



**ASHBURTON  
MINERALS LTD**

ABN 99 008 894 442

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1 August 2013

Company Announcements Office  
Australian Securities Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

**by electronic lodgement**

**Ashburton Minerals Ltd  
("Ashburton" or "the Company")**

Dear Sir/Madam

**COMPLETION OF SHARE PLACEMENT AND APPENDIX 3B**

Ashburton is pleased to advise that it has completed the placement of a total of a total of 225,000,000 fully paid ordinary shares. The Company issued 112,500,000 shares at an issue price of 0.1 cents each pursuant to ASX Listing Rule 7.1, and 112,500,000 shares at an issue price of 0.3 cents each pursuant to Listing Rule 7.1A. An Appendix 3B relating to the allotment of these shares is attached.

We note that the Appendix 3B also records the conversion of 535 options into fully paid ordinary shares, and the cancellation of 3,000,000 unlisted options issued to an employee, who no longer works for the Company, under the Company's Employee Share Option Plan.

In accordance with the requirements of ASX Listing Rule 3.10.5A the following information is provided:

- The dilution to existing shareholders, as a result of
  - the issue under Listing Rule 7.1 is 9.54%;
  - the issue under Listing Rule 7.1A id 9.54%; and
  - the total placement is 19.08%

Further details of the approximate percentage of the issued capital post the 7.1 and 7.1A placement held by the pre-placement security holders and new security holders are as follows:

Pre-placement security holders who did not participate in the 7.1A placement	83.98%
Pre-placement security holders who did participate in the 7.1A placement	0%
Participants in the 7.1A placement who were not previously security holders	16.02%

- The securities were issued to sophisticated and professional investors and a publicly listed company as it was considered to be a more efficient mechanism for raising the funds for the current placement. The placement id not expose the Company to market volatility that might have been experienced over a more protracted raising process such as a rights issue;

- There were no underwriting arrangements in place for the placement; and
- A placement fee of 6% was payable to DJ Carmichaels in relation to the placement of 165,000,000 of the placement shares, which raised \$330,000 before costs. The balance 60,000,000 shares were placed directly by the Company, raising \$120,000.

**Notice given under section 708A(5) of the Corporations act 2001**

The shares are part of a class of securities quoted on the Australian Securities Exchange.

The shares were issued without disclosure to the investors under Part 6D.2, in reliance on Section 708A(5) of the Corporations Act 2001.

The Company, as at the date of this notice, has complied with:

- a) The provisions of Chapter 2M of the Corporations Act 2001; and
- b) Section 674 of the Corporations Act 2001.

There is no excluded information as at the date of this notice, for the purposes of Sections 708A(7) and (8) of the Corporations Act 2001.

Yours faithfully,



Tom Dukovic  
**Managing Director**

For further information, please contact:

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Email: [info@ashmin.com.au](mailto:info@ashmin.com.au)

or visit our website: <http://www.ashmin.com.au> and join our e-list.

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

Name of entity

ASHBURTON MINERALS LTD

ABN

99 008 894 442

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   | Ordinary Fully Paid Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 225,000,535                |
| 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) | Ordinary Fully Paid Shares |

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	Yes; pari passu with existing ordinary fully paid shares.
	<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>	
5	Issue price or consideration	112,500,000 at 0.3 cents each 112,500,000 at 0.1 cents each 535 conversions of options at 0.3 c each
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Proceeds will be used to fund: <ul style="list-style-type: none"> <li>• corporate and administrative costs associated with the proposed acquisition of unlisted Platypus Resources Limited;</li> <li>• a \$100,000 loan to Platypus Resources Limited;</li> <li>• implementation of the Mt Andrew exploration programme; and</li> <li>• working capital requirements.</li> </ul>
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?	Yes
	If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	19 November 2012
6c	Number of +securities issued without security holder approval under rule 7.1	112,500,000

