

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

Mineral Deposits Limited

ABN

19 064 377 420

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

Number of +securities issued or to be issued (if known) or maximum number which may be issued

15,551,451 fully paid ordinary shares under an institutional placement (**Placement**) as per the announcement to ASX on 2 March 2017 (**ASX Announcement**).

Approximately 77,757,256 fully paid ordinary shares under the pro rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) as per the ASX Announcement.

The exact number of shares to be issued under each of the institutional and retail components of the Entitlement Offer is to be finalised and is subject to shareholding reconciliation and rounding.

The Placement and Entitlement Offer may be collectively referred to as the **Capital Raising**.

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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)	Fully paid ordinary shares
4	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: <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	Yes, except the shares issued under the Placement will not be entitled to participate in the Entitlement Offer.
5	Issue price or consideration	\$0.42 per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The proceeds of the Entitlement Offer will be used to: <ul style="list-style-type: none">• repay outstanding debt to ERAMET (a maximum of US\$14.1 million subject to timing of repayment);• provide funding to TiZir, if required, to fulfil the Company's obligations with respect to the TiZir Committed Facility, including up to US\$6.2 million which may be required in March 2017 to fund TiZir's senior secured corporate bond obligations;• meet the costs of the Entitlement Offer; and• fund the general working capital commitments of TiZir and MDL, should any balance remain.

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 <i>in relation to the *securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of *securities issued without security holder approval under rule 7.1	N/A
6d	Number of *securities issued with security holder approval under rule 7.1A	N/A
6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of *securities issued under an exception in rule 7.2	N/A
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.	N/A
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	N/A

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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.

Placement and accelerated institutional component of the Entitlement Offer
 – Monday, 13 March 2017

Retail component of the Entitlement Offer
 – Tuesday, 28 March 2017

8 **Number and *class of all *securities quoted on ASX (including the *securities in section 2 if applicable)**

Number	*Class
196,985,048	Ordinary Fully Paid

9 **Number and *class of all *securities not quoted on ASX (including the *securities in section 2 if applicable)**

Number	*Class
1,170,000	Performance Rights (expiry 31 January 2021)

10 **Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)**

There has been no change to the Mineral Deposits Limited dividend policy.

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable Entitlement cannot be sold or transferred
13	Ratio in which the *securities will be offered	3 fully paid ordinary shares for every 4 shares held at record date
14	*Class of *securities to which the offer relates	Fully paid ordinary shares
15	*Record date to determine entitlements	7.00pm (AEST) on Monday, 6 March 2017
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded up to the nearest whole number
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. Cross reference: rule 7.7.</small>	All countries other than Australia and New Zealand (and any other jurisdictions determined by MDL (in its absolute discretion))
19	Closing date for receipt of acceptances or renunciations	Placement and accelerated institutional component of the Entitlement Offer acceptances closes – Friday, 3 March 2017 Retail component of the Entitlement Offer closes – Monday, 20 March 2017
20	Names of any underwriters	Morgans Corporate Limited

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21	Amount of any underwriting fee or commission	<p>On the institutional settlement date, the Company must pay to the underwriter:</p> <ul style="list-style-type: none">• a management fee equal to 1.0% of the Placement amount;• a selling fee of up to 3.0% of the Placement amount;• a management fee of 1.0% of the Institutional Entitlement Offer amount;• an underwriting fee of up to 3.0% of the Institutional Entitlement Offer amount. <p>On the retail settlement date, the Company must pay to the Underwriter:</p> <ul style="list-style-type: none">• a management fee of 1.0% of the Retail Entitlement Offer amount; and• an underwriting fee of up to 3.0% of the Retail Entitlement Offer amount.
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
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	Retail Entitlement Offer documents will be despatched on Thursday, 9 March 2017
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	Placement and accelerated institutional component of the Entitlement Offer – Monday, 13 March 2017 Retail component of the Entitlement Offer – Tuesday, 28 March 2017

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

Entities that have ticked box 34(b)

38 Number of *securities for which *quotation is sought

39 *Class of *securities for which quotation is sought

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)

	Number	*Class
42 Number and *class of all *securities quoted on ASX (<i>including</i> the *securities in clause 38)	<input type="text"/>	<input type="text"/>

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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.

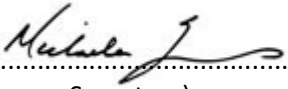
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) 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:  Date: 2 March 2017
(Company Secretary)

Print name: Michaela Evans

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