

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

Tyranna Resources Limited

ABN

79 124 990 405

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. Shares<br>b. TYXOC Options<br>c. TYXOC Options<br>d. TYXOC Options  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | a. 23,058,845<br>b. 23,058,845<br>c. 90,764,706<br>d. 7,500,000  |
| 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) | a. Ordinary fully paid shares<br><br>b, c & d. Quoted options exercisable at \$0.04 each on or before 6 October 2017 |

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<p>4 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"> <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</p> <p>b, c &amp; d. No, but upon exercise and conversion into shares, yes.</p>
<p>5 Issue price or consideration</p>	<p>a. \$0.017 each</p> <p>b. 23,058,845 free-attaching to subscribers under the Share Purchase Plan</p> <p>c. 90,764,706 free-attaching to participants of the private placement</p> <p>d. 7,500,000 to the lead manager to the placement for no cash consideration</p>
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>a. Share Purchase Plan to eligible shareholders to raise up to \$1m (before costs)</p> <p>b. Free-attaching options to shares issued under the Share Purchase Plan</p> <p>c. Free-attaching options to shares issued under the private placement</p> <p>d. 7,500,000 to PAC Partners Pty Ltd (or its nominees) in part consideration for lead manager services provided</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>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>30 November 2016</p>

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+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	Nil
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	b, c & d.  issued 121,323,551 options after receiving shareholder approval at the general meeting on 6 October 2017
6f	Number of +securities issued under an exception in rule 7.2	a. 23,058,845 (exception 15)
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	See attached
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.	6 October 2017

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	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	513,054,972	Ordinary fully paid shares
	121,323,551	TYXOC options exercisable at \$0.04 each on or before 6 October 2021

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	10,000,000	Options exercisable at 3 cents each on or before 4 June 2018
	17,302,500	Performance Rights

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company has not formulated a dividend policy at this time	
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**Part 2 - Pro rata issue**

N/A

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+ See chapter 19 for defined terms.

### 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

To be provided following issue

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

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**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: 6 October 2017

Print name: Yugi Gouw

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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

<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 the +issue date or date of agreement to issue	386,011,184																														
<p><b>Add</b> the following:</p> <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 <table style="margin-left: 20px; border: none;"> <tr><td style="text-align: right;">7,237,912</td><td>(21 October 2016)</td></tr> <tr><td style="text-align: right;">5,264,883</td><td>(21 October 2016)</td></tr> <tr><td style="text-align: right;">2,143</td><td>(4 November 2016)</td></tr> <tr><td style="text-align: right;">167</td><td>(2 December 2016)</td></tr> <tr><td style="text-align: right;">103,561</td><td>(7 February 2017)</td></tr> </table> </li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval <table style="margin-left: 20px; border: none;"> <tr><td style="text-align: right;">104,384</td><td>(3 March 2017)</td></tr> <tr><td style="text-align: right;">104,082</td><td>(13 April 2017)</td></tr> <tr><td style="text-align: right;">101,737</td><td>(12 May 2017)</td></tr> <tr><td style="text-align: right;">120,389</td><td>(9 June 2017)</td></tr> </table> </li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period <table style="margin-left: 20px; border: none;"> <tr><td style="text-align: right;">137,587</td><td>(14 July 2017)</td></tr> <tr><td style="text-align: right;">26,664</td><td>(10 August 2017)</td></tr> <tr><td style="text-align: right;">11,667</td><td>(18 August 2017)</td></tr> <tr><td style="text-align: right;">5,061</td><td>(25 August 2017)</td></tr> </table> </li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</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>	7,237,912	(21 October 2016)	5,264,883	(21 October 2016)	2,143	(4 November 2016)	167	(2 December 2016)	103,561	(7 February 2017)	104,384	(3 March 2017)	104,082	(13 April 2017)	101,737	(12 May 2017)	120,389	(9 June 2017)	137,587	(14 July 2017)	26,664	(10 August 2017)	11,667	(18 August 2017)	5,061	(25 August 2017)	<table style="border: none;"> <tr><td style="text-align: right;">90,764,706</td><td>(31 August 2017)</td></tr> <tr><td style="text-align: right;">23,058,845</td><td>(6 October 2017)</td></tr> </table>	90,764,706	(31 August 2017)	23,058,845	(6 October 2017)
7,237,912	(21 October 2016)																														
5,264,883	(21 October 2016)																														
2,143	(4 November 2016)																														
167	(2 December 2016)																														
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5,061	(25 August 2017)																														
90,764,706	(31 August 2017)																														
23,058,845	(6 October 2017)																														
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil																														
<b>“A”</b>	513,054,972																														

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<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	76,958,246
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><i>Insert</i> 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>	
“C”	Nil
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15  <i>Note: number must be same as shown in Step 2</i>	76,958,246
<b>Subtract</b> “C”  <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total</b> [“A” x 0.15] – “C”	<b>76,958,246</b>  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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## 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>	513,054,972
<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>	51,305,497
<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>• <i>This applies to equity securities – 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>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></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>“E”</b>	Nil

