



**Nagambie Mining Limited**  
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15 April 2015

## **NOTICE UNDER SECTION 708A OF THE CORPORATIONS ACT 2001**

Nagambie Mining Limited (**Company**) advises that on 15 April 2015, it undertook a placement of 22,187,005 new fully paid ordinary shares as follows:

- (a) a placement of 21,478,789 shares to sophisticated and professional investors at an issue price of \$0.033 per share, to raise a total of \$708,800.055; and
- (b) a placement of 708,216 shares in respect of drilling contract services that were supplied to the Company at a deemed issue price of \$0.033 per share.

A completed Appendix 3B in respect of the shares is attached.

### **Information required under Listing Rule 3.10.5A**

The Company provides the following information as required under ASX Listing Rule 3.10.5A in respect of the shares:

- (a) The dilutive effect of the shares placement on existing shareholders is as follows:

Number of shares on issue prior to the placement	301,714,010
Placement issue under Listing Rule 7.1 (708,216 shares)	0.22%
Placement issue under Listing Rule 7.1A (21,478,789 shares)	6.63%
<b>Total dilution as a result of the placement</b>	<b>6.85%</b>

In relation to the portion of shares issued under Listing Rule 7.1A, the percentage of the post-capital placement capital held (in aggregate) is as follows:

- Pre-placement security holders who did participate in the placement – 100%
  - Participants in the placement who were not previously security holders – 0%
- (b) The Company issued the shares to a sophisticated and professional investor as it was considered the most efficient and expedient method for raising funds to increase the Company's working capital and meet the Company's objectives.
  - (c) No underwriting arrangements were in place for the share placement.

### **Secondary Trading Exemption Notice**

The *Corporations Act 2001 (Act)* restricts the on-sale of securities without disclosure, unless the sale is exempt under s708 or s708A of the Act. By the Company giving this notice, on-sale of the shares will fall within the exemption offered by s708A(5)(e) of the Act.

The Company hereby gives notice under s708A(5) of the Act that:

- (a) On 15 April 2015 the Company issued 21,478,789 shares to sophisticated and professional investors at an issue price of \$0.033 per share and 708,216 shares at a

deemed issue price of \$0.033 per share in respect of drilling contract services that were supplied to the Company;

- (b) The Company issued the shares without disclosure to investors under Part 6D.2 of the Act;
- (c) 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 with s674 of the Act; and
- (d) As at the date of this notice there is no "excluded information" as defined in s708A(7) and (8) of the Act in relation to the Company.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Alfonso Grillo', written in a cursive style.

Alfonso Grillo  
Company Secretary

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

Nagambie Mining Limited

ABN

42 111 587 163

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 ( <b>Shares</b> )<br>(2) Convertible notes ( <b>Notes</b> ) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (1) Shares - 22,187,005<br>(2) Notes - 10,280,000  |

**Appendix 3B**  
**New issue announcement**

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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) Shares –  
Fully paid ordinary shares on the same terms as the existing fully paid ordinary shares on issue.

(2) Notes –  
Duration: 5 year term ending 15 April 2020.

Conversion: Notes are convertible at any time within the 5 year term into Nagambie Mining fully paid ordinary shares on a 1 for 1 basis.

Redemption: Notes are redeemable at \$0.05 per note on 15 April 2020 if not previously converted.

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+ See chapter 19 for defined terms.

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>(1) Shares – Yes, the Shares rank equally with the fully paid shares on issue.</p> <p>(2) Notes – on conversion, Notes rank equally with the Nagambie Mining fully paid shares on issue. If not converted, notes accrue 10% per annum interest rate, payable every 6 months, with the term of the Notes ending on 15 April 2020.</p>
5	Issue price or consideration	<p>(1) Shares – Issue price of \$0.033 per Share.</p> <p>(2) Notes - Issue price of \$0.05 per Note.</p>
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The purpose of these issues is to increase the working capital of the Company. The funds raised will also be used to redeem 22,200,000 convertible notes which are due to expire in September 2015.
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 in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	28 November 2014
6c	Number of +securities issued without security holder approval under rule 7.1	708,216 Shares 10,280,000 Notes

+ See chapter 19 for defined terms.

