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## White Star Appoints Jason Marinko as Executive Director

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White Star Resources Limited (ASX: WSR) ("Company") is pleased to advise of the appointment of Mr Jason Marinko as an executive director of the Company. Mr Marinko brings significant capital markets, corporate advisory and executive management experience to the current board of non-executive directors.

The Company recently entered into agreements for an option to acquire Spookfish Pty Ltd, a geospatial imagery business, followed by the acquisition of an initial 12.5% interest in Spookfish (for full details please refer to the announcements made to the ASX on 17 July 2014 and 1 August 2014). The option remains on foot for the Company to elect to acquire the remaining share capital of Spookfish within the next 9 months or completion of the enhancement and testing of the first phase technology demonstrator ("Spookfish Option"). The Company is encouraged the progress of the technology demonstrator which has the potential to deliver high resolution linear and 3-D image solutions.

Mr Marinko has been appointed as an executive director of the Company to assist with management and investor relations during the process of technical due diligence and assessing the potential acquisition of Spookfish in the Option Period.

Mr Marinko has extensive senior executive experience spanning equity capital markets, corporate advisory, consumer goods, aviation and telecommunications. He was previously an associate director at Azure Capital where he managed equity capital raisings for private and public companies and established the Azure Resources Fund targeting under researched small cap companies. He was also an associate director within the corporate finance team of Euroz Securities Limited advising on small and mid-cap mergers, acquisitions and equity capital raisings.

Prior to his focus on the capital markets, Mr Marinko was part of the executive team of several successful businesses including CEO of Little World Beverages Limited (ASX: LWB) and Little Creatures Brewing Pty Ltd during the initial ASX listing, as well as the corporate strategy divisions of Qantas Airways and Singtel Optus prior to that. Mr Marinko is a fellow of the Financial Services Institute of Australasia (FINSIA), a graduate of the Australian Institute of Company Directors (AICD), has an MBA from INSEAD Business School in France.

The executive package for Mr Marinko includes an annual salary of \$225,000 per annum (including superannuation entitlements) together with an executive placement to Mr Marinko of 2,500,000 ordinary shares at an issue price of \$0.035, raising \$87,500.

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### ASX ANNOUNCEMENT

#### Board & Management:

Steve Anastos  
Chairman

Jason Marinko  
Director

Davide Bosio  
Director

Shannon Robinson  
Director | Company Secretary

#### Issued Capital:

363 million shares

#### Registered Office:

Level 1, Suite 5, The Business Centre  
55 Salvado Road  
Subiaco WA 6008

#### Postal Address:

PO Box 131  
Subiaco WA 6904

#### Contact Details:

T: +61 8 9380 6789

F: +61 8 9380 6761

E: [admin@whitestarresources.com.au](mailto:admin@whitestarresources.com.au)

#### Website

[www.whitestarresources.com.au](http://www.whitestarresources.com.au)

#### ASX Code:

WSR

#### Share Registry:

Advanced Share Registry  
110 Stirling Highway  
Nedlands WA 6009

T: +61 8 9389 8033

F: +61 8 9262 3723



In addition, the right to the following ordinary shares on satisfaction of the milestones set out below within 5 years and payment pursuant to a non-interest bearing loan with the Company at a vesting price of \$0.04 per share ("Incentive Shares"):

- (a) 2,500,000 shares on the date of appointment;
- (b) 5,000,000 shares on the Company's share price trading at a vwap of \$0.05 or more (on a pre-consolidation basis);
- (c) 5,000,000 shares the Company's share price trading at a vwap of \$0.07 or more (on a pre-consolidation basis) (on a pre-consolidation basis);
- (d) 7,500,000 shares the Company's share price trading at a vwap of \$0.10 or more (on a pre-consolidation basis) (on a pre-consolidation basis); and
- (e) 5,000,000 shares the Company's share price trading at a vwap of \$0.15 or more (on a pre-consolidation basis) (on a pre-consolidation basis).

The Incentive Shares are only available where Mr Marinko continues to act as a director of the Company at the date of satisfaction of the relevant milestone. Mr Marinko's appointment is initially for the duration of the Spookfish Option following which any ongoing role will be agreed between the parties.

The Board is excited to have attracted someone of Mr Marinko's calibre to the Company's executive team which also reflects the potential and opportunity of the Spookfish Option. The Company believes that Mr Marinko will add another dimension to the Company and drive the strategy of assessing the performance of the technology demonstrator and commercialisation potential/opportunities of the geospatial imagery technology developed by Spookfish.

