



ACN: 009 146 794

5 December 2016

Company Announcements Office
Australian Securities Exchange

CLEANSING NOTICE AND APPENDIX 3B – NEW ISSUE OF SECURITIES

Dakota Minerals Limited (The Company) advises the issue of the following securities to Non-executive Director, Professor Dudley Kingsnorth pursuant to shareholder approval granted at the AGM held on 29 November 2016:

1. 1,000,000 ordinary fully paid shares; and
2. 1,000,000 Performance Rights.

together, **The Securities**.

The Company gives the following cleansing notice under section 708 A(5)(e) of the Corporations Act 2001(Cth) (the Corporations Act) that:

1. The Securities were issued without disclosure to investors under Part 6D.2 of the Corporations Act;
2. As at the date of this notice, the Company has complied with;
 - 2.1 the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - 2.2 section 674 of the Corporations Act; and
3. As at the date of this notice, there is no information to be disclosed which is 'excluded information', as defined in sections 708A (7) or 708 A(8) of the Corporations Act.

An Appendix 3B new issue announcement in relation to the issue of the Securities by the Company is now attached.

Yours Faithfully
DAKOTA MINERALS LIMITED

Dakota Minerals Limited, 25-27 Jewell Parade, North Fremantle, WA 6159, AUSTRALIA

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Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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

Name of entity

Dakota Minerals Limited

ABN

16 009 146 794

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 | 1. Fully paid ordinary shares (Shares)
2. Performance Rights |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 1,000,000
2. 1,000,000 |

+ See chapter 19 for defined terms.

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3 Principal terms of the +securities (eg, 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)

1. Shares are the same as all existing Shares.
2. Performance Rights have been granted pursuant to the DKO Long Term Incentive Plan.

Each Performance Right carries a right to Share upon specific Performance Hurdles being achieved.

The Performance Rights have been issued in three Tranches with the Performance Hurdles and the Performance Periods set out below:

- Tranche 1 - 50% of the total Performance Rights Issued, being 500,000 Performance Rights, vesting on establishment of a 7.5 million tonne JORC Compliant resource of Li2O of a grade of at least 1% by 29 November 2018.
- Tranche 2 - 25% of the total Performance Rights Issued, being 250,000 Performance Rights, vesting on establishment of a 15 million tonne JORC Compliant resource of Li2O of a grade of at least 1% by 29 November 2019.
- Tranche 3 - 25% of the total Performance Rights Issued, being 250,000 Performance Rights, vesting on establishment of a 30 million tonne JORC Compliant resource of Li2O of a grade of at least 1% by 29 November 2020.

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment 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>1. Yes – same as existing Shares</p> <p>2. Yes – each tranche of Performance Rights will rank equally with existing Performance Rights of the same tranche.</p> <p>The Shares to be issued on the vesting of Performance rights after specific Performance Hurdles have been achieved will rank equally with existing Shares.</p>
<p>5 Issue price or consideration</p>	<p>1. N/A</p> <p>2. N/A</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>1. Shares issued as remuneration to Non – executive director Professor Dudley Kingsnorth pursuant to shareholder approval given at AGM on 29 November 2016.</p> <p>2. Performance Rights issued as remuneration to Professor Dudley Kingsnorth pursuant to shareholder approval given at AGM on 29 November 2016.</p>
<p>6a 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>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>29 November 2016</p>

+ See chapter 19 for defined terms.

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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	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
6f	Number of securities issued under an exception in rule 7.2	1. 1,000,000 Shares 2. 1,000,000 Performance Rights
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	LR 7.1 : 54,544,482 LR 7.1A: 36,362,988
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	2 December 2016

+ See chapter 19 for defined terms.

<p>8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in section 2 if applicable)</p>	Number	⁺ Class
	363,629,879	DKO Shares

Number	⁺ Class
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⁺ See chapter 19 for defined terms.

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Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in section 2 if applicable)	2,900,000	DKOAA Options expiring 31/12/2018 @ EX \$0.016 each
	2,437,500	DKOAB Options expiring 31/12/2017 EX @ \$0.035 each
	16,625,000	DKOAC Options expiring 31/12/2017 EX @ \$0.06 each
	9,250,000	DKOAD Options expiring 31/12/2017 EX @ \$0.09 each
	6,625,000	Tranche 1 Performance Rights, Vesting on establishment of a 7.5 million tonne JORC Compliant resource of Li ₂ O of a grade of at least 1% by 29 November 2018
	3,312,500	Tranche 2 Performance Rights, Vesting on establishment of a 15 million tonne JORC Compliant resource of Li ₂ O of a grade of at least 1% by 29 November 2019.
	3,312,500	Tranche 3 Performance Rights, Vesting on establishment of a 30 million tonne JORC Compliant resource of Li ₂ O of a grade of at least 1% by 29 November 2020.
		*The Company has included Performance Rights in this Appendix 3B as it appreciates that the ASX definition of Equity Securities now includes Performance Rights.

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

Not applicable

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

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

+ See chapter 19 for defined terms.

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- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders
- 25 If the issue is contingent on +security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 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
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

+ 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
[Shares only; Performance Rights are to remain unquoted]

(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.

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Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

N/A

39 Class of +securities for which quotation is sought

N/A

40 Do the +securities rank equally in all respects from the date of allotment 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

N/A

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)

N/A

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

+ See chapter 19 for defined terms.

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 not available now, 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: 
(Company Secretary)

Date: 5/12/ 2016

Print name: Mathew Whyte

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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

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 date of issue or agreement to issue	69,933,906												
<p>Add the following:</p> <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 <p><i>Note:</i></p> <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 	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;"></td> <td style="width: 20%; text-align: right;">7,100,000</td> <td style="width: 50%;">(Shares issued on Exercise of Unquoted Options Approved at AGM 11/12/2014)</td> </tr> <tr> <td></td> <td style="text-align: right;">11,687,500</td> <td>(Shares issued on Exercise of Unquoted Options Approved at EGM 12/2/2016)</td> </tr> <tr> <td></td> <td style="text-align: right;">212,250,000</td> <td>(Approved at EGM 12/2/2016)</td> </tr> <tr> <td></td> <td style="text-align: right;">62,658,473</td> <td>(Approved at AGM 29/11/2016)</td> </tr> </table>		7,100,000	(Shares issued on Exercise of Unquoted Options Approved at AGM 11/12/2014)		11,687,500	(Shares issued on Exercise of Unquoted Options Approved at EGM 12/2/2016)		212,250,000	(Approved at EGM 12/2/2016)		62,658,473	(Approved at AGM 29/11/2016)
	7,100,000	(Shares issued on Exercise of Unquoted Options Approved at AGM 11/12/2014)											
	11,687,500	(Shares issued on Exercise of Unquoted Options Approved at EGM 12/2/2016)											
	212,250,000	(Approved at EGM 12/2/2016)											
	62,658,473	(Approved at AGM 29/11/2016)											
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	N/A												
“A”	363,629,879												

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	[Note: this value cannot be changed]
Multiply “A” by 0.15	54,544,482
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <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 <p><i>Note:</i></p> <ul style="list-style-type: none"> • This applies to equity securities, unless specifically excluded – not just ordinary securities • 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
“C”	Nil
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	54,544,482
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	Nil
Total [“A” x 0.15] – “C”	<p>54,544,482</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ 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>	363,629,879
Step 2: Calculate 10% of “A”	
“D”	<i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	36,362,988
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"> • <i>This applies to equity securities – 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>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</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“E”	Nil

+ 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>	36,362,988
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	36,362,988 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.