

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

EUMERALLA RESOURCES LIMITED

ABN

62 148 860 299

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 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 42,630,359 |
| 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 |

+ See chapter 19 for defined terms.

4	<p>Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <p>) the date from which they do</p> <p>) the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</p> <p>) the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</p>	Yes
5	Issue price or consideration	\$0.025 per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Funds will be used as outlined in the Prospectus lodged on 5 April 2016 (Prospectus)
6a	<p>Is the entity an ⁺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 ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
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

⁺ See chapter 19 for defined terms.

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	42,630,359 fully paid ordinary shares	
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	14,874,841	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	5 August 2016	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		99,165,607	Ordinary Shares (EUM)

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	N/A
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?	No
12	Is the issue renounceable or non-renounceable?	Renounceable
13	Ratio in which the +securities will be offered	Nine (9) new Shares for every eight (8) Shares held
14	+Class of +securities to which the offer relates	Ordinary fully paid shares
15	+Record date to determine entitlements	14 April 2016
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Round up
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.	The issue is available to shareholders with registered addresses in Australia and New Zealand only.
19	Closing date for receipt of acceptances or renunciations	4 May 2016

+ See chapter 19 for defined terms.

20	Names of any underwriters	CPS Capital Group Pty Ltd
21	Amount of any underwriting fee or commission	As outlined in section 8.6 of the Prospectus
22	Names of any brokers to the issue	CPS Capital Group Pty Ltd
23	Fee or commission payable to the broker to the issue	As outlined in section 8.6 of the Prospectus
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	19 April 2016
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)	13 April 2016
29	Date rights trading will end (if applicable)	27 April 2016
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	As outlined in section 4.9 of the Prospectus
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	As outlined in section 4.10 of the Prospectus
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	As outlined in section 4.11 of the Prospectus

⁺ See chapter 19 for defined terms.

33 ⁺Despatch date

5 August 2016

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.

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: Tim Slate
 (Company secretary)

Date: 5 August 2016

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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	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	46,666,168
Add 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 Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	9,869,080 – Per Prospectus dated 5 April 2016 42,630,359 – Shortfall Per Prospectus dated 5 April 2016 Nil Nil
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	99,165,607

+ 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	14,874,841
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert 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>Note:</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	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	14,874,841
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.15] – “C”	14,874,841 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Top Holders Report

Eumeralla Resources Limited

Security Class(es): EUM - ORDINARY FULLY PAID SHARES

As at Date: 05-Aug-2016

Display Top: 20

Position	Holder Name	Holding	% IC
1	REDHILL PARTNERS PTE LTD	10,686,788	10.78%
2	ASIA PACIFIC INVESTMENT PARTNERS HONG KONG LIMITED	8,166,167	8.23%
3	MR JASON PETERSON & MRS LISA PETERSON <J & L PETERSON S/F A/C>	7,217,999	7.28%
4	MR MICHAEL JOHN HYNES	6,000,001	6.05%
5	CELTIC CAPITAL PTE LTD <INVESTMENT 1 A/C>	4,370,000	4.41%
6	GEMELLI NOMINEES PTY LTD <GEMELLI FAMILY A/C>	2,600,000	2.62%
7	AGENS PTY LIMITED <THE MARK COLLINS FAMILY A/C>	2,425,000	2.45%
8	CHEMBANK PTY LIMITED <CABAC SUPER FUND A/C>	2,125,000	2.14%
8	BLAMNCO TRADING PTY LTD	2,125,000	2.14%
8	CHEMBANK PTY LIMITED <PHILANDRON ACCOUNT>	2,125,000	2.14%
9	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	2,110,008	2.13%
10	LIBERTINE INVESTMENTS PTY LTD	2,000,000	2.02%
10	CHIFLEY PORTFOLIOS PTY LTD <DAVID HANNON A/C>	2,000,000	2.02%
10	NEFCO NOMINEES PTY LTD	2,000,000	2.02%

Position	Holder Name	Holding	% IC
10	KHAZA NOMINEES PTY LTD	2,000,000	2.02%
10	MR ANANDA KATHIRAVELU	2,000,000	2.02%
10	MR NICK TSAGARIS <THE TSAGARIS A/C>	2,000,000	2.02%
11	PLATINUM PRESTIGE LTD	1,772,165	1.79%
12	PROFESSIONAL PAYMENT SERVICES PTY LTD	1,640,000	1.65%
13	MR BIN LIU	1,400,000	1.41%
14	MR JOHN ANTHONY DELLA BOSCA & MRS JONINA GUDBJORG DELLA BOSCA <JA & JG DELLA BOSCA S/F A/C>	1,050,000	1.06%
14	MR JOHN DELLA BOSCA <JA&JG DELLA BOSCA FAMILY A/C>	1,050,000	1.06%
15	FACILITATE CORPORATION PTY LTD	1,012,500	1.02%
15	MR ANDREW PETERFREUND	1,012,500	1.02%
16	ATTADALE HOLDINGS PTY LTD	1,000,000	1.01%
17	MR MICHAEL SHAW-TAYLOR	992,248	1.00%
18	PENTIN PTY LTD <SUPERANNUATION A/C>	900,000	0.91%
19	KINGSTON VALE PTY LTD <YOUD FAMILY A/C>	800,000	0.81%
19	MR MARIO DI LALLO & MRS ALISON VALERIE DI LALLO <M & A SUPER FUND A/C>	800,000	0.81%
19	STONEHURST (WA) PTY LTD	800,000	0.81%
19	TYCHE INVESTMENTS PTY LTD	800,000	0.81%
20	HUDSON BAY INVESTMENTS PTY LTD <HUDSON BAY INVESTMENT A/C>	650,000	0.66%
Totals		77,630,376	78.28%
Total Issued Capital		99,165,607	100.00%