

ASX ANNOUNCEMENT

16 November 2018

Waiver of ASX Listing Rule 7.3.2

Elementos Limited (ASX: ELT) ("Elementos" or the "Company") is pleased to announce that, further to the Notice of Annual General Meeting and Explanatory Memorandum announced on 30 October 2018 (the **Notice**), ASX Limited (**ASX**) have considered the Company's application for a waiver of Listing Rule 7.3.2 (as described on page 23 of the Notice), and have decided to grant the waiver on the following basis:

Based solely on the information provided, ASX grants the Company a waiver from Listing Rule 7.3.2 to the extent necessary to permit the Company to issue of a debenture to Mark Wellings (**Debenture**) and the conversion of some or all of this Debenture into Company shares later than three months of the date of the shareholders' meeting, on the following conditions:

1. *The material terms and conditions of the Debenture are set out in the AGM materials.*
2. *The AGM seeks approval from shareholders for the maximum number of shares that will be issued on conversion of the Debenture, being 297,000,000, with an issue price approved by shareholders on 30 November 2018.*
3. *The AGM states the terms which must be satisfied before the issue or conversion of the Debenture.*
4. *The Debenture is issued within 10 business days of obtaining approval from the Spanish Regional Mining Authority and the transfer to the Company of all shares in Minas De Estanto De Espana S.L.U (the 100% holder of Oropesa) occurring, and in any event no later than 31 December 2019.*
5. *The terms of this waiver are immediately released to the market.*

The terms of the Debenture to be issued to Mark Wellings were first announced by the Company on 22 October 2018, and shareholder approval for the issue of the Debenture, amongst other items, will be sought at the Company's upcoming annual general meeting (**AGM**).

For more information, please contact:

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Please visit us at: www.elementos.com.au