

ASX Release

22 June 2015

DIRECTORS

Mr Stephen Copulos
Non-executive Chairman

Mr Will Dix
Managing Director
Ph: +61 438651920

Mr Andrew Richards
Executive Director

Mr Luis Rogelio Martinez Valles
Non-Executive Director

COMPANY SECRETARY

Mr Chris Watts

**PRINCIPAL PLACE OF BUSINESS AND
REGISTERED OFFICE**

Suite 5 / 2 Centro Avenue
SUBIACO, WA 6008

CONTACT DETAILS

Website: www.nru.com.au
Email: info@nru.com.au

Ph: + 61 (8) 9382 3100
Fax: + 61 (8) 9382 3866

Postal: P.O. Box 668
SUBIACO WA 6904

Section 708 Notice**NEWERA RESOURCES LIMITED (ASX: NRU) - SECONDARY TRADING
NOTICE PURSUANT TO SECTION 708A(5)(e) OF THE
CORPORATIONS ACT 2001**

The Company gives this notice pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) ("**Act**").

The Company has issued shares and unlisted options (Post Consolidation) in the capital of the Company as per the Appendix 3B lodged with the ASX today.

The Company advises that the shares and unlisted options were issued without disclosure to investors under Part 6D.2 of the Act. The Company, as at the date of this notice, has complied with:

- (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
- (b) section 674 of the Act.

As at the date of this notice there is no information that is excluded information for the purposes of sections 708A(7) and (8) of the Act.

For further information;

Chris Watts
Company Secretary

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

Newera Resources Limited

ABN

27 118 554 359

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).

I [†]Class of [†]securities issued or to
be issued

- (a) Fully Paid Ordinary Shares
- (b) Unlisted options
- (c) Fully Paid Ordinary Shares
- (d) Fully Paid Ordinary Shares
- (e) Unlisted options
- (f) Fully Paid Ordinary Shares
- (g) Fully Paid Ordinary Shares

2	Number of ⁺ securities issued or to be issued (if known) or maximum number which may be issued	<p>(a) 66,250,000 (Post Consolidation) Fully Paid Ordinary Shares</p> <p>(b) 250,000 (Post Consolidation) Unlisted Options (\$0.064, 6 March 2018)</p> <p>(c) 10,320,000 (Post Consolidation) Fully Paid Ordinary Shares</p> <p>(d) 1,250,000 (Post Consolidation) Fully Paid Ordinary Shares</p> <p>(e) 5,000,000 (Post Consolidation) Unlisted Options (\$0.064, 6 March 2018)</p> <p>(f) 1,625,000 (Post Consolidation) Fully Paid Ordinary Shares</p> <p>(g) 59,430,000 (Post Consolidation) Fully Paid Ordinary Shares</p>
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)	<p>(a) Fully Paid Ordinary Shares</p> <p>(b) Unlisted options exercisable at \$0.064 each on or before 6 March 2018</p> <p>(c) Fully Paid Ordinary Shares</p> <p>(d) Fully Paid Ordinary Shares</p> <p>(e) Unlisted options exercisable at \$0.064 each on or before 6 March 2018</p> <p>(f) Fully Paid Ordinary Shares</p> <p>(g) Fully Paid Ordinary Shares</p>
4	<p>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"> • 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) Shares – Yes</p> <p>(b) Yes – Unlisted options. Shares issued on exercise of options will rank equally with existing fully paid ordinary shares on issue.</p> <p>(c) Shares – Yes</p> <p>(d) Shares – Yes</p> <p>(e) Yes – Unlisted options. Shares issued on exercise of options will rank equally with existing fully paid ordinary shares on issue.</p> <p>(f) Fully Paid Ordinary Shares</p> <p>(g) Fully Paid Ordinary Shares</p>

⁺ See chapter 19 for defined terms.

