



# ELYSIUM RESOURCES

17 November 2017

Manager of Company Announcements  
ASX Limited  
Level 40, Central Park  
152-158 St George's Terrace  
PERTH  
WA 6000

*By E-Lodgement*

## **NOTICE UNDER SECTION 708A(5)(e) OF THE CORPORATIONS ACT**

The Directors of Elysium Resources Limited ("**the Company**") provide a notice for the purposes of section 708A(5)(e) of the Corporations Act 2001.

The Company has issued 113,666,659 fully paid ordinary shares and 166,666,665 listed options (*exercisable at \$0.02 on or before 30 April 2020*). The shares issued form Tranche 2 of the Placement announced to ASX on 24 October 2017 to raise up to A\$1.5million via the issue of up to 166,666,667 shares at \$0.009 per share. The listed options issued are free attaching to the Tranche 1 Placement Shares (*issued 30 October 2017*), and Tranche 2 Placement Shares. The issue of these securities was approved by shareholders at the Company's annual general meeting held 15 November 2017.

The Shares and Listed Options above are part of a class of securities quoted on ASX and may be subject to a subsequent offer for sale. The Company issued the Shares above without a disclosure document to investors under Part 6D.2 of the Corporations Act.

The Company, as at the date of this notice, has complied with:

- (a) the provisions of Chapter 2M of the Corporations Act; and
- (b) section 674 of the Corporations Act.

There is no excluded information, as defined in sections 708A(7) and 708A(8) of the Corporations Act, as at the date of this notice. An Appendix 3B in respect to the shares issued is attached.

For and on behalf of the Board

Sarah Smith  
(Company Secretary)

**Elysium Resources Limited**

ABN 45 115 593 005 | Level 1, 1 Altona Street, West Perth WA 6005 | Email: [info@elysiumresources.com.au](mailto:info@elysiumresources.com.au)

[elysiumresources.com.au](http://elysiumresources.com.au)

# 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

ELYSIUM RESOURCES LIMITED

ABN

45 115 593 005

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  | 1. Fully paid ordinary shares<br>2. Listed Options                                |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 1. 113,666,659<br>2. 166,666,665  |
| 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) | 1. Fully paid ordinary shares<br>2. Listed Options (\$0.02; expiry 30 April 2020) |

+ See chapter 19 for defined terms.

**Appendix 3B**  
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<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"> <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>	<p>1. Yes  2. Yes</p>
<p>5 Issue price or consideration</p>	<p>1. Issue price of \$0.009 per share  2. Nil – free attaching Options (<i>Tranche 1 and Tranche 2 Placement</i>)</p>
<p>6 Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>1. Tranche 2 of Placement to sophisticated and professional investors to raise up to approximately A\$1.5m as announced to ASX on 24 October 2017. The funds will be used for the Hardey Project’s maiden exploration program, targeting the conglomerate-hosted gold potential of Hardey’s tenement portfolio and for working capital. Approved by Shareholders at Annual General Meeting held 15 November 2017</p> <p>2. Free attaching Listed Options issued as part of Placement (<i>Tranche 1 and Tranche 2</i>) approved by Shareholders at Annual General Meeting held 15 November 2017</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>

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+ See chapter 19 for defined terms.

6b	The date the security holder resolution under rule 7.1A was passed	15 November 2017		
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)	<ol style="list-style-type: none"> <li>1. 113,666,659 fully paid ordinary shares</li> <li>2. 166,666,665 listed options (\$0.02; expiry 30 April 2020)</li> </ol> Approved at Annual General Meeting held 15 November 2017		
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	7.1 94,027,761 7.1A 62,685,174		
7	+Issue dates  <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>  <small>Cross reference: item 33 of Appendix</small>	17 November 2017		
		<table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="padding: 2px;">Number</td> <td style="padding: 2px;">+Class</td> </tr> </table>	Number	+Class
Number	+Class			

+ See chapter 19 for defined terms.

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8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	626,851,742	Fully paid ordinary shares
		331,495,257	Listed Options (\$0.02; 30 April 2020) (EYMOC)

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<sup>+</sup> 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)	45,525,000	Options exercisable at \$0.06 cents each expiring 19 August 2020
	940,000	Options exercisable at \$1.40 each expiring 30 April 2018
	3,401,578	Options exercisable at \$0.044 each expiring 1 October 2020
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	There is currently no dividend policy for the Company	

## 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	

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| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> |  |
| 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   |  |

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+ See chapter 19 for defined terms.

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	broker and accept for the balance?	<input type="text"/>
32	How do security holders dispose of their entitlements (except by sale through a broker)?	<input type="text"/>
33	+Issue date	<input type="text"/>

### 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)	<input checked="" type="checkbox"/> +Securities described in Part 1 <input type="checkbox"/>	
(b)	<input type="checkbox"/> All other +securities <small>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</small>	

#### 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	<input type="checkbox"/>	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 – To be advised when issued
36	<input type="checkbox"/>	If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories – To be advised when issued 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over
37	<input type="checkbox"/>	A copy of any trust deed for the additional +securities

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+ See chapter 19 for defined terms.



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**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)		

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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:   
Company secretary

Date: 17 November 2017

Print name: Sarah Smith

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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	79,650,166(post April 2017 consolidation)
<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> <p><i>Note:</i></p> <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>	12,800,000 shares issued 16 August 2017 (SPP) November 2016 – 6,750,000 (post April 2017 consolidation) November 2016 – 1,873,800 (post April 2017 consolidation) December 2016 – 22,000,000 (post April 2017 consolidation) 300,000,000 shares issued 21 July 2017 (approved by shareholders on 21 April 2017) 26,000,000 ordinary shares issued 21 July 2017 (approved by shareholders on 15 November 2017) 53,000,006 ordinary shares issued on 30 October 2017 (approved by shareholders on 15 November 2017) 11,111,111 ordinary shares issued on 30 October 2017 (approved by shareholders on 15 November 2017) 113,666,659 ordinary shares issued on 17 November 2017 (approved by shareholders on 15 November 2017)
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	
<b>“A”</b>	626,851,742

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	94,027,761
<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>	
<b>“C”</b>	Nil
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b> <i>Note: number must be same as shown in Step 2</i>	94,027,761
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total [“A” x 0.15] – “C”</b>	94,027,761 <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>	626,851,742
<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>	62,685,174
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<i>Insert</i> 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>	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>	
<p>"A" x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	62,685,174
<p><b>Subtract "E"</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	Nil
<p><b>Total</b> ["A" x 0.10] – "E"</p>	<p style="text-align: center;">62,685,174</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

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