

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement – Amendment of Appendix 3B lodged 8 June 2018

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	Mustang Resources Limited
ACN	090 074 785

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	(i) Fully paid ordinary Shares (ii) Fully paid ordinary Shares – release from escrow (iii) Unquoted Options
2	Number of securities issued or to be issued (if known) or maximum number which may be issued	(i) 14,789,894 (ii) 30,000,000 – release from escrow (iii) 6,000,000
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)	(i) The Shares are of the same class and rank equal to all other Shares on issue (ii) The Shares are of the same class and rank equal to all other Shares on issue – release from escrow (iii) Exercisable at \$0.0273 with expiry date 22 May 2021

4	Do the securities rank equally in all respects from the date of allotment 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	(i) Yes – the Shares issued will rank equally with the existing fully paid Shares on issue. (ii) Yes – the Shares issued will rank equally with the existing fully paid Shares on issue – release from escrow. (iii) No – upon the exercise of the Options, fully paid Ordinary Shares issued will rank equally with the existing fully paid Ordinary Shares on issue.
5	Issue price or consideration	Shares issued as follows; (i) 13,157,894 shares issued at \$0.019 each plus 1,632,000 shares issued at \$0.02 each (ii) Not applicable – released from escrow only (iii) Nil consideration
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	(i) 13,157,894 Shares issued to satisfy the Company's obligation to issue shares following the partial conversion of convertible notes. 1,632,000 shares issued as part of corporate advisory and capital raising services (ii) Not applicable – released from escrow only (iii) Issued as part of corporate advisory and capital raising services
6a	Is the entity an eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the securities the subject of this Appendix 3B</i>, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	24 November 2017
6c	Number of securities issued without security holder approval under rule 7.1	(i) 1,632,000 (ii) Nil (iii) 6,000,000
6d	Number of securities issued with security holder approval under rule 7.1A	(i) Nil (ii) Nil (iii) Nil

6e	Number of securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	(i) Nil (ii) Nil (iii) Nil
6f	Number of securities issued under an exception in rule 7.2	13,157,894
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> 129,999,700 Securities <u>ASX Listing Rule 7.1A</u> 93,574,870 Quoted Securities
7	Dates of entering securities into uncertificated holdings or despatch of certificates	8 June 2018

8	Number and class of all securities quoted on ASX (including the securities in section 2 if applicable)	Number	Class
		940,111,309	Fully paid ordinary shares
		61,938,095	Listed Options (MUSOA) exercisable at \$0.035 on or before 25 January 2020

9 Number and class of all securities not quoted on ASX (including the securities in section 2 if applicable)

Number	Class
8,000,000	Unlisted Options exercisable at \$0.15 on or before 14 June 2019
14,000,000	Unlisted Options exercisable at \$0.075 on or before 21 June 2019
7,500,000	Unlisted Options exercisable at \$0.06 on or before 4 August 2019
2,662,879	Unlisted Options exercisable at \$0.0273 on or before 23 January 2020
729,771	Unlisted Options exercisable at \$0.0273 on or before 25 January 2020
1,519,559	Unlisted Options exercisable at \$0.10 on or before 9 March 2020
3,000,000	Unlisted Options exercisable at \$0.15 on or before 31 March 2020
3,000,000	Unlisted Options exercisable at \$0.20 on or before 31 March 2020
2,181,818	Unlisted Options exercisable at \$0.0715 on or before 20 July 2020
13,333,333	Unlisted Options exercisable at \$0.117 on or before 20 July 2020
12,765,957	Unlisted Options exercisable at \$0.1222 on or before 20 July 2020
3,333,333	Unlisted Options exercisable at \$0.117 on or before 15 September 2020
1,800,000	Unlisted Options exercisable at \$0.13 on or before 16 October 2020
7,500,000	Unlisted Options exercisable at \$0.0307 on or before 15 January 2021
5,000,000	Unlisted Options exercisable at \$0.0356 on or before 13 March 2021
25,723,472	Unlisted Options exercisable at \$0.0323 on or before 13 March 2021
41,749,503	Unlisted Options exercisable at \$0.0262 on or before 29 May 2021
6,000,000	Unlisted Options exercisable at \$0.0273 on or before 22 May 2021
14,000,000	Class E Performance Rights expiring 31 December 2019 (vesting on proving a JORC compliant inferred graphite resource of a minimum of 50 million tonnes at >5% total graphite content on or before 31 December 2019 on any of the licences comprising the Balama Project at the date of issue of the Class E Performance Rights (5873L, 6527L, 6678L).
1,300,000	Convertible Notes with a face value of \$1.00 and a conversion price equal to the higher of: the lowest one (1) day Volume Weight Average Price (VWAP) as published by Bloomberg selected by Arena over the twenty (20) trading days prior to the conversion of the Convertible Notes and a floor price of \$0.018 and a maturity date of 10 July 2019.
2,100,000	Convertible Notes with a face value of \$1.00 and a conversion price equal to the lowest one (1) day Volume Weight Average Price (VWAP) as published by Bloomberg selected by Arena over the twenty (20) trading days prior to the conversion of the Convertible Notes and a maturity date of 29 October 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 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 – excluding options

(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)

