



3 July 2015

ASX: FOY

**ISSUE OF SHARES TO CAPITAL PROMISSORY NOTE HOLDERS.**

The Directors of Foyson Resources Limited ("**Foyson**" or the "**Company**") are pleased to announce that 199,817,582 ordinary shares and 199,817,582 unlisted options have been issued to Capital Promissory Note ("**CPN**") holders, reducing the number of CPNs on issue from 1,000,000 to 420,529.

The Notes converted ("**Converted Notes**") were debt securities with a face value of \$1.00 each, which contained conversion rights, and the terms were approved by Shareholders at the Extraordinary General Meeting ("**EGM**") held on 31 March 2015.

Subsequent to the approval received at the EGM, the Converted Notes became equity securities which converted into fully paid ordinary shares in the Company under the terms of their issue at a conversion price of \$0.0029 per share plus one attaching option per share. The options are exercisable prior to 31 December 2019 and have an exercise price of \$0.008, and are exercisable on the terms set out in the Explanatory Statement accompanying the Notice of Meeting that convened the EGM.

Approval by Shareholders for the conversion of the balance of the CPN's will be sought at the EGM scheduled for 30 July 2015 as a result of parties related to Directors of the Company participating in the offer. TVI Pacific Inc. ("**TVI**"), a substantial shareholder in Foyson, was issued shares and options upon conversion of Notes under the issue, to the extent possible under its creep capacity under section 611, item 9 of the Corporations Act.

ASX has advised the Company that all securities issued on conversion of CPN's are likely to be restricted securities as that term is defined in the ASX Listing Rules ("**Restricted Securities**") and are likely to be subject to escrow for a period yet to be determined. The escrow period will be considered as part of the Company's re-admission to the ASX following completion of the IGE Transaction and re-compliance with Chapters 1 and 2 of the ASX Listing Rules and as such the securities will not be quoted prior to that time.

A holding lock has been placed on the shares and options issued on conversion of the CPN's until the re-admission is completed and any escrow periods are determined.

A Cleansing Notice and Appendix 3B are attached. The total number of Ordinary Shares quoted on the ASX after this issue will be 1,136,013,599. The total number of Ordinary Shares under holding lock and not quoted on the ASX after this issue will be 199,817,582.

**FOR FURTHER INFORMATION CONTACT:**

**Mike Palmer, Managing Director**

**+61(0)418 950 694**



## **SECTION 708A CLEANSING NOTICE**

Foyson Resources Limited hereby confirms that 199,817,582 ordinary shares and 199,817,582 unlisted options were issued on 30 June 2015. The Company hereby gives notice pursuant to the provisions of section 708A of the Corporations Act 2001(Cth) (the Act) that:

- a. the abovementioned securities are being issued without disclosure to investors under Part 6D.2 of the Act;
- b. this notice is being given under section 708A(5)(e) of the Corporations Act;
- c. as at the date of this notice, the Company has complied with:
  - i. the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
  - ii. section 674 of the Corporations Act; and
- d. as at the date of this notice, it is not aware of any "excluded information" within the meaning of sections 708A(7) and 708A(8) of the Act which is required to be disclosed by the Company under section 708A(6)(e) of the Act.

The total number of Ordinary Shares quoted on the ASX after this issue will be 1,136,013,599. The total number of Ordinary Shares under holding lock and not quoted on the ASX after this issue will be 199,817,582.

## 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

Foyson Resources Limited

ABN

23 003 669 163

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  | Ordinary Shares and Unlisted Options  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 199,817,582 Ordinary Shares<br>199,817,582 Unlisted Options   |
| 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) | Conversion of Capital Promissory Notes approved by shareholders of the Company at an extraordinary general meeting held on 31 March 2015.<br><br>Shareholders approved the conversion price of \$0.0029 per share plus one attaching option per share. The options will be exercisable prior to 31 December 2019 and have an exercise price of \$0.008. |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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4	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: <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>	Yes
5	Issue price or consideration	\$579,471
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Working Capital
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	No
6b	The date the security holder resolution under rule 7.1A was passed	
6c	Number of +securities issued without security holder approval under rule 7.1	

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+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A					
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)					
6f	Number of +securities issued under an exception in rule 7.2					
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.					
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					
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	<p>+Issue dates</p> <p><small>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.</small></p> <p><small>Cross reference: item 33 of Appendix 3B.</small></p>	30 June 2015				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1,136,013,599</td> <td>Ordinary fully paid shares.</td> </tr> </tbody> </table>	Number	+Class	1,136,013,599	Ordinary fully paid shares.
Number	+Class					
1,136,013,599	Ordinary fully paid shares.					

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>199,817,582</td><td>Ordinary Shares subject to holding lock</td></tr><tr><td>314,156,922</td><td>Unlisted Options</td></tr><tr><td>33,333,333</td><td>Unlisted Converting Redeemable Preference Shares</td></tr><tr><td>420,529</td><td>Capital Promissory Notes</td></tr></table>	Number	+Class	199,817,582	Ordinary Shares subject to holding lock	314,156,922	Unlisted Options	33,333,333	Unlisted Converting Redeemable Preference Shares	420,529	Capital Promissory Notes
Number	+Class											
199,817,582	Ordinary Shares subject to holding lock											
314,156,922	Unlisted Options											
33,333,333	Unlisted Converting Redeemable Preference Shares											
420,529	Capital Promissory Notes											
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not have a dividend policy.										

**Part 2 - 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

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has security holders who will not be sent new offer 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
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 offer documents 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

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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	<sup>+</sup> Issue date	N/A

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a) ☐ <sup>+</sup>Securities described in Part 1

(b) ☐ All other <sup>+</sup>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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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

<sup>+</sup> See chapter 19 for defined terms.



100,001 and over

37 ☐ A copy of any trust deed for the additional <sup>+</sup>securities

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<sup>+</sup> 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	<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"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>					
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 (including the +securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	+Class		
Number	+Class					


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+ See chapter 19 for defined terms.

### 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: 30 June 2015

Print name: ALICESON ROURKE  
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+ See chapter 19 for defined terms.