

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

South Pacific Resources Ltd

ABN

30 073 099 171

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 (Shares)
Unlisted Options (Options) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 6,582,545 Shares
20,000,000 Options |
| 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 Shares are fully paid ordinary shares in the company and rank equally with existing ordinary shares on issue.

2,500,000 unlisted options have:
Exercise price - \$0.08
Expiry date – 12 month term after vesting upon achieving a 20 day share price VWAP of \$0.10 |

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2,500,000 unlisted options have:
 Exercise price - \$0.08
 Expiry date – 12 month term after vesting upon achieving a 20 day share price VWAP of \$0.15

5,000,000 unlisted options have:
 Exercise price – \$0.10
 Expiry date – 18 month term after vesting upon execution of the first monetisation deal (including for example a strategic alliance, joint venture, farm-in or abandonment deal)

5,000,000 unlisted options have:
 Exercise price - \$0.12
 Expiry date – 24 month term after vesting upon execution of a second monetisation deal (defined as above)

5,000,000 unlisted options have:
 Exercise price - \$0.15
 Expiry date – 36 month term after vesting upon Tamarind Management Sdn Bhd being engaged for a period of two years unless terminated by South Pacific Resources Limited in which case the Options vest immediately

4 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

The shares rank equally with existing ordinary shares.

The unlisted options will rank equally with fully paid ordinary shares upon exercise of the options.

5 Issue price or consideration

\$0.10 per Share in satisfaction of debt

Nil issue price per Option

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6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	6,582,545 Shares issued in satisfaction of debt owing. 20,000,000 Options issued as consultant incentive options based on key development and corporate milestones.
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	11 November 2016
6c	Number of +securities issued without security holder approval under rule 7.1	Nil
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)	6,582,545 Shares in accordance with Resolutions 7 and 8 passed at the Company's Annual General Meeting held on 11 November 2016 20,000,000 Options in accordance with Resolution 9 passed at the Company's Annual General Meeting held on 11 November 2016
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	N/A

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	under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.					
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	See Annexure 1				
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.	24 November 2016				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>164,515,311</td> <td>Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	164,515,311	Ordinary Shares
Number	+Class					
164,515,311	Ordinary Shares					

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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)	7,500,000	Unlisted options with an exercise price of 7.5 cents and an expiry date of 19 February 2018.
	4,200,000	Unlisted Options with an exercise price of 5 cents and an expiry date of 31 December 2018.
	2,000,000	Unlisted Options with an exercise price of 5 cents and an expiry date of 24 February 2019
	9,350,000	Unlisted Options with an exercise price of 12 cents and an expiry date of 3 February 2017
	5,500,000	Unlisted Options with an exercise price of 12 cents and an expiry date of 3 August 2017
	2,500,000	Unlisted Options with an exercise price of 8 cents and a 12 month term after vesting upon achieving a 20 day share price VWAP of \$0.10
	2,500,000	Unlisted options with an exercise price of 8 cents and an expiry date of a 12 month term after vesting upon achieving a 20 day share price VWAP of \$0.15
	5,000,000	Unlisted Options with an exercise price of 10 cents and an 18 month term after vesting upon execution of the first monetisation deal (including for example a strategic alliance, joint venture, farm-in or abandonment deal)
	5,000,000	Unlisted Options with an exercise price of \$0.12 and a 24 month term after vesting upon execution of a second monetisation deal (defined as above)
	5,000,000	Unlisted options with an exercise price of \$0.15 and a 36 month term after vesting upon Tamarind being engaged for a period of two years unless terminated by South Pacific Resources Limited in which case the Options vest immediately

+ See chapter 19 for defined terms.

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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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. | |
| 19 Closing date for receipt of acceptances or renunciations | |
| 20 Names of any underwriters | |

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21	Amount of any underwriting fee or commission	<input style="width: 100%; height: 20px;" type="text"/>
22	Names of any brokers to the issue	<input style="width: 100%; height: 20px;" type="text"/>
23	Fee or commission payable to the broker to the issue	<input style="width: 100%; height: 20px;" type="text"/>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	<input style="width: 100%; height: 20px;" type="text"/>
25	If the issue is contingent on security holders' approval, the date of the meeting	<input style="width: 100%; height: 20px;" type="text"/>
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	<input style="width: 100%; height: 20px;" 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 style="width: 100%; height: 20px;" type="text"/>
28	Date rights trading will begin (if applicable)	<input style="width: 100%; height: 20px;" type="text"/>
29	Date rights trading will end (if applicable)	<input style="width: 100%; height: 20px;" type="text"/>
30	How do security holders sell their entitlements in full through a broker?	<input style="width: 100%; height: 20px;" type="text"/>
31	How do security holders sell part of their entitlements through a broker and accept for the balance?	<input style="width: 100%; height: 20px;" type="text"/>
32	How do security holders dispose of their entitlements (except by sale through a broker)?	<input style="width: 100%; height: 20px;" type="text"/>
33	+Issue date	<input style="width: 100%; height: 20px;" type="text"/>

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

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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

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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)

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42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

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.
 - 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.

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- 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: Date: 25 November 2016
(Company secretary)

Print name: Louisa Martino

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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	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	136,232,766 Shares
Add the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	2,000,000 Shares (issued 24 February 2016) 1,000,000 Shares (issued 18 May 2016) 18,700,000 Shares (issued 3 August 2016) 6,582,545 shares (issued 24 November 2016)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	164,515,311

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	24,677,297
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert 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"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“C”	Nil
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	24,677,297
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.15] – “C”	24,677,297 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	164,515,311
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	16,451,531
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <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> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“E”	Nil

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“ A ” x 0.10 <i>Note: number must be same as shown in Step 2</i>	16,451,531
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	16,451,531 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.



25 November 2016

Company Announcements Office
Australian Securities Exchange
Level 4, Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sirs

Notice under 708A(5)(e) of the Corporations Act 2001 (Cth)

This notice is given by South Pacific Resources Limited (“**Company**”) under section 708A(5)(e) and 708A(6) of the *Corporations Act 2001* (Cth) (“**Act**”).

On 24 November 2016 the Company issued a total of 6,582,545 Shares and 20,000,000 unlisted options (“**Options**”) in accordance with an offer to sophisticated, eligible and/or professional investors under section 708 of the Act.

Accordingly the Company gives notice under section 708A(5)(e) of the Act that:

1. The Options were issued without disclosure to investors under Part 6D.2 of the Act;
2. As at the date of this notice the Company has complied with:
 - (a) The provisions of Chapter 2M of the Act as they apply to the Company; and
 - (b) Section 674 of the Act; and
3. As at the date of this notice there is no excluded information (as defined in sections 708A(7) and 708A(8) of the Act), which is required to be disclosed by the Company.

Yours faithfully
South Pacific Resources Limited

A handwritten signature in black ink, appearing to read "L. Martino", is written over a horizontal line.

Louisa Martino
Company Secretary

SOUTH PACIFIC RESOURCES LTD
ACN: 073 099 171
ASX: SPB

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