

Argosy Minerals Limited

ACN 073 391 189

SUPPLEMENTARY PROSPECTUS

Important Information

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 8 March 2019 (**Prospectus**) issued by Argosy Minerals Limited (**Company**).

This Supplementary Prospectus is dated 3 April 2019 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that day. Neither ASIC nor ASX (and their respective officers) take any responsibility as to the contents of this Supplementary Prospectus.

To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Supplementary Prospectus.

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisors without delay.

1 INCREASE IN NUMBER OF SECURITIES OFFERED

The Company increases the number of New Shares offered under the Shortfall Offer by 30,041,660, together with one free attaching New Option for every three New Shares issued.

Additional funds raised under the Shortfall Offer will be used to pay for the costs of the Shortfall Offer and allocated to the Company's working capital to be utilised in accordance with the Company's existing project development strategy.

2 DIRECTORS' AUTHORISATION

This Supplementary 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 Supplementary Prospectus with ASIC.

Dated: 3 April 2019



Jerko Zuvela

Managing Director

On behalf of Argosy Minerals Limited

ASX ANNOUNCEMENT

2 April 2019

RENOUNCEABLE RIGHTS ISSUE OFFER CLOSES SIGNIFICANTLY OVERSUBSCRIBED

HIGHLIGHTS

- ✦ Total of ~\$9.2 million raised from entitlement offer, shortfall shares and oversubscriptions
- ✦ Confirms strong interest from existing shareholders and third-party investors for Argosy's Rincon Lithium Project development strategy
- ✦ Proceeds will be used to progress next stage development works at Rincon and put the Company in a strong financial position to finalise a strategic relationship/partnership for the commercial development of the Project

Argosy Minerals Limited (ASX: **AGY**) ("**Argosy**" or "**Company**") is pleased to confirm that its Renounceable Rights offer closed on 28 March 2019, and was very well supported with significant oversubscriptions received.

The Company has received binding commitments to raise a total of \$9,160,558 (before costs) and will issue a total of approximately 91,605,576 new Shares and 30,535,192 new options in accordance with the Offer. The new options will be listed under the ASX code AGYO.

Argosy Managing Director, Jerko Zuvela said "*We undertook the Rights Issue to give all existing shareholders the opportunity to participate in this capital raising initiative, and we have welcomed the response, to which we are extremely appreciative.*"

It's very exciting to see the breadth of support we have amongst investors in our pursuit to develop our Rincon Lithium Project. This puts Argosy in a strong financial position to progress the commercial development of Rincon.

With some recent milestones being completed and working together with interested strategic groups, we will progress toward realising further upcoming milestones and our ultimate aim of moving to full-scale operations at Rincon."

In summarising, the Company received applications from eligible shareholders under the Rights Issue to subscribe for 41,976,776 new Shares, representing 68.2% of all Shares offered under the Offer.

Eligible shareholders who applied for their full entitlement under the Rights Issue were also able to apply for new shares in excess of their entitlement, through a shortfall offer.

Under the terms of the Entitlement Offer, and due to overwhelming interest, the Directors have resolved to meet investor demand and issue the maximum shortfall facility of 19,587,140 ordinary shares.

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The overall effect will be that no shareholders will have their applications under the shortfall offer scaled back, and the Company will not need to utilise the underwriting facility.

Following strong interest from institutional and sophisticated investors, the Directors have also resolved to issue a portion of the oversubscriptions, totalling commitments of approximately \$3,004,166 (being 30,041,660 Shares) as a placement under the Company's Listing Rule 7.1 capacity (on equal terms as the Entitlement Offer). The additional funds raised will be allocated to the Company's working capital, to be utilised in accordance with the Company's existing project development strategy.

The Shares under the Offer including shortfall shares are intended to be issued on 4 April 2019 (unless ASX agrees otherwise). These Shares will rank equally with existing shares. For every Three (3) Shares issued, there is One (1) free attaching option exercisable at \$0.20 each, with an exercise expiry date of 31 March 2022.

CPS Securities Pty Ltd acted as Lead Manager and the partial Underwriter.

The results of the Offer are as follows:

	Number of Shares	Gross Proceeds
Total Number of Shares offered under the Offer (including ineligible holdings)	61,563,916*	\$6,156,391
Total Number of shares applied for by eligible shareholders	26,726,829	\$2,672,683
Total number of shares subscribed under shortfall by shareholders	15,249,947	\$1,524,995
Entitlement Offer Shortfall facility	19,587,140	\$1,958,714
Share Placement of over-subscription (under Listing Rule 7.1 capacity)	30,041,660	\$3,004,166
Total Share Issued	91,605,576	\$9,160,558

*The Total Number of Shares offered under the Offer has been calculated from each individual holding and rounded for each holder.

It should be noted that receipt of funds from the Company's international shareholders is currently pending bank clearance.

The Board of Argosy Minerals Ltd would like to thank all shareholders for their continued support, and welcome new shareholders to the Company.

ENDS

For more information on Argosy Minerals Limited and to subscribe for regular updates, please visit our website at www.argosyminerals.com.au or contact us via admin@argosyminerals.com.au or Twitter @ArgosyMinerals.

For further information:

Jerko Zuvela
Managing Director

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Forward Looking Statements: Statements regarding plans with respect to the Company's mineral properties are forward looking statements. There can be no assurance that the Company's plans for development of its mineral properties will proceed as expected. There can be no assurance that the Company will be able to confirm the presence of mineral deposits, that any mineralisation will prove to be economic or that a mine will successfully be developed on any of the Company's mineral properties.

ABOUT ARGOSY MINERALS LIMITED

Argosy Minerals Limited (ASX: AGY) is an Australian company with a current 77.5% (and ultimate 90%) interest in the Rincon Lithium Project in Salta Province, Argentina.

The Company is focused on its flagship Rincon Lithium Project – potentially a game-changing proposition given its location within the world renowned “Lithium Triangle” – host to the world's largest lithium resources, and its fast-track development strategy toward production of LCE product.

Argosy is committed to building a sustainable lithium production company, highly leveraged to the forecast growth in the lithium-ion battery sector.

Appendix 1: AGY's Argentina Project Location Map



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