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11 May 2015

**Market Announcements Office  
Australian Securities Exchange**

*By e-lodgement*

**SOUTHERN CROWN RESOURCES LIMITED – PRO-RATA NON-RENOUNCEABLE RIGHTS ISSUE  
AND CLEANSING NOTICE PURSUANT TO SECTION 708AA(2)(f) OF THE CORPORATIONS ACT  
2001**

The Directors of Southern Crown Resources Limited (**Company**) are pleased to announce a non-renounceable rights issue of shares to raise approximately \$322,500 before costs (**Rights Issue**).

The Rights Issue offers, to eligible shareholders, one (1) fully paid ordinary share (**Share**) in the Company for every four (4) Shares held on the Record Date, at an issue price of \$0.03 per Share.

The issue price under the Offer is the same as the recently announced placement by the Company of approximately 10.75 million Shares to raise approximately \$322,500 (**Placement**).

The Rights Issue will enable Shareholders to increase their holding of Shares and presents a good opportunity for Shareholders to participate in the future development of the Company.

The Directors have determined that the Record Date for the offer of Shares under the Rights Issue is 5:00 pm (WST) on 15 May 2015. Accordingly, those persons who are registered as a Shareholder on the Record Date and are otherwise considered to be an Eligible Shareholder will be eligible to participate in the offer pursuant to the Rights Issue (**Offer**). Shareholders whose address is outside Australia or New Zealand will not be eligible to participate in the Rights Issue.

An offer document will be dispatched to shareholders including a personalised Entitlement and Acceptance Form which will entitle eligible shareholders to take up their respective entitlements on 20 May 2015 (**Offer Document**).

The Company currently intends to apply the funds raised under the Offer predominantly to assist with the coverage of costs associated with the acquisition of ROMIO (announced on 29 April 2015) (**Transaction**), including costs associated with conducting

due diligence investigations appropriate for the Transaction in both Australia and the United States and to supplement the Company's working capital so that the costs of undertaking the Transaction do not have a negative impact on the Company's working capital. Funds raised from the Offer will also be used to meet the expenses of the Offer, estimated to be approximately \$45,000.

The above statement is a statement of current intentions as at the date of the Offer Document. As with any budget, intervening events and new circumstances have the potential to affect the ultimate way funds will be applied. The Board reserves the right to alter the way funds are applied on this basis.

### Key dates for the Offer

Event	Date
Announcement of Offer	29 April 2015
Release of Offer Document, Cleansing Notice and Appendix 3B lodged with ASX (before market opens) Notice sent to Optionholders	11 May 2015
Notice sent to Shareholders	12 May 2015
Ex date (date from which securities commence trading without the Entitlement to participate in the Offer)	13 May 2015
Record Date (date for determining Entitlements of Eligible Shareholder to participate in the Offer)	15 May 2015
Offer Opening Date, Offer Document and personalised Entitlement and Acceptance Forms sent to Shareholders	20 May 2015
Closing Date (Offer closes)	5.00pm (Perth time) 29 May 2015
Notification to ASX of Shortfall	3 June 2015
Issue date/New Shares entered into Shareholders' holdings	5 June 2015

\* Subject to the ASX Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the New Shares.

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 17%; and
  - (iii) in respect of any shortfall, eligible shareholders will be entitled to participate in the Shortfall 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%.

If you have any queries concerning the Offer, or the action you are required to take to subscribe for new shares, please contact your financial adviser or the Company on +61 3 9813 3882.

Signed on behalf of the Company

A handwritten signature in black ink, appearing to be 'Rhod Grivas', with a stylized, cursive script.

**Rhod Grivas**  
**Chairman**