



UCL Resources Limited

A.B.N. 40 002 118 872

Tel: +61 2 9233 4750
Fax: +61 2 9233 4749

Suite 201, Level 2, Watson House 300 George Street,
Sydney, NSW, Australia

Postal Address:
GPO Box 1494
Sydney NSW 2001
Australia

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Market Announcements Platform
Australian Securities Exchange

Underwritten Non-Renounceable Rights Issue

As previously advised UCL Resources Limited ("UCL" or "the Company") will undertake a non-renounceable pro rata rights issue of one share for every twelve shares held at A\$0.30 (30 cents) per share to raise up to A\$2,297,878 before costs ("**Rights Issue**"). Funds raised will be used for working capital, in particular to progress the Namibian Sandpiper Phosphate Project.

The Rights Issue will be fully underwritten by Mawarid Mining LLC ("Mawarid") on the terms of the Underwriting Deed between Mawarid and UCL. The terms of the Underwriting Deed are typical for such agreements including typical conditions precedent and termination events.

As previously advised Mawarid recently took a placement of shares in the Company and currently owns 13.04% of the issued shares of the Company. Mawarid has also entered into a convertible note agreement with UCL under which up to A\$9 million will be provided to UCL in order to satisfy the cash component of the consideration offered under its proposed takeover offer for Minemakers Limited, as announced on 18 May 2012 (the "Offer").

Shareholders eligible to participate in the Rights Issue will be those shareholders with a registered address in Australia, New Zealand, Hong Kong or Oman as at 7.00 pm AEST on the record date of 5 June 2012. The Company has determined that it would be unreasonable to extend the offer to participate in the Rights Issue to shareholders in other jurisdictions having regard to the number of holders in those jurisdictions, the number and value of shares those holders would be offered under the rights issue, and the cost of complying with the legal requirements and requirements of regulatory authorities in those jurisdictions.

The Rights Issue will be conducted pursuant to section 708AA of the *Corporations Act 2001 (Cth)* ("the Act"). Consequently the rights issue will be made without disclosure to shareholders and investors pursuant to Part 6D.2 of the Act, i.e. without a prospectus.

The timetable for the rights issue is as follows:

1. Announcement of Rights Issue to ASX 2. Application to ASX for quotation of Shares (Appendix 3B) 3. Lodge Cleansing Notice with ASX 4. Advise option holders	Monday 28 May
Notice to Shareholders containing information in Appendix 3B	Tuesday 29 May
Shares trade "Ex" the entitlements issue on the ASX	Wednesday 30 May
Record Date to identify Eligible Shareholders and to determine Entitlements under the offer	Tuesday 5 June
1. Despatch of Offer and Entitlement and Acceptance Form ("Opening Date") 2. Advise ASX that despatch completed	Tuesday 12 June
Closing Date	Tuesday 26 June
Securities quoted on a deferred settlement basis	Wednesday 27 June
ASX notified of under-subscriptions	Friday 29 June
Despatch Share Holding Statements	Wednesday 4 July
Expected commencement of trading of new shares on ASX	Thursday 5 July

The timetable is indicative only and subject to change. Subject to the Act and the ASX Listing Rules UCL reserves the right to vary the dates in connection with the rights issue, including the closing date, without prior notice.



Ian Ross
Chairman