



ABN 72 008 915 311

16 July 2014

The Manager  
Market Announcements Office  
Australian Securities Exchange  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

### **FULLY UNDERWRITTEN ENTITLEMENT OFFER**

Gondwana Resources Limited (ACN 008 915 311) (ASX:GDA) (**the Company**) is pleased to announce that it is undertaking a fully underwritten non-renounceable entitlement offer of one (1) fully paid ordinary share in the capital of the Company (**Share**) for every one (1) Share held by eligible shareholders on 24 July 2014 at an issue price of \$0.032 per Share to raise up to approximately \$781,870 (before costs) (**Entitlement Offer**). The Entitlement Offer is fully underwritten by GMP Securities Australia Pty Ltd.

A prospectus will shortly be lodged in relation to the Entitlement Offer. Under this prospectus, the Company is also making an offer of 1,250,000 options exercisable at \$0.05 on or before 31 December 2015 to Shareholders who participated in the placement of 2,500,000 Shares by the Company on 31 March 2014 (**Prior Placement Options Offer**). The Prior Placement Options Offer will not raise any funds, as the Options are free attaching to Shares already issued.

The funds raised from the Entitlement Offer will provide capital to assist in funding exploration and further development of the Company's Parker Range Gold Project, along with further evaluation and assessment of the Company's other projects in the Gascoyne and Pilbara regions in Western Australia as well as funding ongoing working capital and the repayment of short term liabilities.

### **Summary of the Entitlement Offer**

1. The Entitlement Offer comprises one (1) new Share for every one (1) existing Share held by existing eligible shareholders on the record date (24 July 2014) at \$0.032 per Share.
2. Eligible shareholders will comprise those shareholders with a registered address in Australia, New Zealand, Singapore, Hong Kong and the United Kingdom.
3. The Entitlement Offer is fully underwritten by GMP Securities Australia Pty Limited, (**Underwriter**), a leading independent international investment bank focussed on the small to mid-cap resources sector

4. Shares issued under the Entitlement Offer will rank equally with existing Shares on issue on the record date. The Company will make application for official quotation of the new Shares proposed to be issued under the Entitlement Offer. Share entitlements are non-renounceable and will not be tradeable on the ASX or otherwise transferable.
5. Up to approximately 24,433,440 Shares will be issued pursuant to the Entitlement Offer. Shareholders who do not take up all or any part of their entitlement will not receive any payment or value in respect of the entitlement not taken up and their equity interest in the Company will be diluted.
6. Shareholders may not apply for additional Shares over and above their entitlements.

### Timetable

Further details of the Entitlement Offer, including details on how to accept and key risks of the Entitlement Offer, together with a summary of the key terms of the underwriting agreement including the termination events, will be set out in a prospectus which is expected to be released to the ASX on 17 July 2014 and dispatched to shareholders on 25 July 2014. Outlined below is a timetable of relevant events and dates relating to the Entitlement Offer. These events and dates are indicative only and subject to change. Subject to the ASX Listing Rules, the Corporations Act and other applicable laws, the Company's Board reserves the right to modify all dates, including the Entitlement Offer closing date.

Event	Proposed Date
Company announces Entitlement Offer and lodges Appendix 3B with ASX	16 July 2014
Lodgement of Prospectus with the ASIC and ASX	17 July 2014
Notice sent to Optionholders in respect of the Entitlement Offer	17 July 2014
Notice sent to Shareholders in respect of the Entitlement Offer	18 July 2014
Ex date for the Entitlement Offer	22 July 2014
Record Date for determining Entitlements in respect of the Entitlement Offer	24 July 2014
Prospectus despatched to Shareholders & Company announces despatch has been completed	25 July 2014
Company's Annual General Meeting held (10.30am WST)	11 August 2014
Company's Extraordinary General Meeting held (11.30am WST)	11 August 2014
Closing Date of the Prior Placement Option Offer	11 August 2014
Issue Date under the Prior Placement Option Offer	13 August 2014
Closing Date of the Entitlement Offer (5.00pm WST)*	15 August 2014
Securities quoted on a deferred settlement basis	18 August 2014
ASX and Underwriter notified of under subscriptions under the Entitlement Offer	19 August 2014
Underwriter subscribes for Shares under underwriting agreement	20 August 2014
Issue Date under the Entitlement Offer	22 August 2014

Application for Shares under the Entitlement Offer may only be made by completing the Entitlement and Acceptance Form which accompanies the prospectus or by making an electronic payment as set out in the Entitlement and Acceptance Form which accompanies the prospectus. Shareholders eligible to participate in the Entitlement Offer should read the prospectus carefully and consult professional advisers as necessary.

### **Enquiries**

Any enquiries regarding the Entitlement Offer should be directed by phone to Warren Beckwith on +61 419 838 839 or Craig Moulton on +61 8 9364 7414 or by email to [info@gondwanaresources.com](mailto:info@gondwanaresources.com).

Yours faithfully

A handwritten signature in black ink, appearing to read 'Goodsall', with a stylized flourish at the end.

**Paul Goodsall**  
**Director/Company Secretary**

This release does not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States or in any other jurisdiction in which such an offer or sale would be illegal. This release may not be distributed or released in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the securities referred to in this release in any jurisdiction outside Australia. In particular, the Shares to be offered in the Entitlement Offer have not been, and none of them will be, registered under the U.S. Securities Act of 1933 (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Shares may not be offered, directly or indirectly, to, any person in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.