<p>5 Issue price or consideration</p>	<p>(a) \$0.04 per Share (Post Consolidation)</p> <p>(b) Placement fee for issue to sophisticated investors</p> <p>(c) \$0.04 per Share (Post Consolidation)</p> <p>(d) \$0.04 per Share (Post Consolidation)</p> <p>(e) Consulting fee on the provision of a \$1.25m convertible loan facility</p> <p>(f) \$0.04 per Share (Post Consolidation)</p> <p>(g) \$0.04 per Share (Post Consolidation)</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) Provide the Company with working capital and funds for the initial work program at the Plomosas Project, located in Chihuahua, Mexico.</p> <p>(b) Placement fee for issue to sophisticated investors</p> <p>(c) Conversion of convertible loans (as per GM 5 June 2015)</p> <p>(d) Consulting fee on the provision of a \$1.25m convertible loan facility</p> <p>(e) Consulting fee on the provision of a \$1.25m convertible loan facility</p> <p>(f) Issue of shares in lieu of salary to Directors (as per GM 5 June 2015)</p> <p>(g) Issue of shares to Mexican and Arena Vendors as part consideration to acquire 51% of the issued capital of Minera Latin American Zinc S.A.P.I. de C.V.</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>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>28 November 2014</p>

6c	Number of +securities issued without security holder approval under rule 7.1	(b) 250,000 (Post Consolidation) Unlisted Options (\$0.064, 6 March 2018) (GM 5 June 2015)
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)	(a) 66,250,000 (Post Consolidation) Fully Paid Ordinary Shares (GM 5 June 2015) (b) Nil (refer 6c) (c) 10,320,000 (Post Consolidation) Fully Paid Ordinary Shares (GM 5 June 2015) (d) 1,250,000 (Post Consolidation) Fully Paid Ordinary Shares (GM 5 June 2015) (e) 5,000,000 (Post Consolidation) Unlisted Options (\$0.064, 6 March 2018) (GM 5 June 2015) (f) 1,625,000 (Post Consolidation) Fully Paid Ordinary Shares (GM 5 June 2015) (g) 59,430,000 (Post Consolidation) Fully Paid Ordinary Shares (GM 5 June 2015)
6f	Number of +securities issued under an exception in rule 7.2	Nil
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

+ See chapter 19 for defined terms.

6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure I and release to ASX Market Announcements	7.1 capacity – 31,240,269 7.1A capacity – 14,897,682
----	--	---

7	+Issue dates 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. Cross reference: item 33 of Appendix 3B.	(a) 22 June 2015 (b) 22 June 2015 (c) 22 June 2015 (d) 22 June 2015 (e) 22 June 2015 (f) 22 June 2015 (g) 23 June 2015
---	---	--

	Number	+Class
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	216,030,958 Fully Paid Ordinary Shares 23,350,142 Listed Options (\$0.10, 31 July 2016)

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	600,000 Options (\$1.00, 31 December 2015) 500,000 Options (\$0.20, 6 March 2017) 22,437,500 Options (\$0.064, 6 March 2018)

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change
----	--	-----------

Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable
----	---------------------------------------	----------------

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

⁺ See chapter 19 for defined terms.

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 broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	[†] Issue date	

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 I

(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

- I - 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

⁺ See chapter 19 for defined terms.

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)

--

42 Number and ⁺class of all ⁺securities quoted on ASX (including the ⁺securities in clause 38)

Number	⁺ Class

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: 22 June 2015

Print name: Chris Watts.....
== == == == ==

+ 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

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 the +issue date or date of agreement to issue		261,411,682
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 Note: <ul style="list-style-type: none"> 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 	16 June 2014	62,500,000
	18 June 2014	34,375,000
	26 June 2014	76,875,000
	24 July 2014	50,000,000
	25 July 2014	170,000,000
	5 September 2014	524,129,346
	5 December 2014	39,875,000
	28 January 2015	28,083,398
	24 February 2015	148,947,336
	10 April 2015	25,000,000
	15 June 2015 Consol	(1,350,136,634)
	22 June 2015	66,250,000
	22 June 2015	10,320,000
	22 June 2015	1,250,000
	22 June 2015	1,625,000
	23 June 2015	59,430,000
“A”		209,935,128

+ 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	31,490,269
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: <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 Note: <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> 	22 June 2015 250,000 Unlisted options
“C”	250,000
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>	31,490,269
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	250,000
Total [“A” x 0.15] – “C”	31,240,269 <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>	209,935,128
Step 2: Calculate 10% of “A”	
“D” <i>Note: this value cannot be changed</i>	0.10
Multiply “A” by 0.10	20,993,512
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 	<div>28 January 2015 121,916,602</div> <div>15 June 2015 Consol (115,820,772)</div>
“E”	6,095,830

+ See chapter 19 for defined terms.

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>	20,993,512
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	6,095,830
Total [“A” x 0.10] – “E”	14,897,682 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.