



18 July 2014

Company Announcements Office  
Australian Securities Exchange  
20 Bridge Street  
Sydney NSW 2000

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## Appendix 3B

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Minera Gold Limited (ASX Code: MIZ) (**Minera Gold** or the **Company**) advises that it has issued and allotted the following fully paid ordinary shares to existing major shareholders of the Company following the conversion of their convertible securities and also in lieu of invoices outstanding:

		<u>\$Value</u>	<u>No.Shares</u>
Convertible Note Holders	Principal	\$585,440	239,951,901
	Interest	\$ 12,332	4,567,516
Other Convertible Debt Holder	Principal	\$ 62,500	31,250,000
Vendors in Lieu of cash	Value	\$ 16,500	<u>5,500,000</u>
			<b>281,269,417</b>

For and on behalf of the Board,

**Ashley Pattison**  
**Managing Director and CEO**

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+ See chapter 19 for defined terms.

# 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

Name of entity

MINERA GOLD LIMITED

ABN

97 117 790 897

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 (MIZ)<br>2. Listed Share options (MIZOA)   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 1. 281,269,417<br>2. 10,000,000  |
| 3 | Principal terms of the +securities (eg, 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. On same terms as existing fully paid ordinary shares on issue.<br>2. On same terms as existing listed share options on issue (exercisable at \$0.012 and expire on 4 December 2016) |
| 4 | Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?<br><br>If the additional securities do not rank equally, please state: <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> | 1.Yes<br>2.Yes.  |

5 Issue price or consideration

Shares issued at the following prices:			
Conversion \$	No of Shares	\$ Value	Purpose
0.002	31,250,000	\$62,500	Con Debt Holder
0.0024	181,433,383	435,440.12	Con Note Holder Principal
0.0025	40,000,000	\$100,000	Con Note Holder Principal
0.0027	18,518,518	\$50,000	Con Note Holder Principal
0.0027	4,567,516	\$12,332.29	Con Note Holder Interest
0.003	5,500,000	\$16,500	Vendor Invoice
<b>TOTAL</b>	<b>281,269,417</b>		

6 Purpose of the issue  
(If issued as consideration for the acquisition of assets, clearly identify those assets)

- (1) Repayment of outstanding loan principal and interest amounts via issue of shares.
- (2) Payment of vendor invoices

6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?  
  
If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i

Yes.

6b The date the security holder resolution under rule 7.1A was passed

9 June 2014

6c Number of +securities issued without security holder approval under rule 7.1

36,750,000 FPO Shares  
10,000,000 MIZOA Options

6d Number of +securities issued with security holder approval under rule 7.1A

Nil

6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)

244,519,417 fully paid ordinary shares approved 9 June 2014

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.

N/a

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	<table border="1"> <tr> <td data-bbox="837 369 933 403">(1) 7.1:</td> <td data-bbox="1013 369 1157 403">61,915,048</td> </tr> <tr> <td data-bbox="837 403 933 436">(2) 7.1A:</td> <td data-bbox="1013 403 1157 436">164,815,915</td> </tr> </table>		(1) 7.1:	61,915,048	(2) 7.1A:	164,815,915					
(1) 7.1:	61,915,048											
(2) 7.1A:	164,815,915											
7	Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates	17 July 2014										
8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th colspan="2" data-bbox="790 638 1133 683">Number</th> <th data-bbox="1141 638 1460 683"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="790 705 837 739">(a)</td> <td data-bbox="853 705 1029 739">1,794,603,676</td> <td data-bbox="1141 705 1460 750">Ordinary shares (MIZ)</td> </tr> <tr> <td data-bbox="790 772 837 806">(b)</td> <td data-bbox="853 772 1029 806">245,250,000</td> <td data-bbox="1141 772 1460 862">Options exercisable at \$0.012 on or before 4 Dec 2016 (MIZOA)</td> </tr> </tbody> </table>	Number		<sup>+</sup> Class	(a)	1,794,603,676	Ordinary shares (MIZ)	(b)	245,250,000	Options exercisable at \$0.012 on or before 4 Dec 2016 (MIZOA)	
Number		<sup>+</sup> Class										
(a)	1,794,603,676	Ordinary shares (MIZ)										
(b)	245,250,000	Options exercisable at \$0.012 on or before 4 Dec 2016 (MIZOA)										

9 Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (including the securities in section 2 if applicable)