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	112,500,000						
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.	Yes; Date price agreed: 26 July 2013 Issue price: 0.3 c 15 day VWAP: 0.2718 c 75% of 15 d VWAP: 0.2038 (IRESS)						
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	29,886,196 (under 7.1) 2,424,131 (under 7.1A)						
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	31 July 2013: 225,000,000 1 August 2013: 535						
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>1,404,241,310</td> <td>Ordinary Fully Paid</td> </tr> <tr> <td>117,673,368</td> <td>ATNO options with exercise price of 1 cent and expiring 30 April 2014</td> </tr> </tbody> </table>	Number	+Class	1,404,241,310	Ordinary Fully Paid	117,673,368	ATNO options with exercise price of 1 cent and expiring 30 April 2014
Number	+Class							
1,404,241,310	Ordinary Fully Paid							
117,673,368	ATNO options with exercise price of 1 cent and expiring 30 April 2014							

+ See chapter 19 for defined terms.

	Number	+Class
9	59,365,976	ATNAI Unlisted Options with exercise price of 0.3 cents and expiring 31 December 2014
	5,000,000	ATNAO - Unlisted Options with exercise price of 7.25 cents and expiring 21 April 2014
	5,000,000	ATNAO - Unlisted Options with exercise price of 8.7 cents and expiring 21 April 2014
	5,000,000	ATNAO - Unlisted Options with exercise price of 10.15 cents and expiring 21 April 2014
	2,500,000	ATNAK - Unlisted options with exercise price of 7.25 cents and expiring 14 June 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?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +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

+ See chapter 19 for defined terms.

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

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+ See chapter 19 for defined terms.

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 +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+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 convertible securities

#### Entities that have ticked box 34(a)

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+ See chapter 19 for defined terms.



## 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

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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 

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39 Class of +securities for which quotation is sought 

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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)

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

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+ See chapter 19 for defined terms.

## 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: .....  
(Director)

Date: 1 August 2013

Print name: Tom Dukovic

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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

### 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	971,121,705																		
<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</li> </ul>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">25 Jan 2013 Rights issue:</td> <td style="text-align: right;">130,599,950</td> </tr> <tr> <td>Option conversions:</td> <td></td> </tr> <tr> <td>    • 09/08/12:</td> <td style="text-align: right;">52</td> </tr> <tr> <td>    • 25/09/12:</td> <td style="text-align: right;">15,750</td> </tr> <tr> <td>    • 14/11/12:</td> <td style="text-align: right;">51</td> </tr> <tr> <td>    • 24/12/12:</td> <td style="text-align: right;">3,000</td> </tr> <tr> <td>    • 12/03/13:</td> <td style="text-align: right;">267</td> </tr> <tr> <td>    • 01/08/13:</td> <td style="text-align: right;">535</td> </tr> <tr> <td>8 March 2013 Shortfall:</td> <td style="text-align: right;">47,500,000</td> </tr> </table>	25 Jan 2013 Rights issue:	130,599,950	Option conversions:		• 09/08/12:	52	• 25/09/12:	15,750	• 14/11/12:	51	• 24/12/12:	3,000	• 12/03/13:	267	• 01/08/13:	535	8 March 2013 Shortfall:	47,500,000
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• 12/03/13:	267																		
• 01/08/13:	535																		
8 March 2013 Shortfall:	47,500,000																		
<ul style="list-style-type: none"> <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> <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>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">0</td> <td></td> </tr> <tr> <td>0</td> <td></td> </tr> </table>	0		0															
0																			
0																			
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	0																		
<b>“A”</b>	1,149,241,310																		

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	172,386,196
<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>	2 Apr 2013: 25,000,000 16 Nov 2012: 5,000,000 1 Aug 2013: 112,500,000
“C”	<b>142,500,000</b>
<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>	172,386,196
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	142,500,000
<b>Total [“A” x 0.15] – “C”</b>	29,886,196 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ 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>	1,149,241,310
<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>	114,924,131
<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  <i>Notes:</i> <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>	112,500,000
<b>“E”</b>	112,500,000

+ See chapter 19 for defined terms.

<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>	114,924,131
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	112,500,000
<b>Total</b> ["A" x 0.10] – "E"	2,424,131 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.