or production on the Company's prospective Tenement interests or even loss of a property interest. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

(k) Environmental risks

The operations and proposed activities of the Company are subject to laws and regulations concerning the environment. The Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development at the Rincon Lithium Project proceeds. It is the Company's intention to conduct its activities in compliance with all environmental laws. Failure to comply with applicable laws may result in significant liabilities being imposed on the Company for damages, clean up costs or penalties.

(l) Reliance on key personnel

Mr Pablo Alurralde is currently responsible for overseeing the day-to-day exploration and prospective production operations at the Rincon Lithium Project. The Company believes that Mr Alurralde has the requisite knowledge and experience of the Rincon Lithium Project to advance the project to production. The Company depends substantially on Mr Alurralde, in addition to its senior management. There can be no assurance given that there will be no detrimental impact on the Company if Mr Alurralde, or senior management of

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the Company, cease their engagement or employment by, or provision of services to, the Company.

### 5.3 General Risks

(a) Commodity price and exchange rate fluctuations

If the Company achieves success leading to lithium brine production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account (and reported) in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and Australian dollar as determined in international markets.

(b) Competition risk

The industry in which the Company is involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

(c) General equity market risk

The value of the Company's Shares, including the New Shares to be issued under this Prospectus, may fluctuate. The extent of the volatility in the price of the Company's Shares in the recent period has been significant.

Investments in equity markets are generally speculative in nature and Potential Investors should carefully consider this risk before making any investment in Shares.

There is no guarantee that the Shares will trade at or above the issue price for New Shares pursuant to the Offers. Potential Investors should also note that past performance of the Shares on ASX provides no guidance as to the future performance of these Shares on ASX.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

Many factors will affect the price of securities including local and international stock markets, movements in interest rates, economic conditions and investor

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sentiment generally. In addition, the commencement of, or escalation in, any war, armed conflict, hostilities between nations, civil unrest or terrorist activities may affect the price of securities.

(d) General economic risks

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption in Australia or Argentina, the rate of growth of Australia's or Argentina's gross domestic product, interest rates, exchange rates, the demand for and supply of capital and the rate of inflation.

(e) Force majeure

The Company's prospective interest in the Rincon Lithium Project may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(f) Government policy changes

Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and exploitation and exploration activities of the Company. It is possible that the current system of exploration and mine permitting in Argentina may change, resulting in impairment of rights and potential expropriation of the Company's prospective interest in the Tenements without compensation.

(g) Regulatory risks

The Company's exploration and development activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities.

Obtaining necessary permits can be a time consuming process and there is a risk that the Company will not obtain these permits on acceptable terms, in a timely manner, or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of mining activities at the Rincon Lithium Project. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the Tenements.

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(h) Litigation risk

The Company is exposed to possible litigation risks, including tenure disputes, environmental claims, tenement compliance claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute, if proven, may impact adversely on the Company's operations, financial performance and financial position.

(i) Risk of international operations generally

International sales and operations are subject to a number of risks, including:

- (i) potential difficulties in enforcing agreements (including sales, offtake and joint venture agreements) and collecting receivables through foreign local systems;
- (ii) potential difficulties in protecting intellectual property;
- (iii) increases in costs for transportation and shipping; and
- (iv) restrictive governmental actions, such as imposition of trade quotas, tariffs and other taxes.

These factors could materially and adversely affect the Company's business, results of operations and financial condition.

#### 5.4 **Speculative investment**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Prospectus

The New Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential Investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Shares pursuant to this Prospectus.

## 6. Additional information

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### 6.1 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

### 6.2 Continuous Disclosure Obligations

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. The ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the New Shares under this Prospectus.

Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a 'transaction specific prospectus'. In general terms, a 'transaction specific prospectus' is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange.

Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, states that:

- it is subject to regular reporting and disclosure obligations;
- copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and

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- it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date of the SPP Offer:
  - the annual financial report most recently lodged by the Company with the ASIC;
  - any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
  - any continuous disclosure documents given by the Company to ASX in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table as follows:

<b>Date</b>	<b>Description of Announcement</b>
13/10/2017	Cleansing Statement & Appendix 3B
13/10/2017	Reinstatement to Official Quotation
13/10/2017	\$15M Placement Closed, SPP Details and Company Update
13/10/2017	Suspension from Official Quotation
11/10/2017	Trading Halt
10/10/2017	Qianyun Placement and Offtake Agreements Update
06/10/2017	Postponement of General Meeting
05/10/2017	Reinstatement to Official Quotation
05/10/2017	\$15 million Placement and Acceleration of Rincon Earn-In
05/10/2017	Response to ASX Query
04/10/2017	Voluntary Suspension
02/10/2017	Trading Halt
28/09/2017	Response to ASX Price and Volume Query
19/09/2017	Extension of Due Diligence Period
18/09/2017	Stage 2 Drilling and Works Update
15/09/2017	Appendix 3B
08/09/2017	Notice of General Meeting/Proxy Form
07/09/2017	Rincon Stage 2 Development Works Update
06/09/2017	Asian Roadshow Presentation

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<b>Date</b>	<b>Description of Announcement</b>
04/09/2017	Patersons Research Coverage
01/09/2017	Lapse of Ekeko Option
31/08/2017	Half Year Accounts
30/08/2017	Less Than Marketable Parcel Share Sale Facility
24/08/2017	Preliminary Off-Take Deposit Payment Received
23/08/2017	More Ground for Rincon Lithium Project
17/08/2017	Argosy Executes Investment and Off-Take Agreements
16/08/2017	Trading Halt
14/08/2017	Stage 2 Pond Construction Works Commence at Rincon
28/07/2017	Quarterly Cashflow Report
28/07/2017	Quarterly Activities Report
24/07/2017	Company Update
22/06/2017	Change in substantial holding
20/06/2017	Change of Director's Interest Notice x 3
19/06/2017	Appendix 3B
15/06/2017	Change of Director's Interest Notice
15/06/2017	Share Purchase Plan Closes Two Times Oversubscribed
14/06/2017	Expiry of Unlisted Options
08/06/2017	Cleansing Notice
08/06/2017	Appendix 3B
05/06/2017	Argosy Moves to Complete Option Purchase
31/05/2017	Cleansing Notice
31/05/2017	Drilling to commence at Rincon Project
26/05/2017	Appendix 3B
26/05/2017	Results of Meeting
26/05/2017	Investor Presentation
25/05/2017	Share Purchase Plan Cleansing Statement
25/05/2017	Letter to Shareholders - Share Purchase Plan
23/05/2017	Placement - SPP - Commencement of Stage 2 works
19/05/2017	Trading Halt
04/05/2017	Rincon Landholding Increased by 97%
28/04/2017	Quarterly Activities Report
28/04/2017	Quarterly Cashflow Report
27/04/2017	Notice of Annual General Meeting/Proxy Form

Date	Description of Announcement
26/04/2017	Lithium Brine Pumping Completed and Concentration Progressing
18/04/2017	First Lithium Brine in Ponds
11/04/2017	Rincon Stage 1 Pond Construction and Strategic Update
07/04/2017	Change of Director's Interest Notice
07/04/2017	Cleansing Notice
07/04/2017	Appendix 3B
31/03/2017	Appendix 4G
31/03/2017	Annual Report to shareholders

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website at [www.argosyminerals.com.au](http://www.argosyminerals.com.au).

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules, and which is required to be set out in this Prospectus.

### 6.3 Determination by ASIC

The ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the New Shares under this Prospectus.

### 6.4 Market price of shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Company's Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

	\$	Date
Highest	0.355	5 October 2017
Lowest	0.064	28 July 2017
Last	0.265	16 October 2017

### 6.5 Material contracts

The Company has not entered into any material contracts in connection with the Offers.



