



ASX RELEASE

Date 5 September 2013

Investment Summary

- ASX listed African-focused resources company (ASX:GBE)
- 100% interest held on projects in Malawi including niobium, graphite and rare earths
- Malawi Kanyika Niobium project in feasibility optimisation
- 70% interest in JV Mount Muambe REE project in Mozambique
- Major shareholder (54%) East China Non-Ferrous Metals Investment Holding Co. Ltd (ECE)

Directors and Management

Chairman

Yi Shao

Managing Director

Alistair Stephens

Executive Director & Deputy CEO

Shasha Lu

Non-Executive Director

William Hayden

Non-Executive Director

Tian Jingbin

Non-Executive Director

Peter Stephens

CFO & Company Secretary

Kerry Angel

Exploration Manager

Fergus Jockel

Executive Manager - Africa

Neville Huxham

FPOS 220,339,131

OPTIONS 11,750,000 (various)

GBEAQ 3M Rights expire June 2014

Contact

Alistair Stephens

Managing Director

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SUMMARY

Globe Metals & Mining (“Globe” or “the Company”; ASX:GBE) is pleased to announce that:

1. Globe will raise a total of approximately A\$1.6 million from the issue of Convertible Notes at a premium to the current share price to Apollo Metals Investment Co Limited (“Apollo”); and
2. Globe will further offer eligible shareholders a non-renounceable rights issue offer at A\$0.045 share price, to raise a further A\$9.9 million.

Highlights

- **Globe to raise \$11.5 million**
- **Positions Globe for a bank balance of about A\$24m**
- **New strategic investor to underwrite capital funding**
- The funding consists of;
 - a) a placement of Convertible Notes for A\$1.6m at A\$0.055
 - b) a non-renounceable rights issue for A\$9.9m at A\$0.045
 - c) Apollo Metals Investment Co., Ltd. (“Apollo”) to fully underwrite the rights issue
 - d) Shareholder approval to be sought at the Annual General Meeting (AGM) for the issue of the shortfall of the rights issue to Apollo as underwriter of the rights issue
- Apollo to become a strategic shareholder
- Apollo’s support to underpin Globes future growth plans

Globe Metals and Mining will raise A\$11.5 million (before fund raising costs) by the combination of a convertible note placement and an underwritten rights issue. These funds will enable Globe to actively progress development and growth plans.

Managing Director and CEO, Mr Alistair Stephens, said

“In a time where the capital markets for junior mining companies like Globe is extremely difficult, we are fortunate to have the support of Apollo to assist the Companies financial future”

“The structure of this funding arrangement is designed firstly to care for the existing interests of Shareholders through the rights issue process. Shareholders will then have the right to vote at the annual general meeting for Apollo to take up the shortfall of shares as underwriter of the rights issue”

“These monies, plus the strong support of Apollo, will underpin the progress of our exploration and development projects. This will place the Company in a strong position to progress feasibility studies and assess growth opportunities”

Details of the Fundraising

The Company’s fundraising comprises of:

1. an issue of 29,050,800 Convertible Notes at an issue price of \$0.055 raising a total of A\$1,597,794; and
2. a fully underwritten, non-renounceable pro-rata rights issue to eligible shareholders at an issue price of \$0.045 per share, raising a total of A\$9,915,261.

The fundraising from the issue of the convertible note is expected to be complete by 12 September 2013.

The fundraising from the rights issue is expected to be complete by mid to late November 2013.

Convertible Notes

The Convertible Notes will be issued to Apollo Metals Investment Co. Limited. The Notes will be issued at an issue price of \$0.055 with a Notes maturity date of 30 June 2014 and an interest payment of 7.5% per annum to the Notes Holder. Interest on the Notes accrues every 3 months, but is only payable if the Notes do not convert into Ordinary Shares. The Notes may be converted into Ordinary Shares by the Notes Holder at a ratio of 1 Note to 1 Ordinary Share, in accordance with the terms of issue for the Notes. The Notes can be converted or redeemed by the Notes Holder at any time after the meeting of shareholders at the Annual General Meeting. However, the conversion of those Notes after the issue of the shortfall shares to the Note Holder as underwriter, will only occur if Shareholder approval is obtained at a meeting of Shareholders if Apollo was to have a shareholding greater than 19.9% as a result of subscribing for the shortfall shares as underwriter.

