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

PERSEUS MINING LIMITED

ABN

27 106 808 986

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 Performance Rights

2,233,334

- 2 Number of *securities issued or to be issued (if known) or maximum number which may be issued
- Principal of the terms 3 +securities if options, (eg, 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)
- Each performance right will convert to an ordinary share upon satisfaction of vesting criteria (principally comparison of total shareholder return against a peer group), subject to the terms and conditions of the Company's Performance Rights Plan approved by shareholders in November 2017.
- 4 Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities? No. Performance Rights have been issued under the terms and conditions of the Company's Performance Rights Plan. Shares issued on vesting of the Rights will rank equally in all respects with the Company's quoted ordinary

⁺ See chapter 19 for defined terms.

	 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 	shares.
5	Issue price or consideration	Performance rights (issued under the terms of the Company's Performance Rights Plan) were issued at nil prices as part of employee remuneration.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	As above
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?	No
	If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6с	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	N/A

with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)

- 6f Number of securities issued under an exception in rule 7.2
- If securities issued under rule 6g 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.
- 6h If securities were issued under rule 7.1A for non-cash consideration, state date on valuation which of consideration was released to **ASX Market Announcements**
- Calculate the entity's remaining 6i issue capacity under rule 7.1 and rule 7.1A - complete Annexure 1 and release to ASX Market Announcements
- Issue Date 7

24 November 2017

Number +Class 8 Number and +class of all 1,033,242,237 Ordinary fully paid +securities quoted on ASX shares (PRU) (including the securities in section 2 if applicable) Number +Class Warrants to subscribe 130,554,910 9 Number and ⁺class of all for ordinary shares at +securities not quoted on ASX an exercise price of (including the securities in A\$0.44. section 2 if applicable) Each Warrant is exercisable at A\$0.44 each on or before 19 April 2019. 875,000 Performance Rights

N/A

N/A

N/A

N/A

⁺ See chapter 19 for defined terms.

	converting to fully paid ordinary shares on a 1 for 1 basis on satisfaction of specified conditions with a vesting and measurement period ending 31 December 2017.
500,000	Performance Rights converting to fully paid ordinary shares on a 1 for 1 basis on satisfaction of specified conditions, with a vesting and measurement period ending 31 March 2018.
1,366,666	Performance Rights converting to fully paid ordinary shares on a 1 for 1 basis on satisfaction of specified conditions, with a vesting and measurement period ending 30 June 2018.
5,200,000	Performance Rights converting to fully paid ordinary shares on a 1 for 1 basis on satisfaction of specified conditions, with a vesting and measurement period ending 31 December 2018.
866,666	Performance Rights converting to fully paid ordinary shares on a 1 for 1 basis on satisfaction of specified conditions, with a vesting and measurement period ending 30 June 2019.
10,891,668	Performance Rights converting to fully paid ordinary shares

on a 1 for 1 basis on satisfaction of specified conditions, with a vesting and measurement period ending 30 June 2020.

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) No plans to pay dividends at this stage.

Part 2 - Bonus issue or pro rata issue - *Not applicable*

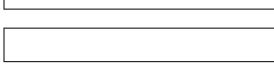
11	Is security holder approval required?
12	Is the issue renounceable or non- renounceable?
13	Ratio in which the ⁺ securities will be offered
14	⁺ Class of ⁺ securities to which the offer relates
15	⁺ Record date to determine entitlements
16	Will holdings on different registers (or subregisters) be 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
	Note: Security holders must be told how their entitlements are to be dealt with.
	Cross reference: rule 7.7.
19	Closing date for receipt of acceptances or renunciations

⁺ See chapter 19 for defined terms.

20	Names	of any	underwriters

- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 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 ⁺Issue date

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)

(b)

35

36

37

Securities described in Part 1

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

- 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
 - 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

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

⁺ See chapter 19 for defined terms.

- Class of +securities for which 39 quotation is sought
- Do the ⁺securities rank equally in 40 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

Reason for request for quotation 41 now

> Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

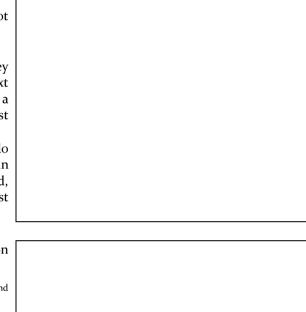
and ⁺class of all 42 Number quoted on ASX +securities (including the securities in clause 38)

Number	+Class	

Quotation agreement

- +Quotation of our additional +securities is in ASX's absolute discretion. ASX 1 may quote the *securities on any conditions it decides.
- We warrant the following to ASX. 2
 - 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.
- 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.

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Sign here:

Date: 27 November 2017

(Company secretary)

Martijn Bosboom

Print name:

⁺ See chapter 19 for defined terms.