

# 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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

<b>Name of entity</b>	<b>Resource Star Limited</b>
<b>ACN</b>	<b>098 238 585</b>

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; and Listed Options
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	Approximately 156,000,000 Shares; and Approximately 78,000,000 Listed Options
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 rank equally; and  One (1) free attaching Listed Option for every four (4) Shares issued, exercisable at \$0.005 on or before 31 March 2016
4	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: <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>	Shares issued will rank equally with existing fully paid Ordinary Shares on issue;  Shares issued upon the exercise of the Unlisted Options will rank equally with existing fully paid Ordinary Shares on issue;  Listed Options will exist in a class of their own as there are no other Unlisted Options on issue
5	Issue price or consideration	\$0.004 per Share for a total consideration of approximately \$624,000; and  Listed Options are free attaching so no consideration will be raised from their issue

+ See chapter 19 for defined terms.

6	<b>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</b>	<p>The Company will use the funds raised under the Rights Issue for:</p> <ul style="list-style-type: none"> <li>• Exploration work on Company Tenements;</li> <li>• Identification of new opportunities; and</li> <li>• General working capital purposes including paying creditors and meeting the costs of the Offer</li> </ul>				
6a	<p>Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the <sup>+</sup>securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Yes				
6b	The date the security holder resolution under rule 7.1A was passed	At the Company's Annual General Meeting held on 29 November 2013				
6c	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	Nil				
6d	Number of <sup>+</sup> securities issued with security holder approval under rule 7.1A	Nil				
6e	Number of <sup>+</sup> securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil				
6f	Number of securities issued under an exception in rule 7.2	156,000,000 Shares; and 78,000,000 Unlisted Options				
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	<p><u>Remaining Issue Capacity under Rule 7.1</u> 23,769,051 Securities</p> <p><u>Remaining Issue Capacity under Rule 7.1A</u> 29,197,309 Shares</p>				
7	Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates	Approximately 20 May 2014				
8	Current Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX	<table border="1"> <thead> <tr> <th data-bbox="805 1747 1125 1780">Number</th> <th data-bbox="1125 1747 1439 1780">Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="805 1780 1125 1848">156,000,000</td> <td data-bbox="1125 1780 1439 1848">Ordinary Shares</td> </tr> </tbody> </table>	Number	Class	156,000,000	Ordinary Shares
Number	Class					
156,000,000	Ordinary Shares					

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	Number	Class
8A Proposed Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in clause 2 if applicable)	312,000,000 78,000,000	Ordinary Shares March 2016 Listed Options

	Number	Class
9 Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the securities in clause 2 if applicable)	50,000	Unsecured Convertible Notes

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not Applicable
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## Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	No
12 Is the issue renounceable or non-renounceable?	Non-Renounceable Entitlement Issue
13 Ratio in which the <sup>+</sup> securities will be offered	One (1) New Share for every one (1) Share held by Shareholders; and One (1) Listed Option for every two (2) Shares issued
14 <sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Ordinary Shares; and Listed March 2016 Options
15 <sup>+</sup> Record date to determine entitlements	17 April 2014
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable
17 Policy for deciding entitlements in relation to fractions	Rounded up to the nearest whole number
18 Names of countries in which the entity has <sup>+</sup> 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.	Shareholders in Australia and New Zealand are entitled to participate
19 Closing date for receipt of acceptances or renunciations	12 May 2014
20 Names of any underwriters	Truestone Capital Limited
21 Amount of any underwriting fee or commission	Initial fee of \$5,000; and 6% of the total amount underwritten which is approximately \$37,440.

<sup>+</sup> See chapter 19 for defined terms.

22	Names of any brokers to the issue	Not Applicable
23	Fee or commission payable to the broker to the issue	Not Applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	Not Applicable
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	Not Applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	28 April 2014
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	Not Applicable
28	Date rights trading will begin (if applicable)	Not Applicable
29	Date rights trading will end (if applicable)	Not Applicable
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	Not Applicable
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not Applicable
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	Not Applicable
33	<sup>+</sup> Despatch date	20 May 2014

### 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 and Securities issued on expiry or conversion of convertible securities

*Questions 35 to 42 not applicable*

#### Quotation agreement

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+ See chapter 19 for defined terms.

- 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: 8 April 2014

Print name: **Eryn Kestel**  
**Company Secretary**

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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	121,189,754
<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> <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>	<p>8,800,000</p> <p>5,983,334</p> <p>-</p>
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	N/A
<b>“A”</b>	135,973,088

+ 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</b> “A” by 0.15	<b>20,395,963</b>
<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>	20,026,912
“C”	<b>20,026,912</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>	20,395,963
<b>Subtract</b> “C”  <i>Note: number must be same as shown in Step 3</i>	20,026,912
<b>Total</b> [“A” x 0.15] – “C”	<b>369,051</b>  <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>	135,973,088
<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>	<b>13,597,309</b>
<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>	<b>Nil</b>

+ 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>	13,597,309
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	-
<b>Total</b> ["A" x 0.10] – "E"	<b>13,597,309</b> <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.