

11 March 2019

ASX Market Announcements Office

Dear Sir/Madam

Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84

This notice is given by Panoramic Resources Limited (ACN 095 792 288) (ASX: PAN) (**Panoramic**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by Australian Securities and Investments Commission 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.

Panoramic announced on 11 March 2019 a renounceable pro rata entitlement offer (the **Entitlement Offer**) of one ordinary share in Panoramic (**Entitlement Shares**) for every 13 ordinary shares in Panoramic held as at 5.00pm (Perth time) on 21 March 2019 to eligible shareholders with an address in Australia, New Zealand and certain other jurisdictions in which Panoramic has decided to make the Offer. Each Entitlement Share will be issued at an issue price of \$0.38 to raise approximately \$14.48 million in aggregate.

The Entitlement Offer is renounceable and entitlements will be tradeable on the ASX from 20 March 2019 to 2 April 2019.

Panoramic advises that:

- (a) the Entitlement Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act;
- (c) as at the date of this notice, Panoramic has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to Panoramic; and
 - (ii) section 674 of the Corporations Act as it applies to Panoramic;
- (d) 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
- (e) the potential effect of the issue of Entitlement Shares pursuant to the Entitlement Offer on control of Panoramic and the consequences of that effect, will depend on a number of factors, including the extent to which eligible shareholders take up their entitlements and any additional Shares under the "Top Up Facility".

The potential effect on control is summarised below:

- (i) 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 Panoramic.

- (ii) If some eligible shareholders do not take up all of their entitlements under the Entitlement Offer, then the interests of those eligible shareholders in Panoramic will be diluted.
- (iii) 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.
- (iv) Panoramic shareholders may acquire additional rights for Shares pursuant to the renounceable nature of the Entitlement Offer and/or the Top Up Facility and may increase their interests beyond their entitlement as a result.
- (v) As part of the Entitlement Offer Top Up Facility, “top ups” will be permitted such that eligible shareholders (other than Zeta) who take up their entitlements in full can apply for additional shares in excess of their entitlements (**Top Up Shares**), capped at a maximum of 50% in excess of their entitlements. Top Up Shares would be drawn from shortfall in relation to entitlements which have not been taken up under the Entitlement Offer. As such those Top Up Shares would not become Shortfall Shares i.e. the Top Up Shares would be taken in relief of the Underwriters’ obligations. In the event that demand for Top Up Shares exceeds the Top Up Shares that are available, then a scale back on a pro rata basis will apply. As a result, shareholders who do not accept their entitlement in full and who do not apply for additional Shares, may have their holdings diluted. The amount of the increase in the relevant shareholders’ holding in Panoramic will depend on the amount of their entitlements they accept and the amount of Top Up Shares they are allocated (if any).
- (vi) Hartleys Limited (**Hartleys**) has committed, under an Underwriting Agreement with the Company, to fully underwrite the Entitlement Offer, subject to certain conditions precedent, termination events and other customary exit provisions. If there is a significant shortfall in applications under the Entitlement Offer, Hartleys could acquire a maximum voting power of 7.14% in Panoramic (Hartleys does not currently have an interest in any of the Company’s securities). This percentage would be lower to the extent Hartleys is able to call on sub-underwriters appointed by it to take up any shortfall.
- (vii) Zeta Resources Limited (**Zeta**), the largest shareholder in the Company, has voting power in 32.5% of the Company as at the date of this notice. Zeta has:
 - (A) committed to take up a portion of its pro rata entitlement under the Entitlement Offer totalling 4,473,685 Shares with a value of approximately \$1.7 million; and
 - (B) provided general sub-underwriting for a further 7,631,579 Shares with a value of approximately \$2.9 million.
- (viii) In the event Zeta takes up its full Entitlement and is allocated its full sub-underwriting commitment, following completion of the Offer, Zeta’s maximum voting power in the Company will be 33.1%, which is within Zeta’s 3% capacity to acquire further Shares in the Company under item 9 of section 611 of the Corporations Act. Therefore, the Entitlement Offer is not expected to have any material effect or consequence on the control of the Company.



Yours Sincerely

PANORAMIC RESOURCES LIMITED

A handwritten signature in black ink, appearing to read "T. Eton", with a long, sweeping horizontal line extending to the right.

TREVOR R. ETON
Company Secretary