



15 August 2017

RAM0CORO\CORRESPONDENCE\C165

The Manger
Australian Securities Exchange
Level 5
20 Bridge Road
SYDNEY NSW 2000

Confirmation of Bonus Unlisted Option Issue

Longford Resources Limited (ASX:LFR) confirms that 94,453,055 Bonus Unlisted Options pursuant to the Prospectus dated 25 July 2017 have been issued in accordance with the timetable as at 14 August 2017.

The Unlisted Options are exercisable at \$0.05 on or before 31 July 2018 and **attached** is an updated Appendix 3B confirming the issue.

For and on behalf of the Longford Resources Limited Board

Eryn Kestel
Company Secretary

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

Name of entity

Longford Resources Limited

ABN

23 108 456 444

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 | Unlisted Options |
| 2 | Number of securities issued or to be issued (if known) or maximum number which may be issued | 94,453,055 |
| 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) | Exercisable at \$0.05 and expire on 31 July 2018. |

Appendix 3B
New issue announcement

<p>4 Do the securities rank equally in all respects from the date of allotment 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"> • 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 	<p>Upon the exercise of the Bonus Options, fully paid Ordinary Shares issued will rank pari passu with the existing fully paid Ordinary Shares on issue.</p>
<p>5 Issue price or consideration</p>	<p>Issued for nil consideration</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>To reward Shareholders for supporting the Company and to provide the Company with a potential source of additional capital if Bonus Options are exercised</p>
<p>6a Is the entity an eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>30 November 2016</p>
<p>6c Number of securities issued without security holder approval under rule 7.1</p>	<p>Nil</p>
<p>6d Number of securities issued with security holder approval under rule 7.1A</p>	<p>Nil</p>
<p>6e Number of securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>Nil</p>

6f	Number of securities issued under an exception in rule 7.2	94,453,055 Unlisted Options Listing Rule 7.2, Exception 1																
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.	Not Applicable																
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	Not Applicable																
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	<u>ASX Listing Rule 7.1</u> 43,017,283 Securities <u>ASX Listing Rule 7.1A</u> 28,678,189 Shares																
7	Dates of entering securities into uncertificated holdings or despatch of certificates	14 August 2017																
8	Number and class of all securities quoted on ASX (<i>including</i> the securities in section 2 if applicable)	<table><tr><th>Number</th><th>Class</th></tr><tr><td>286,781,885</td><td>Fully paid ordinary shares (20,000,000 Shares voluntarily escrowed for 6 months)</td></tr></table>	Number	Class	286,781,885	Fully paid ordinary shares (20,000,000 Shares voluntarily escrowed for 6 months)												
Number	Class																	
286,781,885	Fully paid ordinary shares (20,000,000 Shares voluntarily escrowed for 6 months)																	
9	Number and class of all securities not quoted on ASX (<i>including</i> the securities in section 2 if applicable)	<table><tr><th>Number</th><th>Class</th></tr><tr><td>10,000,000</td><td>Unlisted Options exercisable at \$0.02 on or before 31 December 2017</td></tr><tr><td>94,453,055</td><td>Unlisted Options exercisable at \$0.05 on or before 31 July 2018</td></tr><tr><td>10,000,000</td><td>Unlisted Options exercisable at \$0.10 on or before 10 May 2020</td></tr><tr><td>833,334</td><td>Unlisted Options exercisable at \$0.12 on or before 22 September 2020</td></tr><tr><td>566,667</td><td>Class A Performance Shares</td></tr><tr><td>566,667</td><td>Class B Performance Shares</td></tr><tr><td>1,875,000</td><td>Performance Rights expiring 30 November 2018 (vesting subject to conditions)</td></tr></table>	Number	Class	10,000,000	Unlisted Options exercisable at \$0.02 on or before 31 December 2017	94,453,055	Unlisted Options exercisable at \$0.05 on or before 31 July 2018	10,000,000	Unlisted Options exercisable at \$0.10 on or before 10 May 2020	833,334	Unlisted Options exercisable at \$0.12 on or before 22 September 2020	566,667	Class A Performance Shares	566,667	Class B Performance Shares	1,875,000	Performance Rights expiring 30 November 2018 (vesting subject to conditions)
Number	Class																	
10,000,000	Unlisted Options exercisable at \$0.02 on or before 31 December 2017																	
94,453,055	Unlisted Options exercisable at \$0.05 on or before 31 July 2018																	
10,000,000	Unlisted Options exercisable at \$0.10 on or before 10 May 2020																	
833,334	Unlisted Options exercisable at \$0.12 on or before 22 September 2020																	
566,667	Class A Performance Shares																	
566,667	Class B Performance Shares																	
1,875,000	Performance Rights expiring 30 November 2018 (vesting subject to conditions)																	

- 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 the Unlisted Options is not sought

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.
 - 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:

Date: 15 August 2017

Print name: **Eryn Kestel**
Company Secretary

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12

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 date of issue or agreement to issue	52,667,328
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"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	10,000,000 7,066,662 Shares (Ratified at 2/11/2016 GM) 123,883,338 Shares (At 02/11/2016 GM); and 93,165,332 Shares (At 02/05/2017 GM)
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	286,782,660

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	43,017,399
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> 	-
“C”	-
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	43,017,399
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	-
Total [“A” x 0.15] – “C”	<p>43,017,399</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

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>	286,782,660
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	28,678,266
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"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items 	-
“E”	-

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>	28,678,266
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.10] – “E”	28,678,266 <i>Note: this is the remaining placement capacity under rule 7.1A</i>