

7 September 2018

Non-Renounceable Entitlements Offer

CORPORATE DIRECTORY

Managing Director

Simon Noon

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Highlights:

- **3 for 7 non-renounceable entitlements offer at an offer price of \$0.006 per share to raise up to approximately \$2.84 million, together with 1 free-attaching quoted option for every 2 shares issued**
- **Funds raised will be used for project acquisition and on an exploration program designed to add to the existing resource base and development studies of the Sorby Hills lead-silver-zinc Project in Western Australia**

Further to the announcement on 29 August 2018, **Pacífico Minerals Limited** (“Pacífico” or “Company”) is pleased to announce a non-renounceable pro rata entitlement offer to eligible shareholders to raise up to approximately \$2.84 million (**Entitlement Offer**). The Entitlement Offer will be conducted on the basis of 3 new fully paid ordinary shares in the Company (**Shares**) for every 7 Shares held by eligible shareholders on Wednesday, 12 September 2018 (**Record Date**) at an issue price of \$0.006 per Share, together with 1 free attaching option for every 2 new Shares issued.

The options will have an exercise price of 1.5 cents each and will expire at 5pm (WST) on 21 November 2020 (**Quoted Options**). The Company will apply to ASX for official quotation of the Quoted Options on the Australian Securities Exchange.

The Company is also making an offer of any shortfall under the Entitlement Offer (**Shortfall Offer**).

Prior to the Entitlement Offer, the Company completed a placement to sophisticated and institutional investors for a total of 213,333,333 Shares at \$0.006 each to raise \$1.28 million (**Placement**).

The Company has appointed Discovery Capital Partners and PAC Partners (**Joint Lead Managers**) as joint lead managers for the Placement and Shortfall Offer.

Indicative Timetable for the Entitlement Offer

Event	Date
Lodgement of Appendix 3B and Prospectus with ASX Option holders notified of Offers	7 September 2018
Notice of Offers sent to Shareholders	10 September 2018
Shares quoted on an "EX" basis	11 September 2018
Record Date for determining Entitlements	12 September 2018
Prospectus and Entitlement and Acceptance Form despatched to Eligible Shareholders	17 September 2018
Last day to extend the Entitlement Offer Closing Date	21 September 2018
Closing Date of Entitlement Offer (5pm WST)*	26 September 2018
Securities quoted on a deferred settlement basis	27 September 2018
Notification of Shortfall	1 October 2018
Anticipated date for issue of the Securities under the Entitlement Offer Deferred settlement trading ends	3 October 2018
Anticipated date for commencement of Securities trading on a normal settlement basis	4 October 2018

*All dates (other than the date of lodgement of the Prospectus with ASX) are indicative only. The Directors may extend the Entitlement Offer Closing Date by giving at least 3 Business Days' notice to ASX. As such, the date the securities are issued under the Entitlement Offer are expected to commence trading on ASX may vary.

Use of Funds

Together, completion of the Placement and the Entitlement Offer/Shortfall Offer will result in an increase in cash at hand of up to approximately \$4.12 million before costs (assuming no unquoted Options are exercised prior to the Record Date). The Company intends to apply the funds raised from the Offers and Placement in accordance with the table set out below:

Item of expenditure	Amount (\$)
Acquisition costs of Sorby Hills Project	900,000
Exploration	2,400,000
Working capital requirements	650,000
Placement costs	100,000
Expenses of the Offers	70,000
TOTAL	4,120,000

If the Entitlement Offer is not fully subscribed, and the shortfall under the Shortfall Offer is not subsequently placed, the Company intends to adjust the use of funds on a pro rata basis.

The above is a statement of current intentions at the date of this Announcement. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied, including market conditions, the development of new opportunities and/or any number of other factors. For example, in the event completion of the acquisition of the Sorby Hills Project does not occur for any reason, the Company will need to re-allocate any remaining funds to general working capital, its existing assets and the acquisition of other complementary assets. The Board reserves the right to alter the way the funds are applied on this basis.

Further Information

The Entitlement Offer will be made to all shareholders with registered addresses in Australia, or subject to certain offer restrictions, New Zealand or Hong Kong as at 12 September 2018 (**Eligible Shareholders**). Shareholders with a registered address outside these jurisdictions will not be eligible to participate in the Entitlement Offer. As the Entitlement Offer is non-renounceable, Eligible Shareholders will not be able to sell or otherwise transfer their entitlement.

Eligible Shareholders may, in addition to taking up their entitlements in full, apply for additional securities in excess of their entitlement (**Shortfall Securities**). Shortfall Securities will only be available where there is a shortfall between applications received from Eligible Shareholders, and the number of new securities proposed to be issued under the Entitlement Offer.

The allocation policy for the issuance of Shortfall Securities will be as follows:

- a) Eligible Shareholders who wish to subscribe for Shares and Quoted Options above their entitlement may apply for Shortfall Securities under the Shortfall Offer by completing the appropriate section on their Entitlement and Acceptance Form or by making payment for such Shortfall Securities using BPAY®;
- b) if any Shortfall Securities are remaining after the applications made in accordance with paragraph (a) above are satisfied, the Directors reserve the discretion to place any such remaining Shortfall Securities within three months after the close of the Entitlement Offer to investors who are not Eligible Shareholders who apply for Shortfall Securities by completing the relevant Application Form;
- c) the Shortfall Securities are to be issued at the discretion of the Joint Lead Managers (in consultation with the Company), subject to compliance with the Listing Rules and Corporations Act, in a manner that does not prejudice the rights of Eligible Shareholders, having regard to the number of Eligible Shareholders applying for Shortfall Securities;
- d) notwithstanding paragraph (c) above, there is no guarantee that any or all of the Shortfall Securities applied for will be issued to Eligible Shareholders or other third parties. It is a term of the Shortfall Offer that, should the Company scale back applications for Shortfall Securities, the Applicant will be bound to accept such lesser number allocated to them. Excess Application Monies for the Shortfall Offer will be refunded without interest; and
- e) no Securities will be issued under the Shortfall Offer if their issue would contravene the takeover prohibition in section 606 of the Corporations Act.

Excess Application Monies for the Shortfall Offer will be refunded without interest.

Subject to Shareholder approval at the general meeting to be held on 8 October 2018, participants in the Placement are entitled to 1 free-attaching Quoted Option for every 2 Shares issued under the Placement. The Quoted Options under the Placement are also being offered under the Prospectus on the same terms as the Quoted Options under the Entitlement Offer (**Placement Options Offer**).

Full details of the Entitlement Offer, Shortfall Offer and Placement Options Offer will be contained in a prospectus to be lodged with ASX and dispatched to Eligible Shareholders in accordance with the indicative timetable set out above.

For further information or to be added to our electronic mailing list please contact:

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About Pacifco Minerals Ltd

Pacifco Minerals Ltd ("Pacifco") (ASX: PMY) is a Western Australian based exploration company with interests Australia, Mexico and Colombia. In Australia the company is currently focused on completing the acquisition of a 75% interest in the Sorby Hills project in WA. Pacifco is also advancing the Borroloola West project in the Northern Territory which covers an outstanding package of ground north-west of the McArthur River Mine (the world's largest producing zinc – lead mine) with high potential for the discovery of world class base metal deposits. Licences have been recently granted for ground prospective for cobalt and other 'battery metals' in South Australia. In Mexico Pacifco has acquired an option to purchase 100% interest in the Violin project which has high prospectivity for the development of a major gold-copper deposit. In Colombia the company is focused on advancing its Berrio Gold Project which is situated in the southern part of the prolific Segovia Gold Belt.