

Changes to Archer Share Purchase Plan Terms and Conditions

Last Monday (6 November 2017) Archer Exploration Ltd announced that it will be undertaking a Share Purchase Plan to raise up \$2.25 million by the issue of new Archer shares at an issue price of \$0.075 (7.5 cents per share). Shareholders who receive shares under the SPP will also be entitled to subscribe for 1 unlisted option for every 2 new shares issued to them under the SPP (for no additional consideration). The options will have an exercise price of \$0.075 (7.5 cents) and an expiry date of 28 February 2019.

The SPP Terms and Conditions will be lodged with ASX and posted to Eligible Shareholders on Monday (13 November 2017).

The SPP Terms and Conditions describe the scale back methodology that will be used by the board in the event that we receive valid application for an amount of more than the \$2.25 million. The original Terms and Conditions state that:

- Archer will stop processing applications once the \$2.25 million cap is reached; and
- If Archer receives multiple applications on the same day that results in the amount raised being over the \$2.25 million cap, then those applications would be scaled back on a pro rata basis.

Since the SPP was announced, Archer has received a lot of queries from loyal shareholders regarding the process for allocating shares under the SPP. Some shareholders in regional locations are concerned that they will not receive their applications in the post, and do not have the ability to receive their applications electronically, in time to then lodge a valid application for new SPP shares.

In light of the high level of interest shown in the SPP and in an effort to make the SPP available to a broad range of Eligible Shareholders, the Archer board has decided to amend the SPP Terms and Conditions such that if the Company receives valid applications during the Offer Period in excess of the \$2.25 million cap, then the Board will scale back all applications evenly on a pro-rata basis.

The changes to the SPP Terms and Conditions are described on more detail on the next page of this announcement. We encourage all investors to read the SPP Terms and Conditions, as amended by this document, before making a decision whether or not to participate in the SPP.

Archer is making considerable progress in the development of its Eyre Peninsula Graphite Project and is hopeful of receiving the grant of the Mining Lease before the end of the year. We are excited about the appointment of Mohammad Choucair as Archer CEO and expect him to “hit the ground running” once he returns from the World Economic Forum meeting and starts with Archer on 1 December 2017.

For further information please contact:

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Amendment to Archer Exploration Limited Share Purchase Plan Terms and Conditions

The Archer board has agreed to amend the Share Purchase Plan Terms and Conditions lodged with ASX on or about 13 November 2017 (**SPP Terms**), as follows:

First Amendment

On page 1, delete row titled “First come first served basis” from the table titled *Frequently Asked Questions* and substitute a new row as follows:

Raising amount and scale back	<p>The maximum number of New Shares that the Board has decided to issue under the Plan is 30,000,000, to raise \$2.25 million.</p> <p>If the Company receives valid Applications for a total amount of more than \$2.25 million, then the Board intends to scale back Applications on a pro rata basis or such other method determined by the Board.</p> <p>The Board reserves the right to close the Plan early, if the amount raised under the Plan exceeds \$2.25 million before the Closing Date. Therefore, Eligible Shareholders are encouraged to submit their Applications early.</p>
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Second Amendment

On page 5, delete the first three paragraphs under the heading *Raising amount and scale back* and substitute the following new text:

“The Plan is targeting to raise \$2,250,000 and is capped at this amount, which means that the Board has determined that the maximum number of New Shares that may be issued under the Plan is 30,000,000. However, the Board reserves absolute discretion regarding the final amount raised under the Plan.

The Company intends to accept applications for New Shares on a “first come first served” basis. If the New Share limit of 30,000,000 is reached before the Closing Date, then the Board reserves the right to close the Plan early.

If the Company receives valid Applications for a total amount of more than \$2.25 million, then the Board intends to scale back Applications on a pro rata basis or such other method determined by the Board.”

Confirmation

In all other respects, the provisions of the SPP Terms are confirmed.

Terms defined in the SPP Terms will have the same meaning when used in this document.