ACN 003 254 395



12 April 2017

NOTICE UNDER SECTION 708A(5) OF THE CORPORATIONS ACT

Variscan Mines Limited ("Variscan") has today issued 3,448,599 ordinary shares on the exercise of listed 1.5 cent options expiring 4 May 2017 ("VARO").

Accordingly the Company gives notice under Section 708(5)(e)(i) of the *Corporations Act 2001* (Cth) ("Act") that:

- 1. the abovementioned securities were issued without disclosure to investors under Part 6D.2 of the Act.
- 2. as at the date of this notice the Company has complied with:
 - (a) the provisions of Chapter 2M of the Act as they apply to the Company; and (b) section 674 of the Act; and

3. as at the date of this notice there is no information to be disclosed which is "excluded information" as defined in subsection 708A(7) and (8) of the Act that is reasonable for investors and their professional advisors to find in a disclosure document.

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Ivo Polovineo Company secretary

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

Variscan Mines Limited

ABN

16 003 254 395

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 Ordinary Shares

- 2 Number of *securities issued or to be issued (if known) or maximum number which may be issued
- 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)

3,448,599

N/A

⁺ See chapter 19 for defined terms.

4	Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?	Rank equally with existing ordinary shares
	 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 	
5	Issue price or consideration	\$0.015 per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issued on the exercise of listed options with an exercise price of \$0.015 and an expiry date of 4 May 2017 that were issued pursuant to the Entitlement Offer prospectus dated 24 March 2015.
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the</i> <i>subject of this Appendix 3B</i> , and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	22 November 2016
6с	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 Nil 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
- 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.
- 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
- 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
- 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.

3,448,599 - Exception 4.

N/A

Refer Annexure 1

12 April 2017

⁺ See chapter 19 for defined terms.

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

Number	⁺ Class
616,419,900	Ordinary Shares
73,741,008	Options exercisable at \$0.015 expiring on 4 May 2017

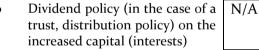
4 December 2017 Directors

+Class

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

	Options –exercise price 7 cents
5,650,000	4 December 2017 Options – Employee Share Option Plan - exercise price 7 cents
8,700,000	3 December 2018 Directors Options – exercise price 5 cents
3,750,000	3 December 2018 Options – Employee Share Option Plan - exercise price 5 cents
29,347,830	29 January 2018 Options – - exercise price 5 cents

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



Part 2 - Pro rata issue

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	

Number

10,000,000

- documents Cross reference: rule 7.7. Closing date for receipt of acceptances or renunciations Names of any underwriters or commission issue Fee or commission payable to the broker to the issue Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders If the issue is contingent on security holders' approval, the date of the meeting Date entitlement and acceptance form and offer documents will be sent to persons entitled
- 18 Names of countries in which the entity has security holders who will not be sent new offer

Note: Security holders must be told how their entitlements are to be dealt with.

- 19
- 20
- Amount of any underwriting fee 21
- Names of any brokers to the 22

- Policy for deciding entitlements
- registers (or subregisters) be aggregated for calculating entitlements?

holdings on

⁺Record date to

15

16

Will

- 17 in relation to fractions
- entitlements

different

determine

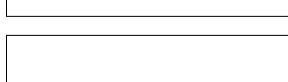
+ See chapter 19 for defined terms.

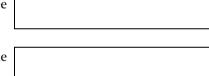
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27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> 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) +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

- 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

37

35

A copy of any trust deed for the additional +securities

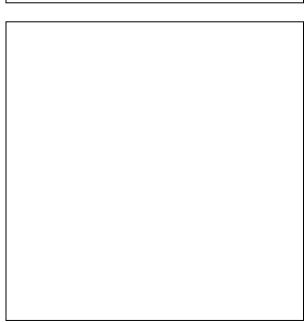
Entities that have ticked box 34(b)

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



⁺ See chapter 19 for defined terms.

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)

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

Number	+Class	

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.
- 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.

Logla .

Date: 12 April 2017

Sign here:

Company secretary

Print name:

Ivo Polovineo

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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 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		
<i>Insert</i> number of fully paid ⁺ ordinary securities on issue 12 months before the ⁺ issue date or date of agreement to issue	376,074,307	
 Add the following: 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 	805,910 – issued on 18 May 2016 86,487,015 – issued on 20 June 2016 12,000 – issued on 8 March 2017 59,380,362 – issued on 24 March 2017 5,767,259 – issued on 5 April 2017 3,448,599 – this issue	
 Number of partly paid ⁺ordinary securities that became fully paid in that 12 month period Note: 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 	55,555,556 – Approved by shareholders at AGM on 22 November 2016	
Subtract the number of fully paid ⁺ ordinary securities cancelled during that 12 month period	Nil	
"A"	587,531,008	

Step 2: Calculate 15% of "A"		
"B"	0.15 [Note: this value cannot be changed]	
<i>Multiply</i> "A" by 0.15	88,129,651	
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used		
<i>Insert</i> number of ⁺ equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:	12,500,000 listed options –issued on 9 February 2017	
 Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 Note: 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 	28,888,892 ordinary shares – issued on 17 March 2017	
"C"	41,388,892	
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1		
"A" x 0.15 Note: number must be same as shown in	88,129,651	

"A" x 0.15	88,129,651
Note: number must be same as shown in Step 2	
Subtract "C"	41,388,892
Note: number must be same as shown in Step 3	
<i>Total</i> ["A" x 0.15] – "C"	46,740,759
	[Note: this is the remaining placement capacity under rule 7.1]

⁺ 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" Note: number must be same as shown in	587,531,008		
Step 1 of Part 1			
Step 2: Calculate 10% of "A"			
"D"	0.10		
	Note: this value cannot be changed		
<i>Multiply</i> "A" by 0.10	58,753,101		
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used			
<i>Insert</i> number of ⁺ equity securities issued or agreed to be issued in that 12 month period under rule 7.1A	-		
Notes: This applies to equity securities – not 			
 just ordinary securities Include here – if applicable – the securities the subject of the Appendix 			
3B to which this form is annexedDo 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 It may be useful to set out issues of securities on different dates as separate line items 			
"E"	Nil		

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 Note: number must be same as shown in Step 2	58,753,101
<i>Subtract</i> "E" Note: number must be same as shown in Step 3	-
<i>Total</i> ["A" x 0.10] – "E"	58,753,101 Note: this is the remaining placement capacity under rule 7.1A

⁺ See chapter 19 for defined terms.