



11 September 2017

Application for Quotation of Options exercisable at \$0.0125 and expiring 31 August 2019

Mount Ridley Mines Ltd (ASX: **MRD**) (or “**the Company**”) is pleased to announce that pursuant to Resolution 4 passed at the General Meeting held on 11 September 2017, shareholders have approved an amendment to the terms of the 354,381,515 existing options exercisable at \$0.0125 and expiring 31 August 2019 (**2019 Options**). The effect of the amendment is to allow for the quotation of the 2019 Options on the ASX.

Accordingly, the attached Appendix 3B is for the purpose of obtaining quotation of the 2019 Options. The applicable top 20 report and distribution statement is also disclosed.

The Company notes that the 2019 Options are currently subject to a trading lock. Following the quotation of the 2019 Options, the Company intends to issue a Cleansing Prospectus. The holding lock will be lifted after the closure of the offer under the Cleansing Prospectus.

For and on behalf of the Board

Johnathon Busing
Company Secretary

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

Mount Ridley Mines Limited

ABN

93 092 304 964

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 | Listed Options (already on issue) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 354,381,515 (already on issue) |
| 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) | Options exercisable at \$0.0125 and expiring 31 August 2019 (complete terms set out in Schedule A of the Company's Notice of Meeting lodged with ASX on 11 August 2017) |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 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"> • 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>No, the Options are a new class of quoted security. Options are exercisable in accordance with the terms and conditions specified in Schedule A of the Company's Notice of Meeting lodged with ASX on 11 August 2017.</p> <p>Shares issued upon exercise of the Options will rank equally in all respects from the date of issue with the existing quoted fully paid ordinary shares of the Company.</p>
<p>5 Issue price or consideration</p>	<p>Nil. Already on issue</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Seeking quotation of Options which were previously issued as unlisted options, but pursuant to Resolution 4 of the Company's Notice of Meeting lodged with ASX on 11 August 2017, have been amended to be listed options.</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 in relation to the +securities the subject of this Appendix 3B, 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>28 November 2016</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>2,000,000</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>-</p>

+ See chapter 19 for defined terms.

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	-						
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.	-						
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	-						
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" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">7.1</td> <td style="text-align: right;">227,914,986</td> </tr> <tr> <td>7.1A</td> <td style="text-align: right;">151,943,324</td> </tr> <tr> <td colspan="2" style="text-align: center;"><i>(Refer to Annexure 1)</i></td> </tr> </table>	7.1	227,914,986	7.1A	151,943,324	<i>(Refer to Annexure 1)</i>	
7.1	227,914,986							
7.1A	151,943,324							
<i>(Refer to Annexure 1)</i>								
7	<p>+Issue dates</p> <p><small>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.</small></p> <p><small>Cross reference: item 33 of Appendix 3B.</small></p>	-						
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: right;">1,521,433,243</td> <td>Fully paid ordinary shares</td> </tr> <tr> <td style="text-align: right;">354,381,515</td> <td>Options exercisable at \$0.0125 and expiring 31 August 2019</td> </tr> </tbody> </table>	Number	+Class	1,521,433,243	Fully paid ordinary shares	354,381,515	Options exercisable at \$0.0125 and expiring 31 August 2019
Number	+Class							
1,521,433,243	Fully paid ordinary shares							
354,381,515	Options exercisable at \$0.0125 and expiring 31 August 2019							

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	5,000,000	Options exercisable at \$0.070 and expiring 31 March 2018
	104,469,366	Options exercisable at \$0.03 and expiring 30 June 2019
	10,000,000	Options exercisable at \$0.021 and expiring 31 August 2019
	22,500,000	Options exercisable at \$0.015 and expiring 29 November 2019
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	In accordance with the Company's Dividend policy	

Part 2 - Pro rata issue

11 Is security holder approval required?	<input type="text"/>
12 Is the issue renounceable or non-renounceable?	<input type="text"/>
13 Ratio in which the +securities will be offered	<input type="text"/>
14 +Class of +securities to which the offer relates	<input type="text"/>
15 +Record date to determine entitlements	<input type="text"/>
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	<input type="text"/>
17 Policy for deciding entitlements in relation to fractions	<input type="text"/>
18 Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	<input type="text"/>

+ See chapter 19 for defined terms.

-
- | | | |
|----|---|--|
| 19 | Closing date for receipt of acceptances or renunciations | |
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders | |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting | |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled | |
| 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 | |
| 28 | Date rights trading will begin (if applicable) | |
| 29 | Date rights trading will end (if applicable) | |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker? | |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | |
| 32 | How do security holders dispose | |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

of their entitlements (except by sale through a broker)?

33 +Issue date

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

+ 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 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

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)		

+ See chapter 19 for defined terms.