The Notes are issued within the Company’s existing 15% placement capacity under Listing Rule 7.1.

Shareholder Rights Issue

A Shareholder Rights Issue offer of 1 new share for 1 existing share, at an issue price of \$0.045 per share has been agreed by the Board of Globe and supported by Apollo. Based on the total number of shares as at the date of this announcement, 220,339,131 new shares will be offered under the Rights Issue. The issue price of \$0.045 represents a discount of 10 % to Globe's 30 day VWAP (ending 30 August 2013). The offer will be made without prospectus disclosure by way of a Rights Issue Offer Document sent to eligible Shareholders, being Shareholders who are registered on the record date for the rights issue. Full details of the offer and all terms and conditions will be detailed in that Rights Issue Offer Document.

The rights issue offer is fully underwritten by Apollo Metals Investment Co. Ltd. An underwriting fee is payable by the company to Apollo equal to 6% (inclusive of GST) on the subscription monies for the shortfall shares subscribed for by the underwriter under the Rights Issue.

The rights issue offer is non-renounceable; therefore eligible shareholders will not be able to sell their entitlements under the rights issue.

The terms of issue of the Convertible Notes does not give the Notes Holder the right to participate in the rights issue.

Shareholder Approval for Transaction

The issue of the shortfall shares to the underwriter under the Rights Issue will be subject to Shareholder approval at the annual general meeting of Shareholders to be held in November 2013. The Shareholder approval will seek permission to allow Apollo to convert all of the 29,050,800 convertible notes into shares if Apollo's shareholding in the Company, after completion of the underwriting, is 20% or higher as a result of subscribing for the shortfall shares as underwriter under the Rights Issue. Globe has engaged an independent expert to assess whether the issue of shares to Apollo under this transaction is fair and reasonable.

A Notice of Meeting, Explanatory Memorandum and Proxy Form will be dispatched to Shareholders in October. The Explanatory Memorandum will contain detailed information to Shareholders explaining the transaction and will be accompanied by the Independent Experts Report. The timing of the rights issue fundraising and Shareholder vote will be coincident with the Annual General Meeting should there be no unusual delays to the process.

Managing Director and CEO, Mr Alistair Stephens, said in relation to shareholder approval being sought:

“Apollo is very commercial and cooperative in ensuring that all Shareholders are treated fairly and reasonably. Apollo fully supports Shareholder participation in the rights issue and is prepared for Shareholders to vote on Apollo's participation as a major Shareholder. It demonstrates to current Shareholders their intent to respect Shareholder rights and cooperate in the Companies development”

Conversion of Notes into Shares if Shareholder Approval is obtained

Under the terms of issue for the Notes, if Shareholders approve the transaction the Notes will automatically convert from Notes into ordinary shares, after the Shareholders meeting.

If Shareholders do not approve the transaction, then the shortfall shares will not be issued to the underwriter and the Company may issue a supplementary Rights Issue Offer Document to eligible Shareholders advising them that the rights issue is no longer underwritten by Apollo and advising them of their rights and choices in this situation.

Apollo as a strategic and supporting shareholder of the company

If Shareholder approval is obtained, the implementation of the transaction will see Apollo become a strong strategic supporter and shareholder of the Company, with an interest in the Company’s total share capital ranging from about 6% to 53%, depending on the level of shareholder participation in the rights issue.

Under the terms of the placement agreement, **Apollo** has the right to appoint one Director to the Board of Globe. This right to appoint a Director ceases if the Convertible Notes are not converted into Ordinary Shares before the Notes maturity date of 30 June 2014, or if the Notes are redeemed prior to the Notes maturity date of 30 June 2014.

