

Appendix 3B

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

ABN

34 090 074 785

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).

- | | |
|---|--|
| <p>1 +Class of +securities issued or to be issued</p> | <p>A>. Fully Paid Ordinary Shares</p> <p>B>. Unlisted Restricted Fully Paid Ordinary Shares – Escrowed to 22 May 2016</p> <p>C>. Unlisted Restricted Fully Paid Ordinary Shares – Escrowed for 24 months from the date of reinstatement to the official list.</p> <p>D>. Unlisted Restricted Options – Escrowed to 22 May 2016</p> <p>E>. Unlisted Restricted Options – Escrowed for 24 months from the date of reinstatement to the official list.</p> <p>F>. Unlisted Restricted Options – Escrowed for 24 months from the date of reinstatement to the official list.</p> <p>G>. Unlisted Performance Rights – Escrowed to 22 May 2016</p> <p>H>. Unlisted Performance Rights – Escrowed for 24 months from the date of reinstatement to the official list.</p> |
| <p>2 Number of +securities issued or to be issued (if known) or maximum number which may be issued</p> | <p>A>. 20,495,607</p> <p>B>. 27,380,060</p> <p>C>. 5,650,000</p> <p>D>. 2,238,806</p> <p>E>. 500,000</p> <p>F>. 1,500,000</p> <p>G>. 28,136,418</p> <p>H>. 20,580,000</p> |

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- 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)
- A>. Fully Paid Ordinary Shares
 B>. Fully Paid Ordinary Shares escrowed to 22 May 2016
 C>. Fully Paid Ordinary Shares escrowed for 24 months from the date of reinstatement to the official list.
 D>. Unlisted Options escrowed to 22 May 2016 with an exercise price of \$0.21 and an expiry date of 22 May 2017.
 E>. Unlisted Options escrowed for 24 months from the date of reinstatement to the official list with an exercise price of \$0.20 and an expiry date of 31 October 2016.
 F>. Unlisted Option escrowed for 24 months from the date of reinstatement to the official list with an exercise price of \$0.20 and an expiry date of 1 December 2016
 G>. Unlisted Performance Rights escrowed to 22 May 2016
 H>. Unlisted Performance Rights escrowed for 24 months from date of reinstatement to the official list

Terms of Performance Rights

Class A Performance Rights vest on 1 July 2016 if the Bulk Sampling Program has been completed and generated gross proceeds of at least US\$5,000,000 from the direct mining of 4969L during the period 1 January 2015 to 30 June 2016.

Class B Performance Rights vest following a successful US\$10,000,000 facility being provided to Save River Diamonds Pty Ltd on or before 30 June 2018.

Class C Performance Rights vest on 1 July 2016 if the Bulk Sampling Program has been completed and generated gross proceeds of at least US\$2,500,000 from the direct mining of 4525L during the period to 30 June 2016.

Class D Performance Rights vest following a successful US\$2,500,000 facility being provided for the mining of 4525L and 4969L on or before 30 June 2018.

Class E Performance Rights vest upon proving of a JORC Compliant Inferred Graphite Resources of a minimum of 50 million tonnes at >5% Total Graphite Content (TGC) on or

⁺ See chapter 19 for defined terms.

Before 31 December 2019, on any licences acquired under the Balama Agreement.

Class F Performance Rights vest upon proving a JORC Compliant Inferred and Indicated Graphite Resource of a minimum of 100 million tonnes at >5% TGC on or before 31 December 2019 on any licences acquired under the Balama Agreement.

Class G Performance Rights vest upon proving a JORC Compliant Inferred and Indicated Graphite Resource of a minimum 500 million tonnes at >5% TGC on or before 31 December 2019, on any licences acquired under the Balama Agreement.

