

ASX CODE: ESR

For further information please contact:

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ASX ANNOUNCEMENT

6 July 2015

Issue/Quotation of Rights Issue Shortfall Shares and Conversion of Share Rights

Estrella has now issued and allotted:

1. 30,857,000 new shares comprising the balance of the shortfall under its recent 3:5, \$0.005 renounceable rights issue (the Shortfall Shares).
2. 1,333,334 new shares as a result of the conversion of Share Rights that were approved at the Company's Shareholders Meeting held on 23 March 2015 and converted to fully paid ordinary shares on 1 July 2015 in accordance with their terms (the Conversion Shares).

The Company seeks quotation of the Shortfall Shares and the Conversion Shares effective today and, subject thereto, now has 217,999,713 quoted ordinary shares on issue.

A final Appendix 3B pertaining to the issue of the Shortfall Shares and the Conversion Shares is attached.

Also attached is a Top 20 Shareholder List and Shareholder Distribution subsequent to the new share issues referred to above.

Yours Sincerely



Heath Roberts
Company Secretary

About Estrella Resources

Estrella Resources Limited is an ASX listed, Chilean focused copper-gold exploration company. Estrella has a number of exploration prospects in Chile. With a highly experienced board, a strong operational and management team and a sole focus on Chilean copper and gold projects, the Company is well positioned to develop its projects and add value for shareholders.

Directors and Management

Managing Director -
Dr Jason Berton

Independent Non-
Executive Director:
-Mr Guy Robertson

Non-Executive Director
- Mr Ray Shorrocks

Company Secretary
-Mr Heath Roberts

ESTRELLA RESOURCES
LIMITED
ACN 151 155 207

ASX CODE: ESR

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

Estrella Resources Limited

ABN

39 151 155 207

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 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 30,857,000 (Shortfall Shares)
1,333,334 (Conversion Shares) |
| 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) | fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	<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 	yes
5	Issue price or consideration	<p>Shortfall Shares: \$0.005 per share</p> <p>Conversion Shares: \$0.0375 per share</p>
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Shortfall Shares: to raise capital per Prospectus.</p> <p>Conversion Shares: Conversion of share rights issued to Directors in lieu of cash salary. Refer Notice of Meeting dated and released to ASX on 17 February 2015</p>
6a	<p>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>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	13 November 2014
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	NA
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	NA

⁺ 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)	NA	
6f	Number of securities issued under an exception in rule 7.2	NA	
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	NA	
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	Capacity under rule 7.1 – 12,114,957 shares Capacity under rule 7.1A – 20,000,971 shares See Appendix 1	
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.	1 July 2015	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number 217,999,713	+Class Ordinary shares

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	17,151,427	Unlisted options with various exercise prices, vesting dates, vesting criteria and expiry dates (nil subject to escrow)
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Shares issued rank pari passu with all other Shares with respect to dividend policy.	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	Refer previous Appendix 3B
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	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>	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	

+ See chapter 19 for defined terms.

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	
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 prospectus or Product Disclosure Statement 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

⁺ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

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

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

+ See chapter 19 for defined terms.

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	<p>Number and +class of all +securities quoted on ASX (including the securities in clause 38)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%; text-align: center; padding: 5px;">Number</th> <th style="text-align: center; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 60px;"></td> <td></td> </tr> </tbody> </table>	Number	+Class		
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.

+ See chapter 19 for defined terms.

- 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:6 July 2015.....
(Company secretary)
Print name: Heath Roberts

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	108,278,728
Add the following:	
• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2	5,807,141 (App 3B 30.12.2014 PL'T)
• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval	5,305,658 (App 3B 20.01.2015 SQM)
	79,374,852 (3:5 Rights Issue, underwriting)

+ See chapter 19 for defined terms.

<ul style="list-style-type: none"> 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> 	<p>and shortfall)</p> <p>1,333,334 (Share right conversion this App 3B)</p>
<p>Subtract the number of fully paid ordinary securities cancelled during that 12 month period</p>	<p>0</p>
<p>“A”</p>	<p>200,099,713</p>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	30,014,957
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> 	17,900,000
“C”	17,900,000
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>	30,014,957
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	17,900,000
Total [“A” x 0.15] – “C”	12,114,957 <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>	200,099,713
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	20,000,971
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 	0
“E”	0

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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>	20,000,971
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	20,000,971 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Top 20 Holdings as at 06-07-2015

Estrella Resources Limited

ABN: 39151155207

Security classes selected for this report:

Fully Paid Ordinary Shares

Holder Name	06-07-2015	%
BLACK SWAN GLOBAL PTY LIMITED <BLACK SWAN INVESTMENT A/C>	39,900,000	18.303
WXH HOLDINGS PTY LTD	10,000,000	4.587
MR ANTHONY PENG HO & MRS CHUI HOONG HO	9,800,000	4.495
AETAS GLOBAL MARKETS LIMITED	8,369,968	3.839
CITICORP NOMINEES PTY LIMITED	8,006,000	3.672
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	7,505,197	3.443
J P MORGAN NOMINEES AUSTRALIA LIMITED	6,529,949	2.995
SOCIEDAD QUIMICA Y	5,305,658	2.434
FLUE HOLDINGS PTY LTD <BROMLEY SUPERANNUATION A/C>	5,000,000	2.294
MR DANIEL PAUL WISE <ARK INVESTMENTS A/C>	5,000,000	2.294
TROCA ENTERPRISES PTY LTD <COULSON SUPER A/C>	5,000,000	2.294
EQUITY TRUSTEES LIMITED <LOWELL RESOURCES FUND A/C>	4,898,645	2.247
GJN HOLDINGS PTY LIMITED <PATTERSON BUSINESS A/C>	4,835,000	2.218

Top 20 Holdings as at 06-07-2015

Estrella Resources Limited

ABN: 39151155207

Holder Name	06-07-2015	%
ROCKY RISES PTY LIMITED	4,825,000	2.213
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 3	4,733,348	2.171
MORGAN STANLEY AUSTRALIA SECURITIES (NOMINEE) PTY LIMITED <NO 1 ACCOUNT>	4,250,241	1.950
MR MARK JOHN BAHEN & MRS MARGARET PATRICIA BAHEN <SUPERANNUATION ACCOUNT>	4,000,000	1.835
KOBIA HOLDINGS PTY LTD	4,000,000	1.835
BLU BONE PTY LTD	3,428,570	1.573
MR RUSSELL NEIL CREAGH	3,389,000	1.555
Totals for Top 20	148,776,576	68.246
Total IC	217,999,713	

Analysis of Holdings as at 06-07-2015

Estrella Resources Limited

Security Classes:

Fully Paid Ordinary Shares

Holdings Ranges	Holders	Total Units	%
1-1,000	5	506	0.000
1,001-5,000	7	28,000	0.013
5,001-10,000	114	1,120,047	0.514
10,001-100,000	116	5,539,297	2.541
100,001-99,999,999,999	131	211,311,863	96.932
Totals	373	217,999,713	100.000