Board Recommendation

The current Board of Globe will recommend that Shareholders approve the transaction and provide a sound financial platform for the Company’s future. The Notes Holder’s nominee director intends not to make a recommendation to shareholders given his appointment as a Director at the request of the Notes Holder.

Timetable for transaction

The following transaction is expected to apply to the transaction:

Transaction	Completion Date
ASX Announcement of agreement of Notes and the rights issue	5 September 2013
Issue of Notes completed	12 September 2013
Lodgement of Rights Issue Offer document with ASX	21 October 2013
Rights issue ‘ex’ date	23 October 2013
Rights Issue Record Date	29 October 2013
Dispatch of the Rights Issue Offer Document	4 November 2013
Rights Issue Opens	4 November 2013
Shareholders Meeting	8 November 2013
Rights Issue Closes	19 November 2013
Issue of new shares to eligible Shareholders and to the Underwriter (if Shareholder approval has been obtained)	27 November 2013

This timetable is indicative and may be changed in accordance with the ASX Listing Rules. The date for the Rights Issue Closing Date may be extended with ASX permission. The Company will notify any change to the timetable to the ASX.

Appendix 3B for the Rights Issue

Accompanying this announcement is an ASX Appendix 3B from the Company setting out more information relating to the rights issue. Another ASX Appendix 3B will be released by the Company upon the completion of the issue of the Convertible Notes.

Notice under Section 708AA of the Corporations Act 2001

The rights issue offer will be made to eligible Shareholders without prospectus disclosure, by the Company following the requirements set out in Section 708AA of the Corporations Act 2001. Accompanying this announcement is the notice required by that Section.

ENDS

Contact:

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About Globe Metals & Mining

Globe is an African-focused resources company, with a strategy to become a niobium and tantalum producer in Africa.

Globe's current focus is the Kanyika Niobium Project in Malawi, which will produce niobium and tantalum products; key additives in steels and electronics. The Mineral Resource statement substantiates that Kanyika could support a 20 year mine life.

Globe's corporate head office in Perth, Australia is supported by regional operational offices in Lilongwe and Maputo. The Company has been listed on the ASX since December 2005 (ASX:GBE).

In April 2011, the Company entered into a strategic partnership with East China Mineral Exploration and Development Bureau (ECE), a Chinese State Owned Enterprise with extensive mining operations in China and overseas. ECE is the major shareholder in Globe, and a key partner for Globe's exploration and development program in Africa.



Rights Issue
Cleansing Notice under section 708AA(2)(f) of the Corporations Act

This notice is given by Globe Metals & Mining Ltd (**Company**) under section 708AA(2)(f) of the Corporations Act 2001 (**Act**) as notionally modified by ASIC Class Order 08/35.

The Company has announced today that it will be offering eligible shareholders the opportunity to acquire additional fully paid ordinary shares in the capital of the Company (**Shares**) under a non-renounceable rights issue (**Rights Issue**) on the basis of 1 new Share for every 1 existing Share held at 5.00pm WST on 29 October 2013 (**Record Date**).

Shares under the Rights Issue will be offered at \$0.045 per Share. The maximum number of Shares which may be issued under the Rights Issue (assuming that no options are exercised before the record date) is 220,339,131 Shares.

The Rights Issue will be fully underwritten by Apollo Metals Investment Co., Limited (Company Number 1787009) (**Apollo** or **Underwriter**) a company incorporated in the British Virgin Islands. .

The Rights Issue will be made without a disclosure document, pursuant to the exemption granted in section 708AA of the Act. An offer document containing details of the Rights Issue will be sent to shareholders on 4 November 2013.

An Appendix 3B and a proposed timetable in relation to the Rights Issue was announced today.

