



**MOZAMBI**  
R E S O U R C E S

## ASX ANNOUNCEMENT

By e-lodgement

16 June 2015

## PLACEMENT CLOSED – RIGHTS ISSUE UPDATE

### Highlights

- **Placement raised \$370,000 from the issue of 30,833,333 new fully paid shares at \$0.012 per share with a one for two free attaching listed MOZO option**
- **1 for 4 non-renounceable rights issue advanced and expected to be released shortly**

### PLACEMENT

Mozambi Resources Limited (ASX: MOZ) ("**MOZ**" or "**the Company**") is pleased to announce that it has successfully completed the Placement of 30,833,333 new fully paid ordinary shares at \$0.012 (1.2 cents) per share with a one for two free attaching MOZO listed option exercisable at \$0.02 (2 cents) and expiring on 31 December 2017 to institutional and sophisticated investor clients of Alignment Capital Pty Ltd [ABN 24 167 124 754] ("**Alignment Capital**") to raise \$370,00 before costs of the issue ("**the Placement**").

The free attaching options under the Placement will be subject to shareholder approval. A further announcement will be released when the shares are issued, along with the despatch of the proposed Notice of Meeting.

### RIGHTS ISSUE

The Company is well advanced at completing the necessary documentation regarding the proposed non-renounceable 1 for 4 rights issue to raise up to a further approximately \$925,000 before costs of the issue by the issue of up to approximately 77,161,355 new fully paid ordinary shares at \$0.012 (1.2 cents) per share with a one for two free attaching MOZO listed option exercisable at \$0.02 (2 cents) and expiring on 31 December 2017 ("**the Rights Issue**").

The proceeds from the Placement and Rights Issue will be used to advance its Mozambique and Tanzanian graphite tenements; assess other new opportunities and to provide working capital.

Eligible shareholders will be those with a registered address in Australia and New Zealand and that are on the shareholder register on the record date. It is anticipated that participants in the Placement with a registered address in Australia and New Zealand will be included in the shareholders eligible to participate in the Rights Issue. The record date and other dates will be announced to ASX when the document containing the Rights Issue offer is finalised and lodged, which is presently anticipated to be within the next week.

The Rights Issue will be non-renounceable and will not be tradeable on ASX or otherwise transferable.

Further details of the Rights Issue will be contained in the document containing the Rights Issue offer that will be prepared for mailing to shareholders. Eligible Shareholders should read the document containing the Rights Issue offer before deciding whether to participate in the rights issue offer.

For and on behalf of Mozambi Resources Limited

A handwritten signature in black ink, appearing to read 'Ad. Wing', with a horizontal line underneath.

**Adrien Wing**  
**Mozambi Resources Ltd**  
Chairman

# 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

Mozambi Resources Limited

ABN

28 106 353 253

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  | Fully paid ordinary shares (MOZ)   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 30,833,333   |
| 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) | The fully paid ordinary shares are of the same class and rank with all other shares on issue |

+ 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>	Yes
5	Issue price or consideration	\$0.012 per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Development of Mozambique and Tanzanian graphite projects, new opportunities, working capital and to pay for the costs of the offer.
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>	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	4,279,134
6d	Number of +securities issued with security holder approval under rule 7.1A	26,554,199

+ See chapter 19 for defined terms.

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.	Yes VWAP: \$0.015 75% of VWAP: \$0.011 (issue price greater than 75% of VWAP) Source: Alignment Capital Limited						
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	<ul style="list-style-type: none"><li>7.1 – 282,061</li><li>7.1A – Nil</li></ul>						
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.	16 June 2015						
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>308,645,421</td><td>Fully Paid Ordinary Shares</td></tr><tr><td>154,499,999</td><td>Options exercisable at \$0.02 (2 cents) on or before 31 December 2017</td></tr></table>	Number	+Class	308,645,421	Fully Paid Ordinary Shares	154,499,999	Options exercisable at \$0.02 (2 cents) on or before 31 December 2017
Number	+Class							
308,645,421	Fully Paid Ordinary Shares							
154,499,999	Options exercisable at \$0.02 (2 cents) on or before 31 December 2017							

+ 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)	15,000,000	Options exercisable at \$0.02 (2 cents) on or before 31 December 2017 (Related Party Options)
	2,200,000	Options exercisable at \$0.25 (25 cents) on or before 30 November 2016
	475,000	Options exercisable at \$0.25 (25 cents) on or before 2 August 2016
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

## 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	
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  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	

+ See chapter 19 for defined terms.

