

27 March 2017

The Manager Companies
ASX Limited
20 Bridge Street
Sydney NSW 2000

(14 pages by email)

Dear Sir / Madam

NEW ISSUE

**CLEANSING NOTICE, APPENDIX 3B AND
LISTING RULE 7.1A.4(b) DISCLOSURE**

Following the announcement made on 17 March 2017, the Directors of Equus Mining Limited ('Equus' or 'the Company') are pleased to advise that, Equus has placed 43,487,309 new fully paid ordinary shares in accordance with the Company's 10% capacity pursuant to ASX Listing Rule 7.1A. The shares were issued at \$0.012, for a total consideration of \$521,848 from professional and sophisticated investors and that all procedural formalities are completed.

In accordance with Listing Rule 3.10, I attach an Appendix 3B - New Issue Announcement, Application for Quotation of Additional Securities. The Company advice that that pursuant to section 708A(5) and 708A(6) of the Corporations Act 2001 (Cth) ('Act') Equus Mining Limited hereby notifies that:

The shares were issued without disclosure document to investors pursuant to Part 6D2.2 in reliance of section 708A(5) and 708A(6) of the Act.

As at the date of this announcement, the Company has complied with:

- the provisions of Chapter 2M of the Act as they apply to the Company; and
- section 674 of the Act.

As at the date of this announcement, there is no excluded information as defined in section 708A(7) and 708A(8) of the act, requires to be disclosed by the Company.

For further information, please contact Marcelo Mora on (61-2) 9300 3366.



Yours faithfully
Marcelo Mora
Company Secretary

pjn8831

Equus Mining Limited ABN 44 065 212 679

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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

EQUUS MINING LIMITED

ABN

44 065 212 679

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 43,487,309 ordinary fully paid shares |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | The 43,487,309 ordinary shares rank equally in all respects with the existing quoted shares of the Company. |

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes, the shares rank equally in all respects with existing ordinary shares.</p>
5	Issue price or consideration	\$0.012 cents per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The funds are to be used to fund a 2,000 metre drilling program at the Los Domos Gold-Silver project and for working capital.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	22 November 2016
6c	Number of +securities issued without security holder approval under rule 7.1	Nil
6d	Number of +securities issued with security holder approval under rule 7.1A	43,487,309 ordinary fully paid shares
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil

+ See chapter 19 for defined terms.

6f	Number of +securities issued under an exception in rule 7.2	Nil				
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Issue date 27 March 2017 Issue Price \$0.012 VWP: \$0.014 Source: Comsec				
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A				
6i	Calculate the entity’s remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Rule 7.1 - Nil Rule 7.1A - Nil				
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	27 March 2017.				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>578,360,403</td><td>Fully paid ordinary shares</td></tr></table>	Number	+Class	578,360,403	Fully paid ordinary shares
Number	+Class					
578,360,403	Fully paid ordinary shares					
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>8,718,273</td><td>Unlisted options at \$0.02 each expiring 4 May 2018.</td></tr></table>	Number	+Class	8,718,273	Unlisted options at \$0.02 each expiring 4 May 2018.
Number	+Class					
8,718,273	Unlisted options at \$0.02 each expiring 4 May 2018.					
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Remains unchanged				

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the ⁺ securities will be offered	N/A
14	⁺ Class of ⁺ securities to which the offer relates	N/A
15	⁺ Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with.</small> <small>Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A

+ See chapter 19 for defined terms.

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	N/A

+ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of ⁺securities for which
⁺quotation is sought

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39 ⁺Class of ⁺securities for which
quotation is sought

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40 Do the ⁺securities rank equally in
all respects from the ⁺issue date
with an existing ⁺class of quoted
⁺securities?

If the additional ⁺securities do not
rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

--

41 Reason for request for quotation
now

Example: In the case of restricted securities, end
of restriction period

(if issued upon conversion of
another ⁺security, clearly identify
that other ⁺security)

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42 Number and ⁺class of all
⁺securities quoted on ASX
(including the ⁺securities in clause
38)

Number	⁺ Class

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: 
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(Company Secretary)

Date: 27 March 2017

Print name: Marcelo Mora
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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	434,873,094
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	nil nil nil
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	nil
“A”	434,873,094

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	65,230,964
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	4 November 2016 – 65,230,964 fully paid ordinary shares
“C”	65,230,964
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	65,230,964
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	65,230,964
Total [“A” x 0.15] – “C”	nil <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	434,873,094
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	43,487,309
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	27 March 2017 43,487,309 ordinary fully paid shares.
“E”	43,487,309

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	43,487,309
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	43,487,309
Total [“A” x 0.10] – “E”	Nil <i>Note: this is the remaining placement capacity under rule 7.1A</i>

27 March 2017

The Manager Companies
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir / Madam

Listing Rule 7.1A.4(b) Disclosure

The Company provides the following information in accordance with ASX Listing Rule 7.1A.4(b) in relation to proposed shares to be issued under ASX Listing Rule 7.1A.

- a) Dilution to existing holders of ordinary shares as a result of the proposed issue made under ASX Listing Rule 7.1A.

The Company proposed the issue of 43,487,309 ordinary fully paid shares under listing rule 7.1A. The existing holders of ordinary shares before the issue under Listing Rule 7.1A will own 92% of the issued capital following the proposed issue under Listing Rule 7.1A.

- b) In order to promptly commence with the 2,000 metres drilling program at Los Domos Gold-Silver project, the Company believes that undertaking a private placement is the most effective method.
- c) No Underwriting agreement was in place in relation to the proposed issue of the Placement shares.
- d) A fee of up to 6% of the proceeds of the Placement will be paid to parties associated with the Placement.

Should you require any further information, do not hesitate to contact me.



Yours Sincerely,
Marcelo Mora
Company Secretary

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