



SUCCESSFUL COMPLETION OF INSTITUTIONAL ENTITLEMENT OFFER

ASX ANNOUNCEMENT

8 April 2019

ASX Code: CMM

ABN: 84 121 700 105

Board of Directors:

Mr Douglas Jendry
Non-Executive Chair

Mr Stuart Pether
Non-Executive Director

Mr Timothy Kestell
Non-Executive Director

Issued Capital:

Shares 780.4M
Options 47.4M
Share Price A\$0.084
Market Cap. A\$65.6M

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Capricorn Metals Ltd (**Capricorn** or **Company**) (ASX: CMM) is pleased to announce the successful completion of the institutional component (**Institutional Entitlement Offer**) of its fully underwritten 1 for 5 pro-rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) which was announced to ASX on Thursday, 4 April 2019.

The Entitlement Offer comprises the Institutional Entitlement Offer and a Retail Entitlement Offer (as defined below).

Institutional Entitlement Offer

The Institutional Entitlement Offer has closed, raising approximately A\$3.18 million at an offer price of A\$0.065 (**Issue Price**) per new share (**New Share**). All institutional shareholders that were invited to participate in the Institutional Entitlement Offer took up their entitlements under that offer, including the Company's major shareholder Hawke's Point Holdings I Limited¹.

New Shares to be issued pursuant to the Institutional Entitlement Offer will, from their issue date, rank equally with existing shares on issue in the Company. Settlement of the Institutional Entitlement Offer is expected to occur on Monday, 15 April 2019, with the New Shares issued expected to commence trading on ASX on Tuesday, 16 April 2019.

Capricorn's Non-Executive Chairman, Mr Doug Jendry, said:

"We would like to thank shareholders for their support of the Institutional Entitlement Offer which saw all Offers made to Institutional Shareholders, being accepted. The Institutional Entitlement Offer raised \$3.18 million and, once completed by the issue of the Shares, will strengthen Capricorn's balance sheet."

Retail Entitlement Offer

The retail component of the Entitlement Offer, which is fully underwritten, will comprise offers to raise an approximate amount of A\$6.96 million (**Retail Entitlement Offer**). The Entitlement Offer is fully underwritten by Argonaut Capital Limited and is now fully sub-underwritten on the basis anticipated in the Company's ASX announcements of 4 April 2019.

The Retail Entitlement Offer is being made to Eligible Retail Shareholders (as defined below) on the basis of one New Share for every five existing ordinary shares held at 5.00pm (WST) on Monday, 8 April 2019 (**Record Date**), at an offer price of A\$0.065 per New Share. The offer ratio and Issue Price for New Shares under the Retail Entitlement Offer are the same as for the Institutional Entitlement Offer.

Eligibility to participate in the Retail Entitlement Offer

An Eligible Retail Shareholder is a holder of ordinary shares who:

- (a) is a registered holder of ordinary shares in the Company as at 5.00pm (WST) on the Record Date;

- (b) has a registered address in Australia, New Zealand, Hong Kong, India, Italy, Mauritius, Namibia, Papua New Guinea, the Philippines, Singapore, Switzerland or the United Kingdom;
- (c) is not in the United States and is not acting for the account or benefit of any person in the United States;
- (d) was not invited to participate under the Institutional Entitlement Offer and was not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer; and
- (e) is eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

The Retail Entitlement Offer will include a top-up facility under which Eligible Retail Shareholders who take up their full entitlement under the Retail Entitlement Offer will be invited to apply for additional shares in the Entitlement Offer from a pool of up to \$600,000 (subject to sufficient Shortfall and to the terms in the offer booklet (**Offer Booklet**)) of New Shares not taken up by other Eligible Retail Shareholders under the Retail Entitlement Offer. There is no guarantee that applicants under this top-up facility will receive all or any of the shares they apply for under the facility.

The Retail Entitlement Offer will open on Thursday, 11 April 2019 and close at 5pm (WST) on Tuesday, 30 April 2019 (unless extended or withdrawn).

Eligible Retail Shareholders wishing to participate in the Retail Entitlement Offer should carefully read the Offer Booklet and accompanying personalised entitlement and acceptance form, which are expected to be despatched on Thursday, 11 April 2019. A copy of the Offer Booklet is available on the ASX website.

Key Dates

An indicative timetable of key dates in relation to the Entitlement Offer is set out below.

Activity	Indicative Date
Announcement of completion of Institutional Entitlement Offer & receipt of Sub-Underwriting Commitments	8 April 2019
Trading halt lifted	8 April 2019
Shares commence trading on an ex-entitlement basis	8 April 2019
Record Date 5.00pm (Perth time)	8 April 2019
Offer Booklet and personalised entitlement and acceptance form dispatched	11 April 2019
Retail Entitlement Offer opens	11 April 2019
Settlement of the Institutional Entitlement Offer	15 April 2019
Allotment and trading of New Shares issued under the Institutional Entitlement Offer ¹	16 April 2019
Retail Entitlement Offer closes at 5.00pm (Perth time)	30 April 2019
Settlement of Retail Entitlement Offer	7 May 2019
Allotment of New Shares under the Retail Entitlement Offer and shortfall ²	7 May 2019
Trading of New Shares under the Retail Entitlement Offer and shortfall	8 May 2019

¹ To the extent that the Company is aware that the issue to an institutional investor of their entitlement breaches section 606 of the Corporations Act (in relation to exceeding the 20% voting power threshold), the Company proposes to prevent that breach by deferring the issue of the portion of New Shares which would breach that section until the time of issue of New Shares under the retail entitlement offer and shortfall shares.

² Any issues of New Shares deferred from the Institutional Entitlement Offer as mentioned in the above footnote would also be anticipated to be issued on this date.

All dates are indicative only and subject to change. Capricorn and the Underwriter reserve the right to withdraw the Entitlement Offer or vary the timetable without notice.

Further information

Should you have any queries in relation to the Entitlement Offer, please contact Capricorn's Company Secretary, Natasha Santi, on +61 8 9212 4600 on weekdays between 9.00am and 4.00pm (Perth time) or alternatively by email to nsanti@capmet.com.au. Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser.

For and on behalf of the Board



Mr Doug Jendry
Chairman

Important information

This announcement contains certain 'forward-looking statements' within the meaning of the securities laws of applicable jurisdictions. Forward-looking statements can generally be identified by the use of forward-looking words such as 'may,' 'should,' 'expect,' 'anticipate,' 'estimate,' 'scheduled' or 'continue' or the negative version of them or comparable terminology. Any forecasts or other forward-looking statements contained in this announcement are subject to known and unknown risks and uncertainties and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and these differences may be material. Capricorn does not give any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur and you are cautioned not to place undue reliance on forward-looking statements.

Important Notices

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United States

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