



Parkway Minerals NL

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ASX Announcement

25 October 2019

ASX: PWN
FSE: 4IP

COMPLETION OF CPC ACQUISITION & NOTICE UNDER SECTION 708A

Overview

Acquisition of Consolidated Potash Corporation

- Parkway Minerals has now finalised the acquisition of the remaining 1.17% of Consolidated Potash Corporation (CPC) it did not already own.
- Parkway Minerals has now completed the acquisition of a 100% interest in CPC and its wholly owned subsidiary, Activated Water Technologies Pty Ltd, the owner of the aMES™ technology.

Parkway Minerals NL (ASX: **PWN**) (“**Parkway Minerals**” or the “**Company**”) is pleased to advise that the acquisition of Consolidated Potash Corporation Ltd (CPC) has been completed.

Consolidated Potash Corporation

Parkway Minerals announced its intention to acquire 100% of CPC on 5 August 2019, and subsequently completed the transaction on 17 September 2019, having acquired a 98.83% interest in CPC. Subsequent to completion, Parkway Minerals has signed share acquisition agreements with all the remaining minority CPC shareholders, enabling Parkway Minerals to acquire 100% of the issued shares in CPC.

The consideration accepted by the remaining minority CPC shareholders is identical to that outlined in the Notice of Meeting circulated in relation to the EGM held on 13 September 2019.

Notice under s708A

The Company has today issued 5,608,994 fully paid ordinary shares and 1,441,966 partly paid ordinary shares. The ordinary fully paid shares and partly paid ordinary shares are both part of a class of securities quoted on the Australian Securities Exchange Limited (ASX).

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The Company gives this notice pursuant to Section 708A(5)(e) of the Corporations Act 2001. The shares were issued without disclosure to the investors under Part 6D.2, in reliance on Section 708A(5) of the Corporations Act 2001. The Company, as at the date of this notice, has complied with:

- a) the provisions of Chapter 2M of the Corporations Act 2001; and
- b) Section 674 of the Corporations Act 2001.

There is no excluded information as at the date of this notice, for the purposes of Sections 708A(7) and (8) of the Corporations Act 2001.

For further information contact:

Patrick McManus

Managing Director

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E: info@parkwayminerals.com.au

Bahay Ozcakmak

Executive Director

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Or visit the Parkway Minerals website at:

www.parkwayminerals.com.au

About Parkway Minerals

Parkway Minerals (ASX: PWN) has assembled a portfolio of high-quality resource projects focused on the sustainable production of fertiliser minerals as well as lithium salts, which can be found in certain naturally occurring brines.

Through our strategic investment in Davenport Resources (ASX: DAV), we own a material interest in a globally significant potash resource in Germany, and also own a direct 100% interest in the Dandaragan Trough Project (DTP), where we have invested in excess of \$10 million over 8 years, to delineate one of the world's largest potassium and phosphate containing glauconite/greensands deposits.

In addition to the K-Max® technology developed specifically for processing glauconite feedstock from the DTP, we recently acquired the innovative aMES™ technology, which has been developed to process a range of challenging brine streams from the mining industry, in order to recover valuable minerals and produce fresh water.

Whilst the aMES™ technology is applicable to the processing of a broad range of brines, Parkway Minerals is currently focused on leveraging this state-of-the-art technology to improve the efficiency, sustainability and ultimately the profitability of global potash production, by enabling the development of more innovative project development concepts. A recent scoping study highlighted the advantages of incorporating the aMES™ technology into the development concept for the Karinga Lakes Potash Project (KLPP). In addition to the KLPP, our ongoing piloting and evaluation studies of several third-party potash projects continue to provide further encouragement of the transformative potential of the aMES™ technology.

As we move forward with our plans to improve global potash production, at Parkway Minerals, our vision is even more ambitious. We plan to, "transform global brine processing methods, through innovative technology, in order to improve sustainability, and create value."

Capital Structure

At 25 October 2019

1,220,515,079 fully paid shares

246,600,643 Partly paid ordinary shares
(paid to \$0.001, unpaid \$0.019)

55,126,000 \$0.02 unlisted options, expiring
17 August 2020

Board of Directors

Adrian Griffin (Non-Executive Chairman)

Patrick McManus (Managing Director)

Bahay Ozcakmak (Executive Director)

Patrick Power (Non-executive Director)

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, 04/03/13

Name of entity

Parkway Minerals NL

ABN

62 147 346 334

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
(2) Partly paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (1) 5,608,994 Fully paid ordinary shares
(2) 1,441,966 Partly paid ordinary shares |
| 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) | (1) Fully paid ordinary shares
(2) Partly paid ordinary shares (paid to \$0.001, unpaid \$0.019) |

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4	<p>Do the +securities rank equally in all respects from the +issue date 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 (2) Yes (PWNCA)</p>
5	<p>Issue price or consideration</p>	<p>(1) \$0.003 per share (deemed) (2) \$Nil per share</p>
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(1) – (2) As approved by shareholders at the General Meeting on 13 September 2019.</p>
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>	<p>Yes</p>
6b	<p>The date the security holder resolution under rule 7.1A was passed</p>	<p>26 November 2018</p>
6c	<p>Number of +securities issued without security holder approval under rule 7.1</p>	<p>Nil</p>
6d	<p>Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Nil</p>

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6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)

(1) 5,608,994 Fully paid ordinary shares (2) 1,441,966 Partly paid ordinary shares

6f Number of +securities issued under an exception in rule 7.2

Nil

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

Refer to Annexure 1

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.

25 October 2019

8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		1,220,515,079	Fully ordinary paid shares (416,049,348 subject to voluntary escrow until 17 September 2020)
	246,600,643	Partly paid ordinary shares (paid to \$0.001, unpaid \$0.019) (106,958,313 subject to voluntary escrow until 17 September 2020)	

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		Number	*Class
9	Number and *class of all *securities not quoted on ASX (<i>including</i> the *securities in section 2 if applicable)	55,126,000	\$0.02 unlisted options expiring 17 August 2020
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A	
12	Is the issue renounceable or non-renounceable?	N/A	
13	Ratio in which the *securities will be offered	N/A	
14	*Class of *securities to which the offer relates	N/A	
15	*Record date to determine entitlements	N/A	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A	
17	Policy for deciding entitlements in relation to fractions	N/A	
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>	N/A	
19	Closing date for receipt of acceptances or renunciations	N/A	
20	Names of any underwriters	N/A	

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21	Amount of any underwriting fee or commission	N/A
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	N/A
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	N/A

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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

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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 (including the +securities in clause 38)		

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

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- 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: Patrick McManus
(Director)

Date: 25 October 2019

Print name: Patrick McManus

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

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 the +issue date or date of agreement to issue	594,814,654
Add the following: <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 	39,117,886 586,582,539 -
Note: <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
“A”	1,220,515,079

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Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	183,077,262
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>Note:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – 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>It may be useful to set out issues of securities on different dates as separate line items</i> 	-
"C"	-
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>	183,077,262
<p>Subtract "C"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	-
Total ["A" x 0.15] – "C"	183,077,262 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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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>	1,220,515,079
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	122,051,508
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 <i>Notes:</i> <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> 	-
“E”	-

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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>	122,051,508
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	-
Total ["A" x 0.10] – "E"	122,051,508 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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