



6 June 2016

Company Announcements Platform  
Australian Securities Exchange  
Level 4, 20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam,

**NON-RENOUNCEABLE RIGHTS ISSUE – REPLACEMENT NOTICE PURSUANT TO PARAGRAPH 708AA (2) (F) OF THE CORPORATIONS ACT 2001 (ACT)**

Platypus Minerals Ltd (ASX: PLP) (**Company**) is pleased to announce a pro-rata non-renounceable rights issue of fully paid ordinary shares in the capital of the Company (**New Shares**) on the basis of three (3) New Shares for every five (5) existing share held at the record date of 9 June 2016 (**Record Date**).

Shares under the Rights Issue will be offered at 1 cent per New Share. The maximum number of New Shares which may be issued under the Rights Issue is 366,617,637 to raise approximately \$3,672,904 (before expenses, based on the current capital structure of the Company).

An offer document will be mailed to eligible shareholders on 14 June 2016, together with personalised entitlement and acceptance forms. For informational purposes, a sample copy of this offer document has been attached to this notice.

The Rights Issue is fully underwritten by Kslcorp Pty Ltd (an unrelated party) (**Underwriter**). Full details of the underwriting arrangement and the potential impact on the Company are outlined in the attached Offer Document. Refer to Section 1.10 of the Offer Document for details regarding the terms of the underwriting agreement between the Company and the Underwriter (**Underwriting Agreement**).

Additionally, the Underwriter has entered into a sub-underwriting agreement with Director Laurie Ziatas under which Mr Ziatas (or nominees) (**Sub-underwriter**) has agreed to sub-underwrite up to 30,000,000 New Shares (being a subscription amount of \$300,000). Please refer to Section 1.11 of the Offer Document for further information on the sub-underwriting agreement between the Underwriter and Mr Ziatas (**Sub-underwriting Agreement**).

**NOTICE UNDER s708AA OF THE ACT**

The Company hereby notifies ASX under paragraph 708AA (2) (f) of the Corporations Act 2001 (Cth) (**Act**) that:

- (a) the Company will offer the Shares for issue without disclosure to investors under Part 6D.2 of the Act;
- (b) the Company is providing this notice under paragraph 2(f) of section 708AA of the Act;
- (c) as at the date of this notice the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company;
- (d) as at the date of this notice the Company has complied with section 674 of the Act;
- (e) as at the date of this notice there is no information of the type referred to in sections 708AA(8) and 708AA(9) of the Act :
  - (i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
  - (ii) that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
    - (A) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
    - (B) the rights and liabilities attaching to the Shares; and

- (f) the potential effect the Rights Issue will have on the control of the Company, and the consequences of that effect, is set out below:  
It is not possible to exactly predict the effect of the Rights Issue on the control of the Company. There are various possible outcomes that may arise and these, in large part, will depend on the extent to which Eligible Shareholders take up their entitlements under the Rights Issue.

An outline of the most likely scenarios is as follows:

- (i) If all Eligible Shareholders take up their Entitlement for New Shares under the Rights Issue, the Rights Issue will have no effect on the control of the Company.
- (ii) In the more likely event that all Eligible Shareholders do not participate in the Rights Issue, any Eligible Shareholder that fails to take up their Entitlement for New Shares under the Rights Issue will have their percentage holding in the Company diluted by the issue of the remaining New Shares to the Underwriters.
- (iii) To the extent that any New Shares remain after allocation of Entitlements taken up under the Offer, that final shortfall of unallocated New Shares will then be taken up by the Underwriter pursuant to the terms of the Underwriting Agreement and Sub-underwriting Agreement (**Shortfall Shares**).
- (iv) The Underwriters will be required to take up those Underwritten Shares. The potential effect of control that may arise as a result of the Underwriting Agreement and the Sub-underwriting Agreement is as follows:

Event	Shares controlled by KSL	Voting power of KSL	Shares controlled by Laurie Ziatas*	Voting power of Laurie Ziatas*
As at date of Offer Document	Nil	Nil	3,931,324	0.225%
If Offer fully subscribed, and no Shortfall issued to the Underwriters	Nil	Nil	6,290,118	0.360%
If Offer 75% subscribed	84,320,711	4.82%	13,792,025	0.788%
If Offer 50% subscribed	168,641,422	9.64%	21,293,933	1.217%
If Offer 25% subscribed	252,962,133	14.46%	28,795,841	1.646%
If only Directors subscribe (to the extent of their Entitlement)	333,339,334	19.05%	35,946,906	2.055%
Maximum number of New Shares that may be issued pursuant to the Underwriting agreement and Sub-underwriting Agreement, in the case no Entitlements are taken up	337,282,845	19.28%	30,007,631	1.715%

\*Or nominees

For further information, contact the Company on +61 8 9363 7800.

Yours faithfully,



**Tom Dukovic**  
Managing Director