Appendix 3B New issue announcement

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: (Company secretary)

Date: 11 September 2017

Print name: Johnathon Busing

+ 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	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	1,058,420,212
<i>Add</i> 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 	158,763,031 180,577,486 121,672,514
<i>Note:</i> <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> 	
<i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period	-
“A”	1,519,433,243

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	227,914,986
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> 	2,000,000 (8 December 2017)
“C”	2,000,000
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>	227,914,986
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	2,000,000
<p>Total [“A” x 0.15] – “C”</p>	225,914,986 <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>	1,519,433,243
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	151,943,324
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 	151,943,324
“E”	151,943,324

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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>	151,943,324
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.10] – “E”	151,943,324 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.



MOUNT RIDLEY MINES LTD ULO 31 AUGUST 2019 @ \$0.0125

Top 20 Listing



		Current Date - 11/09/2017 Time - 16.18.07		Previous Top * As at: 31/07/15 *			
Rank	Holder Name	Designation	Current Securities	%	Prev. Securities	%	Rank
* 1	MOUNT STREET INV PL	M J BLAKE S/F A/C	82,500,000	23.28%	82,500,000	30.00%	1
2	SKYMIST ENTPS PL	TIRUMI S/F A/C	75,000,000	21.16%			
* 3	RELIANT RES PL	GOODWIN ENTPS FAM	45,000,000	12.70%	45,000,000	16.36%	3
* 4	MBE FINANCE PL	HILLSDEN FAM A/C	25,000,000	7.05%	25,000,000	9.09%	4
* 5	DISTINCT RACING & BREEDIN		22,026,679	6.22%			
* 6	DOWNEY STELLA EMILY		20,000,000	5.64%	20,000,000	7.27%	5
7	RELIANT RES PL	GOODWIN FAM S/F A/	15,000,000	4.23%	15,000,000	5.45%	6
* 8	LOLLY POP INV PL		7,557,783	2.13%			
9	JHB SUPER INV PL	JHB S/F A/C	5,000,000	1.41%			
* 10	REDCODE PL		5,000,000	1.41%			
* 11	BOWKER KEITH D + N L	BOWKER INV A/C	5,000,000	1.41%	5,000,000	1.82%	8
12	JOCAPH PL	JOCAPH S/F A/C	5,000,000	1.41%	5,000,000	1.82%	7
* 13	LARTER-CONWAY SEAN PETER		3,775,605	1.07%			
* 14	TADEA PL		2,975,605	0.84%			
* 15	GALLUCCIO JOHN MICHAEL	JOHN GALLUCCIO FAM	2,500,387	0.71%			
16	KIZON VICTOR		2,500,000	0.71%	2,500,000	0.91%	9
* 17	AMBER PLUS PL		2,438,685	0.69%			
* 18	BLAKE ROGER		2,125,000	0.60%			
* 19	BLAKE ERICA LYNETTE		2,000,000	0.56%			
* 20	MAINVIEW HLDGS PL		2,000,000	0.56%			
TOP 20 TOTAL			332,399,744	93.79%	200,000,000	72.72%	
<p>* Denotes merged holders. Note: All holders are included in the report.</p>							



MOUNT RIDLEY MINES LTD ULO 31 AUGUST 2019 @ \$0.0125
Spread Analysis
Date - 11/09/2017 Time - 16.18.07

Spread of Holdings	Holders	Securities	% of Issued Capital
NIL holding	0	0	0.00%
1 - 1,000	0	0	0.00%
1,001 - 5,000	0	0	0.00%
5,001 - 10,000	0	0	0.00%
10,001 - 100,000	9	637,500	0.18%
Over 100,000	62	353,744,015	99.82%
TOTAL ON REGISTER	71	354,381,515	
Analysis by Location			
Overseas	1	375,000	0.11%
Australia:	69	349,006,515	98.48%
ACT	0	0	0.00%
NSW	2	1,000,000	0.28%
VIC	0	0	0.00%
QLD	0	0	0.00%
SA	1	3,775,605	1.07%
WA	66	344,230,910	97.14%
TAS	0	0	0.00%
NT	0	0	0.00%
Address Unknown	1	5,000,000	1.41%
TOTAL ON REGISTER	71	354,381,515	

Note: All holders are included in the report, with common holders merged into one holding.



MOUNT RIDLEY MINES LTD ULO 31 AUGUST 2019 @ \$0.0125
Foreign Investment and Statistical Analysis
Date - 11/09/2017 Time - 16.18.07

Code	Country	Holders	Total Securities	% of Total
ARE	UNITED ARAB EMIRATES	1	375,000	0.11%
	OTHER COUNTRIES(0)	0		
	FOREIGN INVESTMENT	1	375,000	0.11%
	AUSTRALIAN INVESTMENT	70	354,006,515	99.89%
	TOTAL	71	354,381,515	