NOTICE UNDER SECTION 708AA OF THE CORPORATIONS ACT 2001 (CTH) (ACT)

The Company hereby notifies that:

- (a) the Company will offer Shares for issue without disclosure to investors under Part 6D.2 of the Act;
- (b) the Company is providing this notice under paragraph 2(f) of section 708AA of the Act;
- (c) as at 5 September 2013, the Company has complied with:
 - i. the provisions of Chapter 2M of the Act as they apply to the Company; and
 - ii. section 674 of the Act;
- (d) as at 5 September 2013, there is no information that:
 - i. has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - ii. investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - A. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company;
 - B. the rights and liabilities attaching to the Shares,

which is not set out in this notice; and

(e) information set out below in this notice illustrates:

- i. the potential effect the issue of Shares will have on the control of the Company; and
- ii. the consequences of that effect.

CAPITAL STRUCTURE

The following table shows the number of Shares on issue at the date of this notice and the total number of Shares on issue as at the close of the Rights Issue based on the maximum total Shares to be issued under the Rights Issue (assuming no existing options are exercised).

Ordinary Shares	Number
Shares on issue as at the date of this notice	220,339,131
Maximum number of shares to be issues under the Rights Issue	220,339,131
Total Shares on issue as at the close of the Rights Issue	440,678,262

The Company has 11,750,000 unquoted options on issue. These options may be exercised prior to the Record Date in order for the option holders to participate in the Rights Issue. If the options are exercised, the number of Shares issued under the Rights Issue will increase accordingly.

The Company also has 3,000,000 Class B performance shares on issue which carry no entitlement to participate in the Rights Issue as the vesting conditions for those securities will not be satisfied before the Record Date.

In addition to the above securities, the Company has agreed to issue 29,050,800 convertible notes at an issue price of \$0.055 to Apollo under the Company’s 15% placement capacity under the ASX Listing Rules. The convertible notes may be converted into Shares at a ratio of 1 note to 1 Share in accordance with their terms of issue.

The issue of Shares to Apollo as underwriter of the Rights Issue will be subject to Shareholder approval at a meeting of Shareholders to be held in November 2013. If Shareholder approval is received, the convertible notes will automatically convert into 29,050,800 Shares on the tenth Business Day after the rights issue closes and the shortfall shares are issued to Apollo as underwriter. The Shareholder approval sought will seek permission to allow Apollo to convert all of the 29,050,800 convertible notes into shares if Apollo’s shareholding in the Company, after completion of the underwriting, is 20% or higher as a result of subscribing for the shortfall shares as underwriter under the Rights Issue.

UNDERWRITING AGREEMENT

On 5 September 2013 the Company and the Underwriter entered into an underwriting agreement whereby the Underwriter has agreed to underwrite any shortfall Shares under the Rights Issue (**Underwriting Agreement**).

The Company must pay the Underwriter an underwriting fee calculable from 6% of the total subscription amount for the shortfall Shares under the Rights Issue multiplied by the issue price of \$0.045 (inclusive of GST). The Company must reimburse all expenses incurred by the Underwriter in connection with the Rights Issue to a maximum of A\$10,000, with the Underwriter being required to obtain the Company's prior approval for expenses above that maximum.

The Underwriter has the absolute discretion to terminate the Underwriting Agreement if any of the following events occur:

- (a) the Company ceases to be admitted to the official list of ASX;
- (b) ASX makes any official statement to any person or indicates to the Company or the Underwriter that official quotation of the Rights Issue Shares will not be granted;
- (c) ASIC makes a determination under section 708AA(3) of the Corporations Act with respect to the Company;
- (d) a Court makes an order under sections 1324A or 1324B of the Corporations Act in relation to the Rights Issue;
- (e) the Company withdraws the Rights Issue;
- (f) a general moratorium on commercial banking activities in Australia, the United States of America or the United Kingdom is declared by the relevant central banking authority in any of those countries or trading in all securities quoted or listed on ASX, the London Stock Exchange and/or the New York Stock Exchange is suspended in a material respect for 2 or more consecutive trading days, the effect of which is such as to make it, in the reasonable judgment of the Underwriter materially more difficult to promote the Rights Issue or to enforce contracts to issue and allot the Rights Issue Shares;
- (g) any director of the Company is charged with an indictable offence, or is disqualified from managing a corporation, or commits an act of fraud in connection with any aspect of the Rights Issue or the Company;
- (h) the Company fails to give the Underwriter a closing certificate or if the closing certificate contains a statement that is not true.