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6d	Number of +securities issued with security holder approval under rule 7.1A	21,478,789 Shares				
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil				
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.	<p>Issue date: 15 April 2015</p> <p>15 day VWAP: \$0.03741</p> <p>Issue price: \$0.033</p> <p>Issue price as a percentage of 15 day VWAP: 88.2%</p>				
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	<p>7.1 Capacity: 31,768,886</p> <p>7.1A Capacity: 8,692,612</p>				
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>	15 April 2015				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="702 1680 1005 1713">Number</th> <th data-bbox="1005 1680 1300 1713">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="702 1713 1005 1942">323,901,015</td> <td data-bbox="1005 1713 1300 1942">Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	323,901,015	Ordinary Shares
Number	+Class					
323,901,015	Ordinary Shares					

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	4,000,000	Options exercisable at \$0.10, vesting 26 November 2012 and expiring 26 November 2015.
	400,000	Options exercisable at \$0.10 vesting 11 March 2013 and expiring 11 March 2016.
	2,700,000	Convertible notes each convertible into 1 ordinary share on or before 14 September 2015.
	13,750,000	Convertible notes each convertible into 1 ordinary share on or before 1 September 2016.
	25,000,000	Convertible notes each convertible into 1 ordinary share on or before 4 May 2017.
	4,400,000	Options exercisable at \$0.10 vesting 30 November 2011 and expiring 30 November 2016.
	4,750,000	Options exercisable at \$0.10 vesting 31 October 2012 and expiring 31 October 2017.
	9,500,000	Options exercisable at \$0.10 vesting 3 December 2013 and expiring on 3 December 2018
	10,280,000	Convertible notes each convertible into 1 ordinary share on or before 15 April 2020

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

- (1) Shares - The directors of the Company may from time to time determine to distribute the profits of the Company by way of dividend amongst the Shareholders in proportion to the amounts paid up on the Shares held by them.
- (2) Notes - 10% per annum interest rate payable every 6 months.

## Part 2 - Pro rata issue

+ See chapter 19 for defined terms.

**Appendix 3B**  
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- |    |  |  |
|----|--|--|
| 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   |  |
| 15 | +Record date to determine entitlements   |  |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?   |  |
| 17 | Policy for deciding entitlements in relation to fractions  |  |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> |  |
| 19 | Closing date for receipt of acceptances or renunciations   |  |

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+ See chapter 19 for defined terms.



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20	Names of any underwriters	<input type="text"/>
21	Amount of any underwriting fee or commission	<input type="text"/>
22	Names of any brokers to the issue	<input type="text"/>
23	Fee or commission payable to the broker to the issue	<input type="text"/>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	<input type="text"/>
25	If the issue is contingent on security holders' approval, the date of the meeting	<input type="text"/>
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	<input type="text"/>
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	<input type="text"/>
28	Date rights trading will begin (if applicable)	<input type="text"/>
29	Date rights trading will end (if applicable)	<input type="text"/>
30	How do security holders sell their entitlements <i>in full</i> through a broker?	<input type="text"/>
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<input type="text"/>

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+ See chapter 19 for defined terms.

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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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+ See chapter 19 for defined terms.

**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

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)		

+ See chapter 19 for defined terms.

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**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.

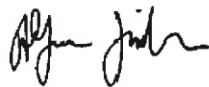
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) 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.

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:

(Company secretary)

Date: 15 April 2015

Print name: Alfonso Grillo

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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

<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 the +issue date or date of agreement to issue	288,414,010
<b>Add</b> the following: <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>300,000 ordinary shares (conversion of convertible notes issued on 14 September 2010, shareholder approval obtained on 25 November 2013, shares issued on 5 August 2014)</p> <p>13,000,00 ordinary shares issued on 2 July 2014 (shareholder approval obtained on 25 November 2013)</p>
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	301,714,010

+ See chapter 19 for defined terms.

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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>	45,257,102
<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>2,500,000 options issued 28 November 2014</p> <p>10,280,000 convertible notes issued 15 April 2015</p> <p>708,216 fully paid ordinary shares issued on 15 April 2015</p>
<b>"C"</b>	<b>13,488,216</b>
<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>	45,257,102
<p><b>Subtract "C"</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	13,488,216
<b>Total ["A" x 0.15] – "C"</b>	<b>31,768,886</b> <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ 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>	301,714,010
<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>	30,171,401
<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>	21,478,789 fully paid ordinary shares issued on 15 April 2015
<b>“E”</b>	21,478,789

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<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>	30,171,401
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	21,478,789
<b>Total ["A" x 0.10] – "E"</b>	8,692,612 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.