

# ASX / MEDIA RELEASE

30 September 2009



**KENTOR GOLD LTD**

ACN 082 658 080

## Share Purchase Plan Offer

The Board of Directors of Kentor Gold Limited ("Company") is pleased to invite you to participate in the Company's 2009 Share Purchase Plan ("SPP"). The SPP has been designed to allow eligible shareholders to subscribe for additional shares in the Company without participants being required to pay brokerage or other costs that would normally apply to an on-market purchase of shares.

The proceeds of the SPP will be used to:

- fund due diligence on the Andash Gold/Copper Project;
- progress the update to the Andash feasibility study;
- progress the development of the Savoyardy Gold Project; and
- for ongoing corporate costs.

Details of the SPP are set out in the accompanying materials and you should read these in their entirety before deciding whether to participate.

Key points of the SPP are as follows:

1. under the SPP you are able to acquire up to \$15,000 worth of new shares in the Company in parcels, the value of \$2,000, \$5,000, \$10,000 or \$15,000 as set out in the attached Application Form;
2. the subscription price will be \$0.09, the same price offered to institutions and sophisticated shareholders in the recent placement;
3. shares allocated under the SPP will rank equally in all respect with existing fully paid ordinary shares quoted on the ASX.

It is only shareholders of the Company registered as at 5:00pm (AEST) on 24 September 2009 who are afforded the opportunity to participate in the SPP. The rights of shareholders eligible to participate under the SPP are not transferable.

To participate in the SPP you must fill out your personalised Application Form and return it with your cheque to the Company's share registry, Link Market Services by no later than 7 pm AEST on 16 October 2009. Alternatively you can subscribe and pay electronically in accordance with the instructions set out in the personalised Application Form.

Similarly, any queries concerning the SPP offer should be directed to the Company's share registry, Link Market Services on:

Telephone (within Australia): 1300 880 751  
Telephone (outside Australia): +612 8280 7503  
Facsimile: (02) 9287 0303  
Email: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

The Directors thank you for your going support of the Company.

Yours faithfully,

W H John Barr AM  
Chairman  
**Kentor Gold Ltd**

**Registered Office**  
Level 36 Riparian Plaza,  
71 Eagle St Brisbane 4000  
Phone: 61 (0) 7 3121 3206

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235/2 Erkindik Prospect, Bishkek  
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# KENTOR GOLD LTD

ACN 082 658 080

## SHARE PURCHASE PLAN

This is an important document and should be read in its entirety. If you have any doubts as to what you should do, you should seek advice from your stockbroker, accountant, solicitor or other professional advisor.



## Share Purchase Plan Offer - Terms and Conditions

### Key Offer Dates

Date	Event	Description
25 <sup>th</sup> Sept 2009	Announcement Date	Share Purchase Plan announced
24 <sup>th</sup> Sept 2009	Record Date	The date on which Kentor determines eligible shareholders
16 <sup>th</sup> Oct 2009	Closing Date	Share Purchase Plan closes
23 <sup>rd</sup> Oct 2009	Issue Date	Share issued under the Share Purchase Plan
23 <sup>rd</sup> Oct 2009	Quotation Commences	Shares issued under Share Purchase Plan expected to commence quotation on ASX

The above timetable is indicative only. The Company reserves the right to vary any of the key dates above including the Closing Date and the Issue Date without further notice.

### SPP Terms and Conditions.

The Company's Share Purchase Plan ("SPP") allows eligible shareholder to acquire additional small parcels of fully paid ordinary shares in the Company ("shares"). This offer is made in accordance with ASIC Class Order 09/425 which grants relief from the requirement to prepare a prospectus for the offer of shares under the SPP.

#### 1. Eligibility

To be eligible to participate in the SPP, you must be a registered holder of fully paid ordinary shares in the Company as at 5:00pm (AEST) on 24<sup>th</sup> September 2009 ("Record Date") with a registered address in Australia or New Zealand ("Eligible Shareholder"). Each offer to Eligible Shareholders is made on the same terms and conditions.

#### 2. Application for Shares

The amount an Eligible Shareholder may invest under the SPP is limited. The Application Form specifies parcels of a particular number or value of shares for which applications can be made. An Eligible Shareholder may apply for a parcel of shares in any one only of the following amounts:

Offer A:	Shares totalling AUD\$2,000
Offer B:	Shares totalling AUD\$5,000
Offer C:	Shares totalling AUD\$10,000
Offer D:	Shares totalling AUD\$15,000

ASIC Class Order 09/425 requires that each Eligible Shareholder may only purchase up to AUD\$15,000 worth of shares under the SPP. The total worth of the new shares is the same for all Eligible Shareholders, irrespective of how many existing shares you may hold on the Record Date.

#### *Joint/Multiple Holdings*

If an Eligible Shareholder receives more than one copy of this offer, or if an Eligible Shareholder holds shares in more than one capacity (i.e. because they are both a sole and joint holder of shares), the maximum amount the Eligible Shareholder may apply to invest under the SPP in all capacities is AUD\$15,000. Joint holders of shares are taken to be a single registered holder of shares for the purposes of

determining whether they are an Eligible Shareholder and the certification required to be given as part of the Application Form will be taken to have been given by all of them.

#### *Trustee/Nominee Holdings*

If an Eligible Shareholder acts as a trustee or a nominee and is expressly noted on the share register as holding shares on account of a named beneficiary, the named beneficiary will be taken to be the registered holder of those shares and may apply, on behalf of each beneficiary, for shares up to AUD\$15,000. An application for shares, certification or issue of shares to the trustee or nominee will be taken to be an application or certification by, or an issue to, the named beneficiary.