The Underwriter may terminate the Underwriting Agreement if any of the following events, in the opinion of the Underwriter, has, or is likely to have, a material adverse effect on the marketing success of the Rights Issue, renders it impracticable to effect acceptances under the Rights Issue, or leads, or is likely to lead, to a liability for the Underwriter under any law:

- (a) public and other media statements made by or on behalf of the Company in relation to the affairs of the Company or the Rights Issue contains a statement that is misleading or deceptive or likely to mislead or deceive, omits material required to be contained in them, or constitutes conduct by any person which is misleading or deceptive or likely to mislead or deceive;

- (b) hostilities not presently existing commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, New Zealand, the United States of America, the United Kingdom, any member state of the European Union, Japan, Indonesia, North Korea, South Korea or the People’s Republic of China or the declaration by any of these countries of a national emergency or war or a major terrorist act is perpetrated involving any of those countries or any diplomatic, military, commercial or political establishment of any of those countries elsewhere in the world;
- (c) there is introduced or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State authority, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of the Underwriting Agreement), any of which does or is likely to prohibit or regulate the Rights Issue, capital issues or security markets;
- (d) a default by the Company in the performance of any of its obligations under the Underwriting Agreement occurs;
- (e) a representation or warranty contained in the Underwriting Agreement on the part of the Company is not true or correct; or
- (f) any material adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of the Company.

POTENTIAL EFFECTS ON CONTROL

If eligible shareholders take up all of their entitlements under the Rights Issue, then the Rights Issue will have no effect on the control of the Company. If some eligible shareholders do not take up all of their entitlement under the Rights Issue, then the interests of those eligible shareholders will be diluted. The proportional interests of shareholders not entitled to participate in the Rights Issue will be diluted because such shareholders are not entitled to participate in the Rights Issue.

An analysis of the effect of the Rights Issue on the Underwriter’s interest in the Company is set out below. The information below assumes: (a) no options on issue will be exercised before the Record Date; (b) that shareholder approval is obtained for the issue of Shares to Apollo as underwriter of the Rights Issue; (c) conversion of the 29,050,800 notes from notes to 29,050,800 Shares.

Scenario	Underwriter’s %
Holding prior to the Rights Issue	0%
100% of Shareholders take up their entitlement	6.2%
50% of Shareholders take up their entitlement	29.6%
25% of Shareholders take up their entitlement	41.3%
0% of Shareholders take up their entitlement.	53.1%

If Shareholders do not approve the issue of Shares to Apollo as underwriter of the Rights Issue, Apollo will not be entitled to be issued shortfall shares as underwriter of the Rights Issue.

The Company's major Shareholder, AO-Zhong International Mineral Resources Pty Ltd holds 118,143,625 Shares equaling an interest of approximately 53.24% in the Company as at the date of this notice.

If AO-Zhong International Minerals Resources Pty Ltd takes up its full entitlement of 118,143,625 Shares and no other Shareholder participates in the Rights Issue, the Underwriter will acquire approximately 27.9% of the Company following completion of the Rights Issue if Shareholder approval of the issue of Shares to the Underwriter on conversion of the convertible notes is obtained. The 27.9% figure includes the 29,050,800 Shares that would result from the automatic conversion of the notes.

In the event that the Underwriter acquired an interest above 25% it would give the Underwriter the ability to block a special resolution of Shareholders and if the Underwriter acquired an interest above 50%, it could alone pass an ordinary resolution of Shareholders which may impact on the control of the Company (in the manner contemplated by section 50AA of the Corporations Act).