## 6.6 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director holds, or has held within the two years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offers; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
  - (i) the formation or promotion of the Company; or
  - (ii) the Offers.

### Security holdings

Directors are not required under the Company's Constitution to hold any Shares to be eligible to act as a director. The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is set out in the table below.

Director	Shares	Options	Performance Rights
Alexander Molyneux	15,000,000	-	10,000,000
Jerko Zuvela	68,901,739	-	-
Ranko Matic	26,909,784	-	-
Malcolm Randall	268,494	5,000,000 <sup>1</sup>	-

Note 1: Options exercisable at \$0.045 on or before 31 December 2019

### Director Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is a yearly sum not exceeding the amount determined by the Company in general meeting. The notice to convene the meeting must include any proposal to increase the Directors' remuneration and specify both the amount of any increase and the new yearly sum proposed for determination. The

amount of the remuneration of the Directors is to be divided among them in the proportion and manner they agree or, in default of agreement, among them equally.

A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors:

Director	Year ended 31/12/2015	Year ended 31/12/2016	Year ending 31/12/2017 (proposed)
Alexander Molyneux	N/A	-	- <sup>1</sup>
Jerko Zuvela	-	\$232,500	\$273,750
Ranko Matic	-	\$36,000	\$36,000
Malcolm Randall	N/A	N/A	\$33,330 <sup>2</sup>

**Notes:**

1. Mr Molyneux was issued on 30 January 2017, as part of his remuneration, 5,000,000 Options exercisable at \$0.03 expiring 31 December 2018 and 15,000,000 Performance Rights. The first tranche of 5,000,000 Performance Rights were converted to Shares on 15 February 2017 and Mr Molyneux exercised his Options on 6 April 2017.
2. Mr Randall was issued on 8 June 2017, as part of his remuneration, 5,000,000 Options exercisable at \$0.045 expiring 31 December 2019.
3. Expected remuneration for the full 2017 financial year is shown in the table above. This excludes the vesting portion of any options or performance rights.

## 6.7 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the two years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;

- (b) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offers; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (d) the formation or promotion of the Company; or
- (e) the Offers.

## 6.8 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Securities), the Directors, the persons named in the Prospectus with their consent as proposed directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this section; and
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of the party as specified in this section.

Automatic Registry Services has given its written consent to being named as the share registry to the Company in the form and manner in which it is named in this Prospectus. Automatic Registry Services has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

## 6.9 Expenses of the Offers

The total expenses of the Offers (excluding GST) are estimated to be approximately \$45,900 as follows:

Expense	SPP Offer fully subscribed (\$)	SPP Offer 50% subscribed (\$)
ASIC expenses	2,400	2,400
ASX quotation fees	8,500	5,500
Legal expenses	15,000	15,000

Expense	SPP Offer fully subscribed (\$)	SPP Offer 50% subscribed (\$)
Printing and distribution	15,000	15,000
Miscellaneous	5,000	5,000
<b>Total</b>	<b>45,900</b>	<b>42,900</b>

#### 6.10 Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of possible outcomes that it is not possible to prepare a reliable best estimate forecast or projection without such information being unduly speculative.

#### 6.11 Electronic Prospectus

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company and the Company will send you, for free, either a hard copy or a further electronic copy of this Prospectus or both. Alternatively, you may obtain a copy of this Prospectus from the website of the Company at [www.argosminerals.com.au](http://www.argosminerals.com.au).

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

#### 6.12 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

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### 6.13 Taxation

Recipients of the Offers should seek and obtain taxation advice before applying for New Shares so that they may first satisfy themselves of any taxation implications associated with acquiring New Shares under the Offers and of any subsequent sale of New Shares. Neither the Company nor any of its officers accepts any liability or responsibility in respect of the taxation consequences of subscribing for New Shares under the Offers or any other taxation consequences connected with an investment in the Company.

### 6.14 Privacy statement

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the share registry.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

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## 7. Directors' Authorisation

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This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.