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<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	51,305,497
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total</b> ["A" x 0.10] – "E"	<b>51,305,497</b> <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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Company: TYRANNA RESOURCES LIMITED



ACN: 124 990 405  
Top Listing - Grouped

Security: TYXOC 06102021/\$0.04  
As of 06 Oct 2017

**TOP SPREAD REPORT**

<u>SPREADS OF HOLDINGS</u>	<u>NUMBER OF HOLDERS</u>	<u>NUMBER OF UNITS</u>	<u>% OF TOTAL ISSUED CAPITAL</u>
1 - 1,000	0	0	0.00%
1,001 - 5,000	0	0	0.00%
5,001 - 10,000	0	0	0.00%
10,001 - 100,000	36	2,117,664	1.75%
100,001 - 999,999,999,999	121	119,205,887	98.26%
<b>TOTAL</b>	<b>157</b>	<b>121,323,551</b>	<b>100%</b>

<u>LOCALITY ANALYSIS</u>	<u>NUMBER OF HOLDERS</u>	<u>NUMBER OF UNITS</u>	<u>% OF TOTAL ISSUED CAPITAL</u>
<b>WESTERN AUSTRALIA</b>	<b>45</b>	<b>39,644,121</b>	<b>32.68%</b>
<b>NEW SOUTH WALES</b>	<b>43</b>	<b>44,897,137</b>	<b>37.01%</b>
<b>SOUTH AUSTRALIA</b>	<b>27</b>	<b>7,352,947</b>	<b>6.06%</b>
<b>VICTORIA</b>	<b>25</b>	<b>25,123,459</b>	<b>20.71%</b>
<b>QUEENSLAND</b>	<b>15</b>	<b>3,647,063</b>	<b>3.01%</b>
<b>NEW ZEALAND</b>	<b>2</b>	<b>658,824</b>	<b>0.54%</b>
<b>Total Australian Holders</b>	<b>155</b>	<b>120,664,727</b>	<b>99.46%</b>
<b>Total Overseas Holders</b>	<b>2</b>	<b>658,824</b>	<b>0.54%</b>
<b>Grand Total</b>	<b>157</b>	<b>121,323,551</b>	<b>100.00%</b>

<u>Rank</u>	<u>Name</u>	<u>Units</u>	<u>% of Units</u>
1	PAC PARTNERS PTY LTD	10,441,177	8.61
2	<b>GROUP # 235138</b>	<b>5,764,708</b>	<b>4.75</b>
.	MAPT PTY LIMITED <MAP THOM SUPER FUND A/C>	882,353	0.73
.	WILLOW GLENN PTY LIMITED	2,000,001	1.65
.	MR MALCOLM THOM	2,882,354	2.38
3	KAIROS MINERALS LTD	4,411,766	3.64
4	MRS LYNDA SUZANNE MACDONALD + MR ROBERT JOHN MACDONALD	4,411,765	3.64
5	MR BIN LIU	3,529,412	2.91
6	MS CHUNYAN NIU & MS RAN LI	3,529,412	2.91
7	AET SFS PTY LTD <PEAK OPPORTUNITIES FUND>	3,235,294	2.67
8	<b>GROUP # 889684</b>	<b>3,000,000</b>	<b>2.47</b>
.	TRIBECA NOMINEES PTY LTD	3,000,000	2.47
9	P K CAPITAL PTY LTD	2,941,100	2.42
10	MIAL ENTERPRISES PTY LTD <DASHIAN FAMILY A/C>	2,352,941	1.94
11	MURDOCH CAPITAL PTY LTD <GLOVAC SUPERFUND A/C>	2,000,000	1.65
12	<b>GROUP # 650022</b>	<b>2,000,000</b>	<b>1.65</b>
.	HOLLYWOOD MARKETING (WA) PTY LTD	2,000,000	1.65
13	<b>GROUP # 889685</b>	<b>2,000,000</b>	<b>1.65</b>
.	SYRACUSE CAPITAL PTY LTD <TENACITY A/C>	2,000,000	1.65
14	<b>GROUP # 591201</b>	<b>2,000,000</b>	<b>1.65</b>
.	BEIRNE TRADING PTY LTD	2,000,000	1.65
15	MR ALBERT ROBERT TAYLOR	2,000,000	1.65
16	RENOWN CAPITAL PTY LTD	2,000,000	1.65
17	GTT GLOBAL OPPORTUNITIES PTY LTD	2,000,000	1.65
18	MOUNTS BAY INVESTMENTS PTY LTD <CALVER CAPITAL A/C>	2,000,000	1.65
19	MR MICHAEL CHARLES MANN + MR ROSS GREGORY <THE SAINTLY UNIT A/C>	2,000,000	1.65
20	CORAL BROOK PTY LTD <LLOYD SUPER FUND A/C>	2,000,000	1.65
<b>Totals: Top 20 holders of TYXOC 06102021/\$0.04</b>		<b>63,617,575</b>	<b>52.44</b>
<b>Total Remaining Holders Balance</b>		<b>57,705,976</b>	<b>47.56</b>
<b>Total Holders Balance</b>		<b>121,323,551</b>	<b>100</b>