

# 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

**CANYON RESOURCES LIMITED**

ABN

13 140 087 261

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	Ordinary Shares (Subject to performance criteria)
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	3,000,000
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 issue with vesting conditions issued to the Canyon Resources Long Term Incentive Plan Trust on behalf of key employees/personnel. Vesting conditions as follows; <ul style="list-style-type: none"><li>• one third vest on delineating a resource of at least 150 MT on one of the Company's existing projects or a project to be acquired by the Company</li><li>• one third vest on the raising of at least \$10 million in support of a Company project; and</li><li>• one third vest on the Related party remaining with the Company for a minimum of 12 months</li></ul>

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?	Yes, the Shares rank equally with the existing class of Ordinary Shares on issue.
	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>	
5	Issue price or consideration	Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issue of Performance Shares to key personnel via the Canyon Resources Long Term Incentive Plan Trust as part of the Company's performance linked incentive strategy
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?	Yes
	If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i> , and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	25 November 2016
6c	Number of +securities issued without security holder approval under rule 7.1	-
6d	Number of +securities issued with security holder approval under rule 7.1A	-
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	-
6f	Number of +securities issued under an exception in rule 7.2	3,000,000 Long Term Incentive Plan

+ See chapter 19 for defined terms.

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	7.1 – 25,290,470 7.1A – 25,968,108					
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.	30 May 2017					
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="790 1097 1085 1131">Number</th> <th data-bbox="1085 1097 1386 1131">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="790 1131 1085 1290">269,842,773</td> <td data-bbox="1085 1131 1386 1290">Ordinary shares</td> </tr> </tbody> </table>	Number	+Class	269,842,773	Ordinary shares	
Number	+Class						
269,842,773	Ordinary shares						

+ 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)	45,549,215	Options exercisable at 6 cents expiring 29 September 2017
	7,000,000	Options exercisable at 7 cents expiring 30 September 2018.
	13,000,000	Options exercisable at 10 cents expiring 30 September 2018.
	4,635,417	Options exercisable at 6 cents expiring 30 September 2018.
	10,000,000	Options exercisable at 12 cents expiring 19 February 2019.
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

## Part 2 - Bonus issue or pro rata issue

Questions 11 to 33 are not applicable

## 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)

Questions 35 to 42 are not applicable

### 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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+ See chapter 19 for defined terms.

- 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.

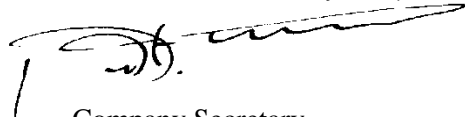
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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:



Company Secretary

Date: 30 May 2017

Print name:

Robert Marusco

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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

<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 the +issue date or date of agreement to issue	178,812,913													
<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               <table style="margin-left: 20px; border: none;"> <tr><td style="text-align: right;">5,000,000</td></tr> <tr><td style="text-align: right;">10,000</td></tr> <tr><td style="text-align: right;">1,110,000</td></tr> </table> </li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval               <table style="margin-left: 20px; border: none;"> <tr><td style="text-align: right;">8,000,000 (Incentive Scheme)</td></tr> <tr><td style="text-align: right;">2,421,267</td></tr> </table> </li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period               <table style="margin-left: 20px; border: none;"> <tr><td style="text-align: right;">1,435,341</td></tr> <tr><td style="text-align: right;">14,212,148</td></tr> <tr><td style="text-align: right;">12,877,178</td></tr> </table> </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> <table style="margin-left: 20px; border: none;"> <tr><td style="text-align: right;">13,637,009</td></tr> <tr><td style="text-align: right;">5,725,774</td></tr> <tr><td style="text-align: right;">10,001,143</td></tr> <tr><td style="text-align: right;">3,438,308</td></tr> </table> </li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <table style="margin-left: 20px; border: none;"> <tr><td style="text-align: right;">3,000,000 (Incentive Scheme)</td></tr> </table> </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	10,000	1,110,000	8,000,000 (Incentive Scheme)	2,421,267	1,435,341	14,212,148	12,877,178	13,637,009	5,725,774	10,001,143	3,438,308	3,000,000 (Incentive Scheme)	-
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10,001,143														
3,438,308														
3,000,000 (Incentive Scheme)														
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	-													
<b>“A”</b>	<b>259,681,081</b>													

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	38,952,162
<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>	3,661,692 10,000,000 (unquoted options exercisable at 12 cents expiry 19 February 2019)
“C”	<b>13,661,692</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	38,952,162
<b>Subtract</b> “C” <i>Note: number must be same as shown in Step 3</i>	13,661,692
<b>Total</b> [“A” x 0.15] – “C”	<b>25,290,470</b> <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>	259,681,081
<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>	25,968,108
<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>	-

+ 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>	25,668,108
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	-
<b>Total</b> [“A” x 0.10] – “E”	<b>25,668,108</b> <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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