



28 March 2014

The Manager  
Company Announcements Office  
ASX Limited  
Level 6, 20 Bridge Street  
SYDNEY NSW 2000

## **NOTICE UNDER SECTION 708A(5)(e) OF THE CORPORATIONS ACT**

Leopard Resources NL (ABN 99 009 076 233) (**Company**) hereby confirms that 881,660,802 fully paid ordinary shares in the capital of the Company at an issue price of \$0.0015 per share, 696,666,667 free attaching options with an exercise price of \$0.005 and an expiry date of 5 September 2015 and 152,400,984 fully paid ordinary shares in the capital of the Company at an issue price of \$0.002 per share (**Securities**) were issued on 21 March 2014.

The Company gives notice pursuant to section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**) that:

1. the Company issued the Securities without disclosure under Part 6D.2 of the Corporations Act; and
2. as at the date of this notice, the Company has complied with:
  - a. the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
  - b. section 674 of the Corporations Act;
3. as at the date of this notice, there is no further information to be disclosed which is excluded information (as defined in section 708A(7) of the Corporations Act) that is reasonable for investors and their professional advisers to expect to find in a disclosure document.

**Yours faithfully,**  
**Leopard Resources NL**

**Damon Sweeny**  
**Company Secretary**

## 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

**LEOPARD RESOURCES NL**

ABN

99 009 076 233

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   | a) Ordinary shares<br>b) Ordinary fully paid shares<br>c) Options<br>d) Ordinary fully paid shares<br>e) Ordinary fully paid shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | a) 696,666,667<br>b) 32,593,151<br>c) 696,666,667<br>d) 147,059,275<br>e) 5,341,709   |
| 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) | a) fully paid<br>b) fully paid<br>c) exercise price \$0.005, expiry date 05/09/15<br>d) fully paid<br>e) fully paid                 |

+ See chapter 19 for defined terms.

<p>4 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"> <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>	<p>a) Yes b) Yes c) Will rank equally once exercised d) Yes e) Yes</p>
<p>5 Issue price or consideration</p>	<p>a) \$0.0015 b) \$0.0015 c) Nil d) \$0.002 e) \$0.002</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>a) Conversion of loan pursuant to Res1 of General Meeting held on 14 March 2011 b) Satisfaction of interest on loan in item (a) c) Conversion of loan pursuant to Res1 of General Meeting held on 14 March 2014 d) Conversion of loan pursuant to Res2 of General Meeting held on 14 March 2014 e) Satisfaction of interest on loan in item (d)</p>
<p>6a 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>	<p>NO</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/A</p>

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+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	N/A						
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						
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.	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	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	N/A						
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	<ul style="list-style-type: none"> <li>a) 26 March 2014</li> <li>b) 26 March 2014</li> <li>c) 26 March 2014</li> <li>d) 26 March 2014</li> <li>e) 26 March 2014</li> </ul>						
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="text-align: center;">Number</th> <th style="text-align: center;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1,973,350,092</td> <td style="text-align: center;">Ordinary fully paid shares</td> </tr> <tr> <td style="text-align: center;">4,000,000</td> <td style="text-align: center;">Partly paid shares;</td> </tr> </tbody> </table>	Number	+Class	1,973,350,092	Ordinary fully paid shares	4,000,000	Partly paid shares;
Number	+Class							
1,973,350,092	Ordinary fully paid shares							
4,000,000	Partly paid shares;							

+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	304,355,841	Options (\$0.01; 30/06/2014)
		696,666,667	Options (\$0.005; 30/06/2014)
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

**Part 2 - Bonus issue or pro rata issue**

11	Is security holder approval required?	
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	

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+ See chapter 19 for defined terms.

- |    |   |  |
|----|---|--|
| 18 | Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents<br><br>Note: Security holders must be told how their entitlements are to be dealt with.<br><br>Cross reference: rule 7.7. |  |
| 19 | Closing date for receipt of acceptances or renunciations  |  |
| 20 | Names of any underwriters   |  |
| 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 <sup>+</sup> security holders   |  |
| 25 | If the issue is contingent on <sup>+</sup> 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)  |  |

+ See chapter 19 for defined terms.