### **3. Non-renounceable Offer**

The offer under the SPP is non-renounceable. Eligible Shareholders cannot transfer their right to acquire shares under the SPP to another person.

### **4. Rights Attaching to Shares**

All shares issued under the SPP will rank equally with the Company's existing fully paid ordinary shares and will carry the same voting rights and other entitlements as at the Issue Date.

### **5. Price of New Kentor Shares**

The issue price of shares will be \$0.09 per share, being the same price of shares recently placed with institutional and sophisticated shareholders.

The market price of the Company shares may change after the shares are offered under the SPP. However this will not affect the price at which the Eligible Shareholder will receive Company shares under the SPP. This means that the Issue Price for the shares under the SPP may be higher or lower than the market price of the Company shares at the date of allotment.

When fewer shares are allotted than were applied for by an Eligible Shareholder, surplus application moneys will be returned, without interest, after the Closing Date.

### **6. Number of Shares Issued**

Offer A:	AUD\$2,000	No. Of Shares	22,222
Offer B:	AUD\$5,000	No. Of Shares	55,555
Offer C:	AUD\$10,000	No. Of Shares	111,111
Offer D:	AUD\$15,000	No. Of Shares	166,666

### **7. How to Apply - Application Form**

Eligible Shareholders wishing to participate in the SPP must follow the instructions set out on the enclosed personalised Application Form. A completed Application Form together with your cheque must be sent in the reply paid envelope so that it is received by the Company's Share Registry by no later than 7:00pm (AEST) on 16 October 2009 unless the closing date is otherwise extended by the Company. Alternatively you can subscribe and pay electronically in accordance with the instructions set out in the personalised Application Form.

### **8. Issue Date**

The shares will be issued under the SPP on or about 23<sup>rd</sup> October 2009 and quotation on the ASX will commence on or about 23<sup>rd</sup> October 2009. You should receive your holding statement or transaction confirmation statement shortly after that date.

## **9. Cost of Participation**

No brokerage, commission, stamp duty or other transaction cost will be payable by you in respect of an issue of shares under the SPP

## **10. Scaleback**

Kentor Gold may undertake a Scaleback to the extent and in the manner it sees appropriate, including for the purposes of compliance with Listing Rule 7.2, Exception 15.

If Kentor Gold undertakes a scaleback, the difference between the value of the Shares allotted and the application amount paid to the Company by the eligible shareholder will be refunded by cheque and mailed to the Eligible shareholder.

## **11. Variation and Termination**

The Company reserves the right to modify, terminate or waive compliance with any provision of the terms and conditions of the SPP at any time. The Company will notify the ASX of any modification, waiver or termination of the SPP.

Without limiting the above, the Company may issue to any Eligible Shareholder fewer shares than the Eligible Shareholder applied for under the SPP if, in the opinion of the Company, the proposed issue would contravene any applicable law or the Listing Rules of the ASX.

## **12. Disputes**

The Company may settle in any manner it thinks fit any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant, application or shares and the decision of the Company will be conclusive and binding on all shareholders and other persons to whom that determination relates.

The Company reserves the right to waive strict compliance with any provision of the terms and condition of the SPP.

## **13. Foreign Shareholders**

The distribution of the documentation (including the terms and conditions of the SPP and Application Form) in jurisdictions outside of Australia may be restricted by law


This documentation does not constitute an offer of, or invitation to subscribe for securities in any place in which, or, to any person to whom, it would not be lawful to make such an offer or invitation.

Shareholders resident outside Australia should consult their professional advisers as to whether, in order to enable them to participate in the SPP, any governmental or other consent are required or other formalities need to be observed. Where this documentation has been sent to shareholders with registered addresses outside Australia who are not entitled to participate, it is sent to them for information purposes only.

## **14. Effect of Receipt**

Receipt by the Company's share registry of a completed Application Form will:

- a. represent an acknowledgement that the named shareholder is an Eligible Shareholder;

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- b. constitute an irrevocable and unconditional acceptance of the offer in accordance with the terms and conditions of the SPP and the constitution of the Company by the named shareholder named on the Application Form;
  - c. represent a certification by the shareholder named on the Application Form that the aggregate of the application price for the shares the subject of the application and any other shares in the Company applied for under the SPP or any other similar arrangement in the last 12 months does not exceed AUD\$15,000;
  - d. represent an acknowledgment that the named shareholder is lawfully permitted to accept the offer to acquire the shares under the SPP and participate in the SPP in accordance with the laws applicable in Australian and any other applicable laws in the jurisdiction in which the named shareholder and / or the beneficial owner of the shares is situated;
  - e. authorise the Company (and its offers and agents) to correct any error in, or omission from your Application Form and to complete the Application Form by the insertion of any missing details;
  - f. constitutes an acceptance by the named shareholder to indemnify the Company for, and to pay to the Company within 5 business days of the demand, any dishonour fees or other costs the Company may incur in presenting a cheque for payment which is dishonoured;
  - g. represent an acknowledgement by the named shareholder that that the Company is not liable for any exercise of its discretions referred to in the terms and conditions of the SPP; and
  - h. represent an acknowledgement by the named shareholder that under the terms and conditions of the SPP, and to the maximum extent possible at law, the named shareholder releases the Company and its directors and officers from any liability for any loss the named shareholder may suffer as a result of making any investment in the Company under the SPP..

## **15. Governing Law**

The terms and conditions are governed by the laws in force in Queensland and are to be interpreted in accordance with their spirit, intention and purpose.