19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
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?	

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+ See chapter 19 for defined terms.

- 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*

- 35 ☐ 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
- 36 ☐ 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 ☐ 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	<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>					
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>					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 100px;"></td> <td></td> </tr> </tbody> </table>	Number	+Class		
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.

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+ See chapter 19 for defined terms.

- 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:

  
.....  
(Director/Company secretary)

Date: 16 June 2015

Print name:

Adrien Wing

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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	
<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	212,541,987
<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> <b>Note:</b> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	93,609,667
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	265,541,985

+ See chapter 19 for defined terms.

<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>	39,831,298
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> 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>	<ul style="list-style-type: none"> <li>2,000,000 options issued per Appendix 3B dated 25 February 2015</li> <li>2,500,000 shares issued per Appendix 3B dated 25 February 2015</li> <li>5,881,868 shares issued per Appendix 3B dated 21 April 2015</li> <li>20,000,000 options issued per Appendix 3B dated 21 April 2015</li> <li>1,000,000 options issued per Appendix 3B dated 15 May 2015</li> <li>588,235 shares issued per Appendix 3B dated 15 May 2015</li> <li>3,300,000 shares issued per Appendix 3B dated 28 May 2015</li> <li>4,279,134 shares issued per this Appendix 3B dated 16 June 2015</li> </ul>
<b>“C”</b>	39,549,237
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p><b>“A” x 0.15</b></p> <p><i>Note: number must be same as shown in Step 2</i></p>	39,831,298
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	39,549,237
<b>Total [“A” x 0.15] – “C”</b>	282,061 <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>	265,541,985
<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>	26,554,199
<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  <b>Notes:</b> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• 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</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	<ul style="list-style-type: none"> <li>• 26,554,199 shares issued per this Appendix 3B dated 16 June 2015</li> </ul>
<b>“E”</b>	26,554,199

+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	26,554,199
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	26,554,199
<b>Total</b> [“A” x 0.10] – “E”	0 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.



16 June 2015

Mozambi Resources Limited

(ASX: MOZ)

To: Australian Securities Exchange Limited

**Notice Pursuant to Section 708A(5)(e) of the Corporations Act**

Mozambi Resources Limited (the **Company**) gives notice under section 708A(5)(e) of the *Corporations Act 2001* (Cth) as follows:

- (a) On 16 June 2015, the Company issued 30,833,333 fully paid ordinary shares in the Company.
- (b) The shares were issued without disclosure to the investor under Part 6D.2 of the Corporations Act.
- (c) As at the date of this notice the Company has complied with:
  - The provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
  - Section 674 of the Corporation Act.
- (d) As at the date of this notice there is no excluded information required to be disclosed under section 708A(6)(e) of the Corporations Act.

**Information under ASX Listing Rule 3.10.5A**

The Company provides the following information in accordance with ASX Listing Rule 3.10.5A in relation to the Placement Shares issued under ASX Listing Rule 7.1A:

- (a) Dilution to existing holders of ordinary shares as a result of the issue made under ASX Listing Rule 7.1A
- (b) The percentage of the Company's issued capital represented by the issue under ASX Listing Rule 7.1A is 10.00%. The holders of ordinary shares before the issue under ASX Listing Rule 7.1A will hold 86.03% of the issued capital following the issue of the Placement Shares.
- (c) The Company conducted the placement rather than a pro-rata issue or other type of issue in which existing security holders would have been eligible to participate as it was considered a more efficient and expedient manner to raise capital given the Company's circumstances.



- (d) No underwriting arrangements were in place in relation to the issue of the Placement Shares.
- (e) A fee of up to 6% of the proceeds of the placement is to be paid to Alignment Capital Pty Ltd, 8 million MOZO options and the payment of reasonably incurred expenses incurred in connection with the placement.

For and on behalf of Mozambi Resources Limited

A handwritten signature in black ink, appearing to read "Adrien Wing".

Adrien Wing  
**Company Secretary**