



4 March 2016

ASX ANNOUNCEMENT

(ASX: AJR)

ISSUE OF PLACEMENT SHARES

Arunta Resources Limited (“**Arunta**” or “**the Company**”) advises it has placed 333,333,334 new fully paid ordinary shares at an issue price of \$0.00075 (0.075 cents) per share, raising a total of \$250,000 (“**the Share Placement**”). The placement and receipt of commitments was announced on 1 December 2015. The placement was subject to completion of the demerger of Davenport Resources Limited which was announced on 26 February 2016.

Funds raised from the Share Placement are to be applied to working capital including for administrative expenses and expenses in connection with the proposed Capital Raising and acquisition of Spirit Telecom (Australia) Pty Ltd (“**Spirit**”), including ongoing administrative costs pending completion of the acquisition.

The shares were placed to professional, sophisticated and other exempt investors determined by the Company in consultation with Spirit, including a total of 200 million shares being issued to four recipients associated with vendors of Spirit and/or directors proposed for election by Spirit as a condition of the acquisition of Spirit.

Of the 333,333,334 shares issued, 150,637,709 were issued pursuant to Listing Rule 7.1 with the remaining 182,695,625 shares issued pursuant to Listing Rule 7.1A.

An Appendix 3B and cleansing notice in respect of the issue of shares accompany this announcement.

Information provided pursuant to Listing Rule 3.10.5A

The Company issued 182,695,625 shares under its 10% capacity under Listing Rule 7.1A (“**Capacity Shares**”).

As required under Listing Rule 3.10.5A, the Company provides the following information:

- a) the dilutive effect on existing shareholders of the Capacity Shares is as follows:

Number of Share on issue prior to Share Placement	1,826,956,046
Shares issued under Listing Rule 7.1 (Share Placement)	150,637,709
Shares including those issued under Listing Rule 7.1 of Share Placement	1,977,593,755
Shares issued under Listing Rule 7.1A (Capacity Shares)	182,695,625
Dilution as a result of issue under Listing Rule 7.1A	9.24%
Total number of shares now on issue	2,160,289,380

- b) The issue price of the shares was 0.075 cents (\$0.00075), representing a 25% discount to the volume weighted average price for the 15 days on which trades of the Company’s shares were recorded on ASX ending on 2 March 2016, being the trading day before the day on which the securities were issued. The issue price was a 25% discount to the closing price on 2 March 2016 of \$0.001 (0.1 cents).

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- c) The Share Placement was undertaken by the Company following identification of demand for shares by sophisticated and professional investors. The Share Placement was considered the most efficient and effective method of meeting the Company's requirements to fund costs in connection with and pending completion of the proposed acquisition of Spirit;
- d) There was no underwriting agreement in relation to the Share Placement; and
- e) No fees were payable in respect of the Share Placement.

ENDS

For further information:

Investors:

Angus Edgar, Director

Arunta Resources Limited

Tel: +61 (3) 8610 8600

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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

Arunta Resources Limited

ABN

73 089 224 402

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 | 333,333,360 |
| 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) | Same as existing upon issue. |

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Appendix 3B
New issue announcement

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4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?	Yes
	<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 	
5	Issue price or consideration	<p>333,333,334 issued at \$0.00075 per share (placement)</p> <p>26 issued at \$0.02 per share on options exercised</p>
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The funds raised will be used for working capital purposes.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?	Yes
	If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i> , and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	24 November 2015
6c	Number of +securities issued without security holder approval under rule 7.1	150,637,730

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	182,695,604
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	26
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.	<p>Yes</p> <p>VWAP: 0.1 cents Issue price: 0.075 cents</p> <p>Source: IRESS</p>
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	Refer to Annexure 1 below
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>	4 March 2016

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Appendix 3B
New issue announcement

	Number	+Class
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	2,160,289,380
		Ordinary Shares
	590,586,803	Options \$0.001712 expiring on or before 31 July 2019

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	15,000,000
		Options exercisable at \$0.029712 on or before 18 December 2016

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
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Part 2 - Pro rata issue

11	Is security holder approval required?	
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12	Is the issue renounceable or non-renounceable?	
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13	Ratio in which the +securities will be offered	
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14	+Class of +securities to which the offer relates	
----	--	--

15	+Record date to determine entitlements	
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
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17	Policy for deciding entitlements in relation to fractions	
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18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	

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Appendix 3B
New issue announcement

- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

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.

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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

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)		

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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: 4 March 2016

Print name: Angus Edgar

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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	1,826,956,020
<p>Add the following:</p> <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> 	04.03.2016 26 (exercise of options)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	N/A
“A”	1,826,956,046

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Appendix 3B
New issue announcement

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	274,043,406
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><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> 	4/3/16 150,637,730 shares (AJR)
“C”	150,637,730
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>	274,043,406
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	150,637,730
Total [“A” x 0.15] – “C”	123,405,676 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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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	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,826,956,046
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	182,695,604
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert 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"> • <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> 	04.03.2016 182,695,604 (issue agreed and announced 01.12.2015)
“E”	182,695,604

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Appendix 3B
New issue announcement

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	182,695,604
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	182,695,604
Total ["A" x 0.10] – "E"	0 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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4 March 2016

ASX ANNOUNCEMENT

(ASX: AJR)

708A CLEANSING NOTICE

Arunta Resources Limited (“**Arunta**” or “**the Company**”) gives notice under section 708A(5)(e) of the Corporations Act 2001 (Cth) (**Act**) in compliance with the requirements of section 708A(6) of the Act as follows:

- (a) On 4 March 2016 the Company issued 333,333,334 fully paid shares in the Company without disclosure to investors under Part 6D.2 of the Act.
- (b) As at the date of this notice, the Company has complied with:
- (i) the provisions of Chapter 2M of the Act as they apply to the Company; and
 - (ii) the provisions of section 674 of the Act.
- (c) The Company is not aware of any information required to be disclosed for the purposes of section 708A(6)(e) of the Act, being information:
- (i) that has been excluded from a continuous disclosure notice in accordance with the Listing Rules of the ASX; and
 - (ii) that investors and their professional advisors would reasonably require for the purposes of making an informed assessment of:
 - the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - the rights and liabilities attaching to the ordinary shares of the Company.

An Appendix 3B with respect to the issue has been lodged with ASX.

ENDS

For further information:

Investors:

Angus Edgar, Director

Arunta Resources Limited

Tel: +61 (3) 8610 8600

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