Number	<sup>+</sup> Class
1,000,000	Employee Options expiring 30/06/2015 exercisable at \$ 0.09each (MUNAO)
2,500,000	Employee Options expiring 30/06/2015 exercisable at \$ 0.09each (MUNAO)
2,500,000	Employee Options 30/06/2015 exercisable at \$0.15 each (MUNAO)
1,000,000	Employee Options expiring 30/06/2015 exercisable at \$0.09 each(MUNAO)
22,500,000	Employee Options expiring 4/12/2016 exercisable at \$0.02 each(TBA)
2,000,000	Incentive Options to advisors, expire on 30/06/2015, exercisable at \$0.10 each (MUNAO)
1,000,000	Incentive Options to advisors, expire on, 30/06/2015 exercisable at \$0.15 each (MUNAO)
1,000,000	Incentive Options to advisors, expire on, 30/06/2015 exercisable at \$0.20 each (MUNAO)
15,000,000	Incentive Options to advisors, expire on, 1/3/2015 exercisable at \$0.09 each (MUNAO)
920,000	Incentive Options to advisors, expire on, 31/3/2015 exercisable at \$0.09 each (MUNAO)
4,500,000	"Director Options" Issued 14/09/2012, exercisable at \$0.09, Exp 13/09/2017
4,500,000	"Director Options" Issued 14/09/2012, exercisable at \$0.15, Exp 13/09/2017
20,000,000	Incentive Options to advisors, expire on, 13/12/2015 exercisable at \$0.10 each
4,000,000	Incentive Options to advisors (Lind), expire on 15/02/2016, exercisable at \$0.10 each
32,500,000	Incentive Options to investors, expire on 30/06/2016, exercisable at \$0.03 each
15,000,000	Financing fee to financier, expire on 15/10/2016, exercisable at \$0.012 each
<b>129,920,000</b>	<b>TOTAL UNLISTED SHARE OPTIONS</b>

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

No Change

## Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?

N/A

12 Is the issue renounceable or non-renounceable?

N/A

13 Ratio in which the <sup>+</sup>securities will be offered

N/A

14 <sup>+</sup>Class of <sup>+</sup>securities to which the offer relates

N/A

15 <sup>+</sup>Record date to determine entitlements

N/A

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	N/A
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A

29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

### 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 Do the +securities rank equally in all respects from the date of allotment 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)		

**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 not available now, 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)

Date: 18 July 2014

Print name:

Ashley Pattison – Managing Director and CEO

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for <sup>+</sup>eligible entities

Introduced 01/08/12

### 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 date of issue or agreement to issue	582,193,324
<p><b>Add</b> the following:</p> <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 style="text-align: right;"><u>Under an exception in rule 7.2</u></p> <p style="text-align: right;">30.07.13 SPP Issue – 11,500,000</p> <p style="text-align: right;"><u>Issued with Shareholder Approval</u></p> <p style="text-align: right;">17.07.2014-Convertible Note Conversion -244,519,417</p> <p style="text-align: right;">04.07.14 – Convertible Note Conversion – 66,775,173</p> <p style="text-align: right;">02.07.14 – Convertible Note Conversion – 31,779,279</p> <p style="text-align: right;">30.06.14 – Convertible Note Conversion - 54,365,006</p> <p style="text-align: right;">16.06.14 – Convertible Note Conversion – 30,896,030</p> <p style="text-align: right;">12.06.14 – Convertible Note Conversion – 101,475,185</p> <p style="text-align: right;">29.05.14- Exercise of options – 6</p> <p style="text-align: right;">12.05.14 – Convertible Note Conversion – 41,315,792</p> <p style="text-align: right;">15.05.14 – Convertible Note Conversion – 26,755,724</p> <p style="text-align: right;">29.05.14 – Convertible Note Conversion – 65,612,838</p> <p style="text-align: right;">24.04.2014 – Convertible Note Conversion– 60,821,577</p> <p style="text-align: right;">23.04.2014- Interest Repayment - 33,942,361</p> <p style="text-align: right;">23.04.14 – Convertible Note Conversion - 211,432,045</p> <p style="text-align: right;">04.03.2014 – Lind Conversion - 17,916,667</p> <p style="text-align: right;">03.02.2014 – Arrowhead in lieu of fees – 3,747,000</p> <p style="text-align: right;">31.01.2014 – Lind Conversion- 12,500,000</p> <p style="text-align: right;">20.12.2013 – Lind Conversion- 12,500,000</p> <p style="text-align: right;">4.12.2013 – In lieu of salaries - 17,501,955</p> <p style="text-align: right;">29.08.2013 - In lieu of costs – 9,895,486</p> <p style="text-align: right;">06.08.2013 - Lind Conversion – 10,714,286</p>
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	0
<b>“A”</b>	1,648,159,151

<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>	247,223,872
<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>	<p>23.4.2014 - Shares issued on conversion of convertible loan - <b>130,935,274</b></p> <p>12.06.2014 – Options issued as equity-settled consideration for services performed – <b>6,650,000</b></p> <p>02.07.2014 – Shares issued as equity settled consideration for services performed – <b>973,550</b></p> <p>17.07.2014 – Shares issued as consideration for services rendered to the value of \$16,500 - <b>5,500,000</b></p> <p>17.07.2014- Shares issued to convertible debt holder in repayment of principal to the value of \$62,500 – <b>31,250,000</b></p> <p>17.07.2014 – Issue of MIZOA options in lieu of fees – <b>10,000,000</b></p>
<b>“C”</b>	185,308,824
<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>	247,223,872
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	185,308,824
<b>Total [“A” x 0.15] – “C”</b>	61,915,048 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

## 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>	1,648,159,151
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b> <i>Note: this value cannot be changed</i>	0.10
<b>Multiply “A” by 0.10</b>	164,815,915
<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>	-
<b>“E”</b>	-
<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>	164,815,915
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	-
<b>Total [“A” x 0.10] – “E”</b>	164,815,915 <i>Note: this is the remaining placement capacity under rule 7.1A</i>