

ASX ANNOUNCEMENT / MEDIA RELEASE**ASX:ABU**

19 February 2015

**ABM RESOURCES NL ANNOUNCES A PLACEMENT AND NON-RENOUNCEABLE RIGHTS ISSUE -
CLEANSING NOTICE PURSUANT TO SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001**

This notice is given by ABM Resources NL (ASX: ABU) (**Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**), as notionally modified by ASIC Class Order [08/35] (**Class Order**).

On 19 February 2015, the Company announced that it would be offering eligible shareholders the opportunity to acquire additional fully paid ordinary shares in the capital of the Company (**Shares**) via a fully underwritten, pro rata non-renounceable rights issue (**Rights Issue**) on the basis of one (1) fully paid ordinary share in the capital of the Company (**New Shares**) for every eight (8) Shares held at 5.00pm (WST) on the record date of 26 February 2015 to raise approximately \$7.7 million (before costs). The Rights Issue will be fully underwritten.

New Shares under the Rights Issue will be offered at \$0.22 per Share. Based on the capital structure the maximum number of New Shares which may be issued under the Rights Issue is approximately 34,860,000 Shares.

Under the terms of the Rights Issue, eligible shareholders will also be given the opportunity to apply for Shares in excess of their entitlement through a top-up facility (**Top-Up Offer**). Shares will only be available under the Top-Up Offer in the event that shareholders do not take up their entitlements. Allocations under the Top-Up Offer will be determined by the Company in its sole discretion.

An offer document relating to the Rights Issue (**Offer Document**) will be mailed to eligible shareholders together with a personalised Entitlement and Acceptance Form which will be released on or about the date of this notice.

The Company hereby gives notice under section 708AA(2)(f) of the Corporations Act that:

- (a) the Company will offer the Shares under the Rights Issue for issue without disclosure to investors under Part 6D.2 of the Act, as notionally modified by the Class Order;
- (b) the Company is providing this notice under section 708AA(2)(f) of the Corporations Act, as notionally modified by the Class Order;
- (c) at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Corporations Act as they apply to the Company;
- (d) at the date of this notice, the Company has complied with section 674 of the Corporations Act;

- (e) at the date of this notice, there is no information that is "excluded information" within the meaning of section 708AA(8) and section 708AA(9) of the Corporations Act; and
- (f) the potential effect that the issue of the Shares under the Rights Issue will have on the control of the Company is as follows:
 - (i) if all eligible shareholders take up their entitlements under the Rights Issue, the issue of Shares under the Rights Issue will have no effect on the control of the Company and all shareholders will hold the same percentage interest in the Company, subject only to changes resulting from ineligible shareholders being unable to participate in the Rights Issue;
 - (ii) in the more likely event that there is a shortfall, eligible shareholders who do not subscribe for their full entitlement of Shares under the Rights Issue and ineligible shareholders unable to participate in the Rights Issue will be diluted relative to those shareholders who subscribe for some or all of their entitlement by an amount of approximately 11%;
 - (iii) in respect of any shortfall, eligible shareholders will be entitled to participate in the Top-Up Offer. However, the Company will only issue such Shares pursuant to an application received where the Directors are satisfied, in their discretion, that the issue of the Shares will not increase the applicant's voting power above 19.9%; and
 - (iv) the shortfall not allocated under the Top-Up Offer (if applicable) will be placed to the Underwriter pursuant to the Underwriting Agreement. The Underwriters in conjunction with the Company will ensure that no person will be issued, through participation in the Shortfall Offer, Shares if such issue will result in their voting power in the Company exceeding 19.9%. Having regard to the number of Shares to be issued under the Rights Issue, even if a substantial shortfall eventuated, a participant in the Shortfall Offer would not be in a position to exercise any substantive control in the Company.

Signed on behalf of the Company:



Jutta Zimmermann

Company Secretary