

14 September 2020

ASX Market Announcements Office

Dear Sir/Madam,

NOTICE UNDER SECTION 708AA(2)(F) OF THE CORPORATIONS ACT 2001 (CTH) AS MODIFIED BY ASIC INSTRUMENT 2016/84

This notice is given by BCI Minerals Limited (ACN 121 646 924) (ASX: BCI) (BCI) under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (Corporations Act) as modified by Australian Securities and Investments Commission (ASIC) Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (Instrument 2016/84).

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

BCI announced on Monday, 14 September 2020 a non-renounceable pro rata entitlement offer (the **Entitlement Offer**) of one ordinary share in BCI (**Entitlement Shares**) for every two ordinary shares in BCI held as at 5.00pm Western Standard Time (**WST**) on Wednesday, 16 September 2020 to eligible retail shareholders with a registered address in Australia, New Zealand and any other permitted jurisdiction nominated by the Joint Lead Managers (as defined below) and agreed by the Company.

BCI advises that:

1. the Entitlement Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
2. this notice is being given under section 708AA(2)(f) of the Corporations Act as modified;
3. as at the date of this notice, BCI has complied with:
 - a. the provisions of Chapter 2M of the Corporations Act as they apply to BCI; and
 - b. section 674 of the Corporations Act as it applies to BCI
4. as at the date of this notice, there is no 'excluded information' of the type referred to in section 708AA(8) or section 708AA(9) of the Corporations Act; and
5. the potential effect of the issue of Entitlement Shares pursuant to the Entitlement Offer on control of BCI and the consequences of that effect, will depend on a number of factors, including the extent to which eligible shareholders take up their entitlements
6. The potential effect on control is summarised below:
 - a. If all eligible shareholders take up their entitlements under the Entitlement Offer, then the Entitlement Offer will have no significant effect on the control of BCI.
 - b. If some eligible shareholders do not take up all of their entitlements under the Entitlement Offer, then the interests of those eligible shareholders in BCI will be diluted.
 - c. The proportional interests of shareholders who are not eligible shareholders will be diluted because such shareholders are not entitled to participate in the Entitlement Offer.
 - d. Canaccord Genuity (Australia) Limited (AFSL 234666) (**Canaccord**) and Bell Potter Securities Limited (AFSL 243480) (**Bell Potter**) (together, the **Joint Lead Managers**) will underwrite the

Entitlement Offer for up to approximately \$48 million on a 50/50 basis, so that the Entitlement Offer is fully underwritten. If there is a significant shortfall in applications under the Entitlement Offer, each of the Joint Lead Managers could acquire a maximum voting power of 16.7% (neither Bell Potter or Canaccord currently have an interest in any of the Company's securities).

- e. BCI's major shareholder, Wroxby Pty Ltd (**Wroxby**) has committed to take up its full entitlement under the Entitlement Offer. Additionally, Wroxby will act as a sub-underwriter to the Entitlement Offer for up to a maximum of approximately 70% of the shortfall. Where:
- Wroxby takes up its full entitlement under the Entitlement Offer; and
 - there is a zero uptake from any other shareholder of the Company (other than those that have already provided confirmations of their take up of the entitlement); and
 - Wroxby sub-underwrites approximately 70% of the shortfall of the Entitlement Offer, Wroxby's voting power could increase up to approximately 43%. Wroxby has a disclosed voting power of approximately 29%.
- f. The Company announced in its ASX announcement dated 14 September 2020 that the underwriters have also entered into sub-underwriting arrangements with other investors that qualify as a "sophisticated investor" or "professional investor" pursuant to section 708 of the *Corporations Act 2001* (Cth).

This announcement was authorised for release to the ASX by the Board of BCI Minerals Limited.



Susan Hunter
Company Secretary