

4 July 2016

Company Announcements Office
ASX Limited
Exchange Plaza
2 The Esplanade
PERTH WA 6000

Dear Sir

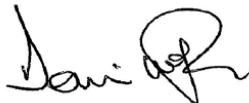
SHARE PLACEMENT

On 1 July 2016, Exterra Resources Limited (**Company**) issued 37,500,000 fully paid ordinary shares and 9,375,000 unlisted options (exercise price 6 cents, expiring 1 July 2019) at an issue price of \$0.04 per share. 23,746,251 fully paid ordinary shares (**Securities**) issued utilising Listing Rule 7.1A capacity, the balance of the Securities were issued utilising Listing Rule 7.1 capacity.

In accordance with the requirements of Listing Rule 3.10.5A, the following information is provided:

- (a) The dilution to existing shareholders as a result of the issue under Listing Rule 7.1A is 10%.
The percentage of pre-placement security holders who did not participate in the offer is 99.6%.
The percentage of pre-placement security holders who participated in the offer is 0.4%.
The percentage of participants in the placement who were not previously security holders is 84%.
- (b) The issue of the Securities was made as a placement to sophisticated investors as it was considered a more efficient mechanism of raising money for the Company. The issue did not expose the Company to market volatility that might have been experienced over a more protracted capital raising process.
- (c) There were no underwriting arrangements.
- (d) A Management Fee (4%) and Placement Fee (1%) (plus GST) will be paid on the funds raised, plus the issue of 5,000,000 unlisted options (exercise price 6 cents, expiring 4 July 2018) to Taylor Collison.

Yours faithfully



Dennis Wilkins
Company Secretary

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, 04/03/13

Name of entity

Exterra Resources Limited

ABN

26 138 222 705

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 | (i) Fully Paid Ordinary Shares
(ii) Options
(iii) Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (i) 37,500,000
(ii) 9,375,000
(iii) 5,000,000 |
| 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) | (i) Fully Paid Ordinary Shares
(ii) 6.0 cent Options, expiry 1/07/2019
(iii) 6.0 cent Options, expiry 4/07/2018 |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

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>(i) Yes (ii) No (iii) No</p>
5	Issue price or consideration	<p>(i) \$0.04 (ii) 1 for 4 free attaching option to capital raising concluded on 1 July 2016 (iii) Part consideration for capital raising fees</p>
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(i) Working capital purposes (ii) 1 for 4 free attaching option to capital raising concluded on 28 April 2016 (iii) Part consideration for capital raising fees</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 <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2015
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	28,128,749 Fully Paid Ordinary Shares
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	23,746,251 Fully Paid Ordinary Shares
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A

⁺ See chapter 19 for defined terms.

6f	Number of +securities issued under an exception in rule 7.2	N/A														
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.	Issue price is \$0.04 per share being greater than 75% of the 15 trading day VWAP of \$0.04 as calculated under LR 7.1A.3. The Shares were issued on 1 July 2016. The source of the VWAP calculation was obtained from Miraqle.														
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	LR 7.1: 7,490,628 LR 7.1A: Nil														
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 and 4 July 2016														
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>274,962,516</td><td>Fully paid ordinary shares</td></tr></table>	Number	+Class	274,962,516	Fully paid ordinary shares										
Number	+Class															
274,962,516	Fully paid ordinary shares															
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>12,000,000</td><td>2.15 cent Options, expiry 19/06/2020</td></tr><tr><td>11,904,761</td><td>3.5 cent Options, expiry 21/04/2017</td></tr><tr><td>3,000,000</td><td>3.5 cent Options, expiry 15/06/2017</td></tr><tr><td>5,125,000</td><td>6.0 cent Options, expiry 15/06/2017</td></tr><tr><td>9,375,000</td><td>6.0 cent Options, expiry 1/07/2019</td></tr><tr><td>5,000,000</td><td>6.0 cent Options, expiry 4/07/2018</td></tr></table>	Number	+Class	12,000,000	2.15 cent Options, expiry 19/06/2020	11,904,761	3.5 cent Options, expiry 21/04/2017	3,000,000	3.5 cent Options, expiry 15/06/2017	5,125,000	6.0 cent Options, expiry 15/06/2017	9,375,000	6.0 cent Options, expiry 1/07/2019	5,000,000	6.0 cent Options, expiry 4/07/2018
Number	+Class															
12,000,000	2.15 cent Options, expiry 19/06/2020															
11,904,761	3.5 cent Options, expiry 21/04/2017															
3,000,000	3.5 cent Options, expiry 15/06/2017															
5,125,000	6.0 cent Options, expiry 15/06/2017															
9,375,000	6.0 cent Options, expiry 1/07/2019															
5,000,000	6.0 cent Options, expiry 4/07/2018															
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)															

+ See chapter 19 for defined terms.

Part 2 – DELETED – NOT APPLICABLE

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

⁺ 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: 4 July 2016

Print name:

Dennis Wilkins

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+ 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	181,152,994
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"> 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 	20,000,000 fully paid ordinary shares issued on 1/10/2015 and approved by shareholders on 30/11/2015 23,809,522 fully paid ordinary shares issued on 22/04/2016 and approved by shareholders on 15/06/2016 12,500,000 fully paid ordinary shares issued on 28/04/2016 and approved by shareholders on 15/06/2016
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	237,462,516

+ 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	35,619,377
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> 	<p>13,753,749 fully paid ordinary shares issued on 1/07/2016</p> <p>9,375,000 unlisted options (exercise price 6.0 cent, expiry 1/07/2019)</p> <p>5,000,000 unlisted options (exercise price 6.0 cent, expiry 4/07/2018)</p>
“C”	28,128,749
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>	35,619,377
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	28,128,749
Total [“A” x 0.15] – “C”	<p>7,490,628</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ 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>	237,462,516
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	23,746,251
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 <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – 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>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</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	23,746,251 fully paid ordinary shares issued on 1/07/2016
“E”	23,746,251

+ 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>	23,746,251
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	23,746,251
Total [“A” x 0.10] – “E”	Nil <i>Note: this is the remaining placement capacity under rule 7.1A</i>

4 July 2016

Company Announcements Office
ASX Limited
Exchange Plaza
2 The Esplanade
PERTH WA 6000

Dear Sir

**ISSUE OF EXTERRA RESOURCES LIMITED SHARES – SECONDARY TRADING NOTICE
NOTIFICATION PURSUANT TO SECTION 708A(5)(e) OF THE CORPORATIONS ACT 2001 ("Act")**

On 1 July 2016, Exterra Resources Limited ("**Company**") issued 37,500,000 fully paid ordinary shares ("**Securities**") at an issue price of \$0.04, plus 9,375,000 unlisted options (exercise price 6 cents, expiring 1 July 2019), and on 4 July 2016 the Company issued 5,000,000 unlisted options (exercise price 6 cents, expiring 4 July 2018) as part consideration for services.

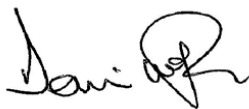
Secondary Trading Exemption

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A. By the Company giving this notice, sale of the Securities noted above will fall within the exemption in section 708A(5) of the Act.

The Company hereby notifies ASX under paragraph 708A(5)(e) of the Act that:

- (a) the Company issued the Securities without disclosure to investors under Part 6D.2 of the Act;
- (b) as at 4 July 2016 the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and section 674 of the Act; and
- (c) as at 4 July 2016 there is no information:
 - i. that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - ii. that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - A. *the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or*
 - B. *the rights and liabilities attaching to the Securities.*

Yours faithfully



Dennis Wilkins
Company Secretary

Exterra Resources Limited ABN 26 138 222 705

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