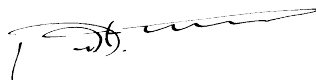
38	Number of ⁺ securities for which ⁺ quotation is sought	30,000,000						
39	⁺ Class of ⁺ securities for which quotation is sought	Fully paid ordinary Shares						
40	Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities? If the additional ⁺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	Yes – the Shares issued will rank equally with the existing fully paid Shares on issue.						
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)	Release from escrow 6 June 2018						
42	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>⁺Class</th> </tr> </thead> <tbody> <tr> <td>940,111,309</td> <td>Fully paid ordinary shares</td> </tr> <tr> <td>61,938,095</td> <td>Listed Options (MUSOA) exercisable at \$0.035 on or before 25 January 2020</td> </tr> </tbody> </table>	Number	⁺ Class	940,111,309	Fully paid ordinary shares	61,938,095	Listed Options (MUSOA) exercisable at \$0.035 on or before 25 January 2020
Number	⁺ Class							
940,111,309	Fully paid ordinary shares							
61,938,095	Listed Options (MUSOA) exercisable at \$0.035 on or before 25 January 2020							

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 June 2018

Print name: **Robert Marusco**
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	559,852,625	
Add the following: - 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		
Note: - 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		
	4,761,905	Fully paid ordinary shares (upon exercise of shareholder approved options) issued on 21/6/17
	1,003,905	Fully paid ordinary shares (as approved by shareholders on 1 Sept 2017) issued on 21/6/17
	3,896,103	Fully paid ordinary shares (as approved by shareholders on 22 May 2017) issued on 11/8/17
	1,800,000	Fully paid ordinary shares (as approved by shareholders on 24 Nov 2017 AGM) issued on 11/8/17
	2,310,516	Fully paid ordinary shares (upon exercise of shareholder approved options) issued on 8/9/17
	11,270,491	Fully paid ordinary shares (upon conversion of convertible notes approved by shareholders 1 Sept 2017) issued on 8/9/17
	29,688,524	Fully paid ordinary shares (upon conversion of convertible notes approved by shareholders 1 Sept 2017) issued on 15/9/17
	15,243,902	Fully paid ordinary shares (upon conversion of convertible notes approved by shareholders 1 Sept 2017) issued on 19/9/17
	8,237,232	Fully paid ordinary shares (upon conversion of convertible notes approved by shareholders 1 Sept 2017) issued on 27/9/17
	12,531,328	Fully paid ordinary shares (upon conversion of convertible notes approved by shareholders 1 Sept 2017) issued on 4/10/17
	99,330	Fully paid ordinary shares (upon exercise of shareholder approved options) issued on 4/10/17
	5,780,780	Fully paid ordinary shares (upon exercise of shareholder approved options) issued on 12/10/17
	33,834,586	Fully paid ordinary shares (upon conversion of convertible notes approved by shareholders 1 Sept 2017) issued on 16/10/17
	38,847,117	Fully paid ordinary shares (upon conversion of convertible notes approved by shareholders 1 Sept 2017) issued on 19/10/17
	69,300	Fully paid ordinary shares (upon exercise of shareholder approved options) issued on 19/10/17
	38,709,677	Fully paid ordinary shares (upon exercise of shareholder approved options) issued on 26/10/17
	2,500,000	Fully paid ordinary shares (as approved by shareholders on 24 Nov 2017 AGM to Long Term Incentive Plan) issued on 15/01/18
	996,064	Fully paid ordinary shares (as approved by shareholders on 2 Mar 2018 GM) issued on 15/01/18
	106,811,504	Fully paid ordinary shares (applications from non-renounceable rights issue) issued on 28/03/18
	21,739,131	Fully paid ordinary shares pursuant to non-renounceable rights issue shortfall) issued on 16/05/18
	4,672,897	Fully paid ordinary shares (upon conversion of convertible notes approved by shareholders 2 Mar 2018) issued on 16/05/18
	7,462,686	Fully paid ordinary shares (upon conversion of convertible notes approved by shareholders 2 Mar 2018) issued on 24/05/18
	10,471,204	Fully paid ordinary shares (upon conversion of convertible notes approved by shareholders 2 Mar 2018) issued on 31/05/18
	13,157,894	Fully paid ordinary shares (upon conversion of convertible notes approved by shareholders 2 Mar 2018) issued on 7/06/18

Subtract the number of fully paid ordinary securities cancelled during that 12 month period		Nil	
“A”		935,748,703	

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	140,362,305

Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: - Under an exception in rule 7.2 - Under rule 7.1A - With security holder approval under rule 7.1 or rule 7.4 <i>Note:</i> <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>	2,730,605 shares issued 16/05/2018 for professional services 1,632,000 shares issued 8/06/2018 for corporate advisory and capital raising services 6,000,000 option issued 8/06/2018 for corporate advisory and capital raising services
“C”	10,362,605

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>	140,362,305
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	10,362,605
Total [“A” x 0.15] – “C”	129,999,700 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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>	935,748,703
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	93,574,870
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 <i>Notes:</i> • 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>	93,574,870
Subtract “E”	-

<i>Note: number must be same as shown in Step 3</i>	
Total ["A" x 0.10] – "E"	93,574,870 <i>Note: this is the remaining placement capacity under rule 7.1A</i>