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	+Despatch date	

### 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

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+ See chapter 19 for defined terms.

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

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+ 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 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

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)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

+ See chapter 19 for defined terms.



## Appendix 3B – Annexure 1

### 1.1 Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

#### 1.2 Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>																																									
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>																																									
<b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	562,309,628																																								
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul>	0  1,322,139,053 <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"><i>issued</i></th> <th style="text-align: left;"><i>purpose</i></th> <th style="text-align: left;"><i>GM approval</i></th> <th style="text-align: left;"><i>Res'n #</i></th> <th style="text-align: left;"><i># issued</i></th> </tr> </thead> <tbody> <tr> <td>30/04/13</td> <td>Director Shares</td> <td>30/4/2013</td> <td>4-6</td> <td>47,000,000</td> </tr> <tr> <td>17/06/13</td> <td>Placement Consideration</td> <td>30/4/2013</td> <td>3</td> <td>131,666,667</td> </tr> <tr> <td>19/07/13</td> <td>/placement</td> <td>30/4/2013</td> <td>2,3</td> <td>164,000,000</td> </tr> <tr> <td>29/04/13</td> <td>15% placement</td> <td>31/3/14</td> <td>3</td> <td>23,805,719</td> </tr> <tr> <td>1/11/13</td> <td>placement</td> <td>31/3/14</td> <td>4</td> <td>111,940,725</td> </tr> <tr> <td>26/03/14</td> <td>Conversion of loans</td> <td>31/3/14</td> <td>1</td> <td>696,666,667</td> </tr> <tr> <td>26/03/14</td> <td>Conversion of loans</td> <td>31/3/14</td> <td>2</td> <td>147,059,275</td> </tr> </tbody> </table> 0	<i>issued</i>	<i>purpose</i>	<i>GM approval</i>	<i>Res'n #</i>	<i># issued</i>	30/04/13	Director Shares	30/4/2013	4-6	47,000,000	17/06/13	Placement Consideration	30/4/2013	3	131,666,667	19/07/13	/placement	30/4/2013	2,3	164,000,000	29/04/13	15% placement	31/3/14	3	23,805,719	1/11/13	placement	31/3/14	4	111,940,725	26/03/14	Conversion of loans	31/3/14	1	696,666,667	26/03/14	Conversion of loans	31/3/14	2	147,059,275
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<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	0																																								
<b>“A”</b>	1,884,448,681																																								

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>							
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>						
<b>Multiply “A” by 0.15</b>	282,667,302						
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>							
<p><b>Insert</b> 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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>37,934,860</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr style="background-color: #e0e0e0;"> <th style="text-align: left; font-size: small;">issued</th> <th style="text-align: left; font-size: small;">purpose</th> <th style="text-align: right; font-size: small;">securities issued</th> </tr> </thead> <tbody> <tr> <td style="font-size: small;">26/03/14</td> <td style="font-size: small;">In satisfaction of interest on loans</td> <td style="text-align: right; font-size: small;">37,934,860</td> </tr> </tbody> </table>	issued	purpose	securities issued	26/03/14	In satisfaction of interest on loans	37,934,860
issued	purpose	securities issued					
26/03/14	In satisfaction of interest on loans	37,934,860					
<b>“C”</b>	<b>37,934,860</b>						
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>							
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	244,732,442						
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	37,934,860						
<p><b>Total</b> [“A” x 0.15] – “C”</p>	<p><b>244,732,442</b></p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>						

+ See chapter 19 for defined terms.

**Part 2**

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>			
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>			
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	N/A – Transaction approved under Listing Rule 11.1.2		
<b>Step 2: Calculate 10% of “A”</b>			
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>		
<b>Multiply “A” by 0.10</b>	N/A		
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>			
<b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• 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</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	<table border="1" style="margin: auto;"> <tr> <td style="padding: 5px;">issued</td> <td style="padding: 5px;">securities issued</td> </tr> </table>	issued	securities issued
issued	securities issued		
<b>“E”</b>	N/A		

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	N/A
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	N/A
<b>Total [“A” x 0.10] – “E”</b>	N/A <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.