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**Mr Jerko Zuvela**  
**Managing Director**  
**For and on behalf of**  
**ARGOSY MINERALS LIMITED**

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## 8. Glossary

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<b>Allotment Date</b>	means the date specified in Section 1.18 (unless the Closing Date of the SPP Offer is extended).
<b>Application Form</b>	means the application form attached to or accompanying this Prospectus relating to the SPP Offer.
<b>ASIC</b>	means the Australian Securities & Investments Commission.
<b>ASX</b>	means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.
<b>ASX Settlement Operating Rules</b>	means the settlement rules of the securities clearing house which operates CHESS.
<b>Board</b>	means the board of Directors as constituted from time to time.
<b>Class Order</b>	has the meaning given to that term in Section 1.2.
<b>Cleansing Offer</b>	means the offer of up to 1,000 Shares at an issue price of \$0.18 per Share to raise up to \$180 under this Prospectus.
<b>Closing Date</b>	means the relevant date set out in the indicative timetable in the 'Key Dates' section of this Prospectus for the closing of the SPP Offer or the Cleansing Offer, as applicable (subject to the Company reserving the right to extend the Closing Date or close the Offers early).
<b>Company or Argosy</b>	means Argosy Minerals Limited (ACN 073 391 189).
<b>Constitution</b>	means the constitution of the Company.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Directors</b>	means the directors of the Company at the date of this Prospectus.
<b>Eligible Shareholder</b>	has the meaning given in Section 1.5.
<b>Listing Rules</b>	means the official listing rules of ASX.
<b>May 2017 SPP</b>	means the share purchase plan offered by the Company in May 2017.
<b>New Shares</b>	means the shares offered pursuant to the SPP Offer and/or the Cleansing Offer (as applicable).
<b>Offers</b>	means both the Cleansing Offer and the SPP Offer.

<b>Official Quotation</b>	means official quotation by ASX in accordance with the Listing Rules.
<b>Option</b>	means an option to acquire a Share.
<b>Placement</b>	has the meaning given to that term in Section 1.3.
<b>Potential Investor</b>	means a potential investor in the SPP Offer or the Cleansing Offer, including an Eligible Shareholder.
<b>Prospectus</b>	means this prospectus.
<b>Record Date</b>	means 5.00pm (WST) on Wednesday, 4 October 2017.
<b>Section</b>	means a section of this Prospectus.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a holder of one or more Shares.
<b>SPP Offer</b>	has the meaning given to that term in Section 1.1.
<b>SPP Offer Period</b>	has the meaning given to that term in Section 1.4.
<b>SPP Offer Price</b>	has the meaning given to that term in Section 1.1.
<b>US Person</b>	means a 'U.S. person' as defined in Regulation S under the <i>US Securities Act of 1933</i> .
<b>WST</b>	means Western Standard Time as observed in Perth, Western Australia.



## Corporate Directory

### Directors

Mr Alexander Molyneux  
*Non-Executive Chairman*

Mr Jerko Zuvela  
*Managing Director*

Mr Ranko Matic  
*Non-Executive Director*

Mr Malcolm Randall  
*Non-Executive Director*

### Company Secretary

Ms Andrea Betti

### Auditor\*

Rothsay Chartered Accountants  
Level 1, Lincoln House  
4 Ventnor Avenue  
West Perth WA 6005

### Registered Office

Level 3  
216 St Georges Terrace  
Perth WA 6000

Telephone: + 61 8 6188 8181  
Facsimile: +61 8 6188 8182

Email: [admin@argosyminerals.com.au](mailto:admin@argosyminerals.com.au)  
Website: [www.argosyminerals.com.au](http://www.argosyminerals.com.au)

### Stock Exchange Listing

Australian Securities Exchange  
ASX Code: AGY

### Share Registry

Automic Registry Services  
Level 2  
267 St Georges Terrace  
Perth WA 6000  
Telephone: +61 8 9324 2099

\* This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.