31 July 2015

Market Announcements Platform
Australian Stock Exchange Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

NOTICE UNDER SECTION 708A(5)(e) AND 708A(12D) OF THE CORPORATIONS ACT 2001 (CTH) (Act)

The Company gives this notice pursuant to Section 708A(5)(e) of the Act and Section 708A(12D) of the Act (as notionally inserted by ASIC Class Order 10/322) in relation to the issue of Shares and Convertible Notes as set out in the attached Appendix 3B.

The Company issued the Shares and Convertible Notes 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 to be disclosed that is excluded information under section 708A(7) of the Act, that is reasonable for investors and their professional advisers to expect to find in a disclosure document other than as set out in this notice.

Carol New
Company Secretary
Hazelwood Resources Limited

`Rule 2.7, 3.10.3, 3.10.4, 3.10.5`

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

Name of entity

Hazelwood Resources Ltd (**Company**)

ABN

88 118 738 999

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	(a) Fully Paid Ordinary Shares (**Shares**) (b) Options to acquire Shares (**Options**) (c) Convertible Notes (**Notes**)
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	(a) 4,310,800 Shares (b) 474,310,800 Options (c) 39 Notes
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) Shares: fully paid ordinary shares (b) Options: • 384,310,800 options exercisable at $0.015 on or before 9 March 2017 • 15,000,000 options exercisable at $0.0116 on or before 31 July 2018 • 75,000,000 options exercisable at $0.015 on or before 31 July 2019 (c) Notes: • 37 Notes with a Face Value of $50,000 convertible at $0.005 per share on or before 1 July 2018 and coupon rate of 12% per annum • 2 Notes with a Face Value of $25,000 convertible at $0.005 per shares on or before 1 July 2018 and coupon rate of 12% per annum

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	Shares rank equally in all respects from the date of issue with the existing class of fully paid ordinary shares. The Options do not rank equally with an existing class of security. The Options do not carry any entitlement to participate in any dividends. All Shares issued upon their exercise will rank equally with all other fully paid ordinary shares on issue. There are no participating rights or entitlements inherent in the Options. The Notes do not rank equally with an existing class of security. The Notes do not carry any entitlement to participate in any dividends. All Shares issued upon their exercise will rank equally with all other fully paid ordinary shares on issue.
5	Issue price or consideration	(a) 4,310,800 Shares issued at $0.015 per Share. (b) 4,310,800 Options issued as attaching Options to the Shares; 380,000,000 Options issued as attaching Options to the Notes; 15,000,000 Options issued pursuant to Deed of Termination and Release for no monetary consideration; 75,000,000 Options issued as remuneration for no monetary consideration (c) 37 Notes at Face Value of $50,000 2 Notes at Face Value of $25,000

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	(a) 4,310,800 Shares issued at $0.015 per Share as a capital raising fee. (b) 4,310,800 Options issued as attaching Options to the Shares; 380,000,000 Options issued as attaching Options to the Notes; 15,000,000 Options issued under a Deed of Termination and Release; 75,000,000 Options issued as remuneration to Executive Chairman. (c) 33 Notes at Face Value of $50,000 issued to lenders; 2 Notes at Face Value of $50,000 issued in lieu of fees to lead managers to Notes issue; 2 Notes at Face Value $50,000 issued in lieu of fees owed to directors; 1 Note at Face Value of $25,000 issued in lieu of fees owed to director; 1 Note at Face Value of $25,000 issued in lieu of legal fees.
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	26 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

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	All securities issued with security holder approval at meeting on 31 July 2015. 4,310,800 Shares and 4,310,800 Options pursuant to Resolution 4; 37 Notes and 380,000,000 Options pursuant to Resolutions 6 to 9 and 13; 15,000,000 Options pursuant to Resolution 12; and 75,000,000 Options pursuant to Resolution 14.
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.	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	Remaining 7.1 capacity – 192,994,392 Remaining 7.1A capacity – 128,662,328
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	31 July 2015

8	Number and +class of all +securities quoted on ASX (*including* the securities in section 2 if applicable)	Number	+Class
		1,301,129,283	Ordinary Shares

+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the securities in section 2 if applicable)	5,000,000	Options exercisable at $0.25 on or before 06/08/2015
		15,000,000	Options exercisable at $0.05 on or before 30/11/2015
		139,571,432	Options exercisable at $0.055 on or before 27/11/2016
		463,157,467	Options exercisable at $0.015 on or before 9/03/2017
		15,000,000	Options exercisable at $0.0116 on or before 31/07/2018
		75,000,000	Options exercisable at $0.015 on or before 31/07/2019
		37	Notes with a Face Value of $50,000 convertible at $0.005 per share on or before 01/07/2018
		2	Notes with a Face Value of $25,000 convertible at $0.005 per share on or before 01/07/2018

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

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue N/A

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 Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A

19	Closing date for receipt of acceptances or renunciations	N/A

+ See chapter 19 for defined terms.

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
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 *in full* through a broker?	N/A
31	How do ⁺security holders sell *part* 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

+ See chapter 19 for defined terms.

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

            Shares only

(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

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of securities for which ⁺quotation is sought	

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 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

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 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: 31 July 2015
                 (Director/Company secretary)

Print name: Carol New

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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

N/A

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	1,215,098,800
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*	71,530,483
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
"A"	1,286,629,283

Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	192,994,392

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 *not counting* 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 *Note:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *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*	Nil
"C"	Nil

Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	192,994,392
Subtract "C" *Note: number must be same as shown in Step 3*	Nil
Total ["A" x 0.15] – "C"	**192,994,392** *[Note: this is the remaining placement capacity under rule 7.1]*

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" *Note: number must be same as shown in Step 1 of Part 1*	1,286,629,283
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	128,662,928
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:* • *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*	Nil
"E"	Nil

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 *Note: number must be same as shown in Step 2*	128,662,928
Subtract "E" *Note: number must be same as shown in Step 3*	0
Total ["A" x 0.10] – "E"	**128,662,928** *Note: this is the remaining placement capacity under rule 7.1A*