The terms of the convertible notes also allow Apollo to appoint one director to the board of directors of the Company. This right to appoint a director ceases if the convertible notes are not converted into Shares before the note maturity date of 30 June 2014 or if the notes are redeemed prior to the maturity date of 30 June 2014.

Yours faithfully

A handwritten signature in black ink, appearing to read "Alistair Stephens", followed by a period.

Alistair Stephens
Managing Director and CEO

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

Globe Metals & Mining Limited

ABN

33 114 400 609

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 shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 220,339,131 pursuant to a non-renounceable 1 for 1 rights issue
The precise breakdown of shares to be issued is subject to reconciliation of shareholder entitlements |
| 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) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<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"> • 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 	<p>Yes</p>
<p>5 Issue price or consideration</p>	<p>\$0.045 per share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Pro-rata non-renounceable rights issue on a 1 for 1 basis</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>Nil</p>

+ See chapter 19 for defined terms.

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)	Nil				
6f	Number of +securities issued under an exception in rule 7.2	220,339,131				
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	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	27 November 2013				
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: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">440,678,262</td> <td>Fully paid ordinary</td> </tr> </tbody> </table>	Number	+Class	440,678,262	Fully paid ordinary
Number	+Class					
440,678,262	Fully paid ordinary					

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	600,000	Unquoted Options exercisable at 15 cents and expiring 29 November 2014
		500,000	Unquoted Options exercisable at 26 cents and expiring 29 November 2014
		350,000	Unquoted Options exercisable at 30 cents and expiring 1 September 2014
		200,000	Unquoted Options exercisable at 25 cents and expiring 26 October 2013
		200,000	Unquoted Options exercisable at 25 cents and expiring 26 October 2014
		600,000	Unquoted Options exercisable at 15 cents and expiring 29 November 2016
		500,000	Unquoted Options exercisable at 26 cents and expiring 29 November 2016
		250,000	Unquoted Options exercisable at 0.1 cents and expiring 31 January 2014
		250,000	Unquoted Options exercisable at 0.1 cents and expiring 31 January 2014
		250,000	Unquoted Options exercisable at 0.1 cents and expiring 31 January 2014
		250,000	Unquoted Options exercisable at 0.1 cents and expiring 31 January 2014
		3,000,000	Unquoted Options exercisable at 0.1 cents and expiring 31 January 2015
		800,000	Unquoted Options exercisable at 0.1 cents and expiring 31 January 2015
		1,000,000	Unquoted Options exercisable at 10 cents and expiring 30 June 2017
		1,000,000	Unquoted Options exercisable at 15 cents and expiring 30 June 2018
1,000,000	Unquoted Options exercisable at 20 cents and expiring 30 June 2019		
1,000,000	Unquoted Options exercisable at 25 cents and expiring 30 June 2020		
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as ordinary shares	

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	1 for 1
14	+Class of +securities to which the offer relates	Fully paid ordinary shares
15	+Record date to determine entitlements	29 October 2013
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	Rounding up
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	All countries other than Australia, New Zealand and the British Virgin Islands
19	Closing date for receipt of acceptances or renunciations	5.00pm WST on 19 November 2013

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

20	Names of any underwriters	Apollo Metals Investment Co., Limited
21	Amount of any underwriting fee or commission	6% of the total shortfall shares subscribed for by underwriter, multiplied by the issue price of \$0.045
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 offer documents will be sent to persons entitled	4 November 2013
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	21 October 2013
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

+ See chapter 19 for defined terms.

32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	27 November 2013

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
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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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 +issue date 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)

--

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

+ 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 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: Date: 5 September 2013
Company secretary

Print name: Kerry Angel

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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

Rule 7.1 – Issues exceeding 15% of capital	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	
<i>Add</i> the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
<i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<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"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“C”	
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	
<p>Total [“A” x 0.15] – “C”</p>	<p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

Part 2

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

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.