For more information, please contact:

**Steve Anastos**  
Chairman

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

WHITESTAR RESOURCES LIMITED

ABN

24 123 511 017

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 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 5,000,000                  |
| 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) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

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

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|    |   |  |
|----|---|--|
| 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 – Ordinary Shares  |
| 5  | Issue price or consideration  | (a) 2,500,000 shares at \$0.035<br>(b) 2,500,000 shares vesting at \$0.04 pursuant to company share loan |
| 6  | <p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>  | Issued pursuant to executive package   |
| 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  | 30 May 2014  |
| 6c | Number of +securities issued without security holder approval under rule 7.1  | 5,000,000  |

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+ See chapter 19 for defined terms.

|    |   |                |                            |
|----|---|----------------|----------------------------|
| 6d | Number of +securities issued with security holder approval under rule 7.1A  | N/A            |                            |
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)   | N/A            |                            |
| 6f | Number of +securities issued under an exception in rule 7.2   | N/A            |                            |
| 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  | 84,521,252     |                            |
| 7  | +Issue dates<br><br>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.<br><br>Cross reference: item 33 of Appendix 3B. | 25 August 2014 |                            |
| 8  | Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)   | Number         | +Class                     |
|    |   | 363,085,005    | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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|    |   |        |        |
|----|---|--------|--------|
|    |   | Number | +Class |
| 9  | Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable) | Nil    | N/A    |
| 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?  | N/A |
| 12 | Is the issue renounceable or non-renounceable?   | N/A |
| 13 | Ratio in which the +securities will be offered   | N/A |
| 14 | +Class of +securities to which the offer relates   | N/A |
| 15 | +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 security holders who will not be sent new offer documents<br><br>Note: Security holders must be told how their entitlements are to be dealt with.<br><br>Cross reference: rule 7.7. | N/A |

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+ See chapter 19 for defined terms.

|    |  |     |
|----|--|-----|
| 19 | Closing date for receipt of acceptances or renunciations | N/A |
|----|--|-----|

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+ See chapter 19 for defined terms.

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

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|    |   |     |
|----|---|-----|
| 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 security holders  | N/A |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting   | N/A |
| 26 | Date entitlement and acceptance form and offer documents 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 |

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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)? | N/A |
| 33 | <sup>+</sup> Issue 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 <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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<sup>+</sup> 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     | <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"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table> | Number | +Class |  |  |
| Number | +Class  |  |        |        |  |  |
|        |   |  |        |        |  |  |

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+ See chapter 19 for defined terms.

### 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:  .....

(Director/Company secretary)

21 August 2014  
Date: .....

Print name: Shannon Robinson .....

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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  | 250,085,003 |
| <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> | 108,000,002 |
| <b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period  | Nil         |
| <b>“A”</b>   | 358,085,005 |

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+ See chapter 19 for defined terms.

|  |   |
|--|---|
| <b>Step 2: Calculate 15% of “A”</b>  |   |
| <b>“B”</b>   | 0.15<br><i>[Note: this value cannot be changed]</i>   |
| <b>Multiply “A” by 0.15</b>  | 53,712,751  |
| <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 <sup>+</sup>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> | 5,000,000   |
| <b>“C”</b>   | <b>5,000,000</b>  |
| <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>  | 53,712,751  |
| <p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>  | 5,000,000   |
| <b>Total [“A” x 0.15] – “C”</b>  | <p>48,712,751</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p> |

+ 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><br><br><i>Note: number must be same as shown in Step 1 of Part 1</i>  | 358,085,005   |
| <b>Step 2: Calculate 10% of “A”</b>  |   |
| <b>“D”</b>   | 0.10<br><br><i>Note: this value cannot be changed</i> |
| <b>Multiply “A” by 0.10</b>  | 35,808,501  |
| <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 <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period under rule 7.1A<br><br><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> | Nil   |
| <b>“E”</b>   | Nil   |

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+ 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<br><br><i>Note: number must be same as shown in Step 2</i>                                  | 35,808,501  |
| <b>Subtract “E”</b><br><br><i>Note: number must be same as shown in Step 3</i>                         | Nil   |
| <b>Total</b> [“A” x 0.10] – “E”  | 35,808,501<br><br><i>Note: this is the remaining placement capacity under rule 7.1A</i> |

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+ See chapter 19 for defined terms.