<p>4 Do the ⁺securities rank equally in all respects from the date of allotment 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>A>. Yes B>. No C>. No D>. to H>. are unquoted securities</p> <p>B>. 22 May 2016 C>. 24 months from the date of reinstatement to the official list.</p> <p>B>. & C> rank equally with existing holders in regard to dividends N/A</p>
<p>5 Issue price or consideration</p>	<p>A>. B> C>.\$0.20 D>. E>. F>. G>. H> \$Nil</p>

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6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>A>. 17,500,000 Pursuant to Prospectus dated 2 April 2015 2,245,607 on conversion of 3,500,000 Series 1 Convertible Notes, 4,120,000 Series 2 Convertible Notes and 1,000,000 Series 3 Convertible Notes including accrued interest from 1 January 2015 to 21 May 2015. All notes converted at \$0.20 per share. 750,000 in settlement of loans to Save River Diamonds Pty Ltd.</p> <p>B>. to H>. In consideration for the purchase of 78% of Save River Diamonds Pty Ltd, 74% of Sese Diamonds Pty Ltd and 100% of Balama Resources Pty Ltd.</p>
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the ⁺ securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	28 November 2014
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)	<p>A>. 20,495,607 B>. 27,380,060 C>. 5,650,000 D>. 2,238,806 E>. 500,000 F>. 1,500,000 G>. 28,136,418 H>. 20,580,000</p> <p>Approved at EGM 23 January 2015 plus additional ASX Waiver dated 4 May 2015.</p>
6f	Number of securities issued under an exception in rule 7.2	Nil

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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	13,534,700
		7.1A	9,023,134
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	22 May 2015	
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in section 2 if applicable)	Number	⁺ Class
		57,201,276	Ordinary Fully Paid Shares

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9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the securities in section 2 if applicable)	27,380,060	Unlisted Restricted Fully Paid Ordinary Shares – Escrowed to 22 May 2016
		5,650,000	Unlisted Restricted Fully Paid Ordinary Shares – Escrowed until 24 months from the date of reinstatement to the official list.
		149,253	Unlisted Options Exercise Price: \$0.2412 Expiry Date: 10 November 2017
		2,238,806	Unlisted Restricted Options – Escrowed to 22 May 2016 Exercise Price: \$0.21 Expiry Date: 22 May 2017
		500,000	Unlisted Restricted Options – Escrowed to 24 months from the date of reinstatement to the official list Exercise Price: \$0.20 Expiry Date: 31 October 2016
		1,500,000	Unlisted Restricted Options – Escrowed to 24 months from date of reinstatement to the official list Exercise Price: \$0.20 Expiry Date: 1 December 2016
		2,238,806	Unlisted Class A Performance Rights Escrowed to 22 May 2016
		1,119,403	Unlisted Class B Performance Rights Escrowed to 22 May 2016
		2,238,806	Unlisted Class C Performance Rights Escrowed to 22 May 2016
		1,119,403	Unlisted Class D Performance Rights Escrowed to 22 May 2016
		7,140,000	Unlisted Class E Performance Rights Escrowed to 22 May 2016
		6,860,000	Unlisted Class E Performance Rights Escrowed for 24 months from the date of reinstatement to official quotation.
		7,140,000	Unlisted Class F Performance Rights Escrowed to 22 May 2016
		6,860,000	Unlisted Class F Performance Rights Escrowed for 24 months from the date of reinstatement to official quotation
		7,140,000	Unlisted Class G Performance Rights Escrowed to 22 May 2016
		6,860,000	Unlisted Class G Performance Rights Escrowed for 24 months from the date of reinstatement to official quotation.

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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A

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23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	N/A
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	N/A

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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

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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	<p>Do the +securities rank equally in all respects from the date of allotment 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					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"><thead><tr><th style="text-align: left; padding: 5px;">Number</th><th style="text-align: left; padding: 5px;">+Class</th></tr></thead><tbody><tr><td style="height: 60px;"></td><td style="height: 60px;"></td></tr></tbody></table>	Number	+Class		
Number	+Class					

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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: 22 May 2015
(Company Secretary)

Print name: Chris Ritchie

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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	3,580,946
Add 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 <p><i>Note:</i></p> <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> 	86,650,390
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	
“A”	90,231,336

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	13,534,700
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> 	
“C”	Nil
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>	13,534,700
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	Nil
Total [“A” x 0.15] – “C”	13,534,700 <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>	90,231,336
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	9,023,134
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 	
“E”	Nil

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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>	9,023,134
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	9,023,134 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.