



# Issue of shares

Danakali Limited (ASX: DNK / LSE: DNK) (**Danakali**, or the **Company**) is pleased to announce that it has raised A\$135,750 through the issue of 250,000 new fully paid shares upon the exercise of unlisted options. A further 15,000 new fully paid shares were issued to an employee on the vesting of performance rights.

A completed Appendix 3B has been lodged together with this announcement.

## Secondary Trading Exemption – s708A Notice

Danakali gives notice under section 708A(5)(e) of the Corporations Act 2001 (Cth) (**Act**) of the following:

- The shares were issued without disclosure under Part 6D 2 of the Act;
- This notice is being given under section 708A(5)(e) of the Act;
- As at the date of this notice, the Company has complied with:
  - The provisions of Chapter 2M of the Act as they apply to the Company; and
  - Section 674 of the Act; and
- As at the date of this notice, there is no information:
  - That has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
  - That investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
    - The assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
    - The rights and liabilities attaching to the shares.

## Total voting rights

The Company advises that it has, conditional on admission, allotted and issued 265,000 new fully paid ordinary shares of no par value in the Company (**Ordinary Shares**).

Application has been made to the UK Listing Authority for the admission of those 265,000 new Ordinary Shares to the Official List of the UK Listing Authority and to trading on the London Stock Exchange's Main Market for listed securities and it is expected that dealings will commence on 15 October 2019. The new Ordinary Shares will rank pari passu in all respects with the existing Ordinary Shares in issue.

Following admission, the Company will have in issue a total of 265,587,398 Ordinary Shares. The Company does not hold any Ordinary Shares in treasury.

Therefore, the total number of voting rights in the Company is 265,587,398 which may be used by shareholders or other persons as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

**Notification of PDMR transaction**

The Company advises that the 15,000 new fully paid shares issued on vesting of performance rights were issued to a person discharging managerial responsibilities (**PDMR**).

The relevant notifications set out below are provided in accordance with the requirements of Article 19 of the EU Market Abuse Regulation.

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>		
a)	Name	Stuart Tarrant	
<b>2</b>	<b>Reason for the notification</b>		
a)	Position/status	PDMR (Chief Financial Officer)	
b)	Initial notification /Amendment	Initial notification	
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>		
a)	Name	Danakali Limited	
b)	LEI	5493004SQ5E5Q6VRT472	
<b>4</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>		
a)	Description of the financial instrument, type of instrument	Fully paid ordinary shares	
	Identification code	AU000000DNK9	
b)	Nature of the transaction	Award of shares on the vesting of performance rights	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		Nil	15,000
d)	Aggregated information - Aggregated volume - Price - Total	N/A	
e)	Date of the transaction	8 October 2019	
f)	Place of the transaction	Outside a trading venue	

For more information, please contact:

**Danakali**

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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, 04/03/13

Name of entity

DANAKALI LTD

ABN

56 097 904 302

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                                                                                                                                                                                                  | (a) Ordinary shares                                              |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                 | (a) 250,000<br>(b) 15,000                                        |
| 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) | (a) Fully paid ordinary shares<br>(b) Fully paid ordinary shares |

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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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>(a) Yes – fully paid ordinary shares  (b) Yes – fully paid ordinary shares</p>
5	<p>Issue price or consideration</p>	<p>(a) \$0.543  (b) Nil</p>
6	<p>Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) Exercise of unlisted options (Exercise price: \$0.543; expiry 7 October 2019)  (b) Vesting of performance rights (15,000 Class 6)</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>27 May 2019</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)	N/A
6f	Number of +securities issued under an exception in rule 7.2	(a) 250,000 (b) 15,000
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	Capacity under L.R.7.1 is 35,028,502 Capacity under LR7.1A is 26,594,345
7	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	8 October 2019

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8	Number and +class of all +securities quoted on ASX <i>(including the +securities in section 2 if applicable)</i>	Number		+Class	
		265,587,398		Ordinary Shares	
9	Number and +class of all +securities not quoted on ASX <i>(including the +securities in section 2 if applicable)</i>	Number		+Class	
		500,000	Unlisted Options exercisable at \$0.912 each, expiring 11 May 2020 (Remuneration Options)		
		1,440,000	Unlisted Options exercisable at \$0.94 each, expiring 19 May 2020 (Remuneration Options)		
		1,268,215	Unlisted Options exercisable at \$1.031 each, expiring 24 January 2022 (Remuneration Options)		
		301,040	Unlisted Options exercisable at \$1.031 each, expiring 24 January 2022 (Remuneration Options)		
		583,000	Unlisted Options exercisable at \$1.108 each, expiring 13 March 2022 (Remuneration Options)		
		561,800	Unlisted Options exercisable at \$1.119 each, expiring 28 March 2022 (Remuneration Options)		
		1,450,000	Unlisted Options exercisable at \$1.114 each, expiring 30 May 2022 (Remuneration Options)		
		280,000	Performance Rights – Class 1		
		800,000	Performance Rights – Class 4		
		100,000	Performance Rights – Class 5		
		25,000	Performance Rights – Class 6		
		15,000	Performance Rights – Class 7		
		65,000	Performance Rights – Class 8		
1,000,000	Performance Rights – Class 9				
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A			

+ See chapter 19 for defined terms.

## 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  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
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

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+ See chapter 19 for defined terms.



## Appendix 3B New issue announcement

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- 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 <sup>+</sup>Issue date

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a)  <sup>+</sup>Securities described in Part 1
- (b)  All other <sup>+</sup>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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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 <sup>+</sup>securities

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<sup>+</sup> See chapter 19 for defined terms.

**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	<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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	N/A	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A	
42	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in clause 38)	Number	+Class
		N/A	N/A


+ See chapter 19 for defined terms.

**Appendix 3B  
New issue announcement**

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**Quotation agreement**

- 1 +Quotation of our additional +securities are 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 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:  ..... 9 October 2019  
(~~Director~~/Company secretary) Date: .....

Print name: Catherine Grant-Edwards  
.....

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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

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	264,197,463
<p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>216,364 (fully paid ordinary shares issued 7 November 2018 on cashless exercise of options)            356,049 fully paid ordinary shares issued 24 July 2018 (ratified by shareholders 27 May 2019)            8,571 fully paid ordinary shares issued 20 December 2018 (ratified by shareholders 27 May 2019)            900,000 (fully paid ordinary shares issued 9 August 2019 on exercise of options)            250,000 (fully paid ordinary shares issued 8 October 2019 on exercise of options)            15,000 (fully paid ordinary shares issued 8 October 2019 on vesting of performance rights)</p>
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	N/A
<b>“A”</b>	265,943,447

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<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	39,891,517
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><i>Insert</i> 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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>1,268,215 unlisted options (27 February 2019) (being 1,724,015 unlisted options initially issued less 455,800 unlisted options cancelled 7 June 2019)</p> <p>583,000 unlisted options (26 March 2019)</p> <p>561,800 unlisted options (18 April 2019)</p> <p>1,000,000 performance rights (14 June 2019) (Class 9)</p> <p>1,450,000 unlisted options (14 June 2019)</p>
<b>“C”</b>	4,863,015
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	39,591,517
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	4,863,015
<b>Total [“A” x 0.15] – “C”</b>	35,028,502

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+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	265,943,447
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	26,594,345
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> 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"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <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></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Nil
<b>“E”</b>	Nil
<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b>  <i>Note: number must be same as shown in Step 2</i>	26,594,345
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total [“A” x 0.10] – “E”</b>	26,594,345

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