

# 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

Apex Minerals NL (**Apex** or the **Company**)

ABN

22 098 612 974

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   | Fully paid ordinary shares ( <b>Ordinary Shares</b> ). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 28,571,143   |
| 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.<br><br><hr/> <hr/>         |

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	Yes, the Ordinary Shares issued will rank equally with existing Ordinary Shares from the date of allotment.  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>								
5	Issue price or consideration	Fully Paid Ordinary Shares are issued at an issue price \$0.035 per Ordinary Share.								
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Placement as announced on 10/04/13								
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	15 <sup>th</sup> April 2013								
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="774 1545 965 1579">Number</th> <th data-bbox="965 1545 1370 1579">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="774 1579 965 1713">346,963,354</td> <td data-bbox="965 1579 1370 1713">Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	346,963,354	Ordinary Shares				
Number	+Class									
346,963,354	Ordinary Shares									
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="774 1758 965 1792">Number</th> <th data-bbox="965 1758 1370 1792">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="774 1792 965 1870">114,172,900</td> <td data-bbox="965 1792 1370 1870">Unlisted Options exercisable at \$0.30 on or before 24 July 2015</td> </tr> <tr> <td data-bbox="774 1870 965 1948">5,500,000</td> <td data-bbox="965 1870 1370 1948">Unlisted Options exercisable at \$0.25 cents on or before 28 November 2015.</td> </tr> <tr> <td data-bbox="774 1948 965 2027">3,750,000</td> <td data-bbox="965 1948 1370 2027">Unlisted Options exercisable at \$0.30 on or before 18 April 2015</td> </tr> </tbody> </table>	Number	+Class	114,172,900	Unlisted Options exercisable at \$0.30 on or before 24 July 2015	5,500,000	Unlisted Options exercisable at \$0.25 cents on or before 28 November 2015.	3,750,000	Unlisted Options exercisable at \$0.30 on or before 18 April 2015
Number	+Class									
114,172,900	Unlisted Options exercisable at \$0.30 on or before 24 July 2015									
5,500,000	Unlisted Options exercisable at \$0.25 cents on or before 28 November 2015.									
3,750,000	Unlisted Options exercisable at \$0.30 on or before 18 April 2015									

3,500,000	Unlisted Options exercisable at \$0.45 on or before 18 April 2015
2,750,000	Unlisted Options exercisable at \$0.60 on or before 18 April 2015
6,000,000	Unlisted Options exercisable at \$0.80 on or before 18 April 2017
1,000,000	Unlisted Options exercisable at \$0.4375 on or before 18 April 2015
5,500,000	Unlisted Options exercisable at \$0.25 on or before 26 March 2015
150,000	Unlisted Options exercisable at \$2.00 and which expires in accordance with deed of settlement with Atlas Copco Australia Pty Ltd
140,500	Unlisted Options exercisable at \$5.00 with an expiry date of 8 April 2013
3,350	Unlisted Options exercisable at \$130.00 with an expiry date of 11 May 2013
36,000	Unlisted Options exercisable at \$4.50 with an expiry date of 27 October 2013
4,000	Unlisted Options exercisable at \$4.50 with an expiry date of 4 December 2013
2,800	Unlisted Options exercisable at \$45.00 with an expiry date of 9 February 2014
2,200	Unlisted Options exercisable at \$30.00 with an expiry date of 21 June 2014
1,800,000	Unlisted warrants with expiry date of 18 February 2014 and an exercise price of \$3.50

- |    |  |   |
|----|--|---|
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | Same as existing Ordinary Shares. The Company has not previously paid a dividend. |
|----|--|---|

## Part 2 - Bonus issue or 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 <sup>+</sup> 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
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 <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	<sup>+</sup> Despatch 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 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

## 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
- 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

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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)

N/A
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42 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 38)

Number	<sup>+</sup> Class
N/A	N/A

## 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: 17 April 2013

(Company secretary)

Print name:

Jeremy Robinson

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+ See chapter 19 for defined terms.