



RNS Number : 5136O  
Scotgold Resources Ltd  
07 August 2014

## PLACEMENT

Scotgold Resources Limited (ASX:SGZ, AIM: SGZ) (**Scotgold**) is pleased to announce that it has completed a placement of 56,874,933 fully paid ordinary Scotgold shares at an issue price of \$0.0075 each to raise \$426,562 and 18,765,318 fully paid ordinary Scotgold shares at an issue price of \$0.0100 each to raise \$187,653, as approved by shareholders at a General Meeting held on 30 July 2014 (**Placement**).

Below is an Appendix 3B in respect of the Shares issued under the Placement.

Settlement of the Placement is scheduled to occur on 6 August 2014 and the Shares are expected to be issued and begin trading on the ASX on 7 August 2014 and on AIM on 12 August 2014. The Shares issued under the Placement will rank equally with existing Scotgold shares

### Notice Given Under Section 708A(5) Of The Corporations Act

This notice is given by Scotgold under section 708A(5)(e) of the Corporations Act 2001 (Cth) (**Corporations Act**) in relation to an issue of 90 million fully paid shares by Scotgold without disclosure to investors under Part 6D.2 of the Corporations Act.

As at the date of this notice, Scotgold has complied with:

- (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
- (b) section 674 of the Corporations Act.

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

For further information please contact:

United Kingdom:

Scotgold Resources Limited	Westhouse Securities Limited	Bankside Consultants
John Bentley (Chairman)	Martin Davison	Simon Rothschild
Tel: +44 (0)77 8592 1505		
Chris Sangster (CEO)		
Tel: +44 (0)77 2562 9509	Tel: +44 (0)20 7601 6100	Tel +44 (0)7703 167 065

Australia:

Scotgold Resources Limited  
Peter Newcomb  
(Co. Secretary)  
Tel: +61 (8) 9222 5850

# 1 Appendix 3B

## 2

### 3 New issue announcement,

#### 4 application for quotation of additional securities

##### 5 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

SCOTGOLD RESOURCES LIMITED

ABN

42 127 042 773

We (the entity) give ASX the following information.

## 6 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	(a) Ordinary fully paid shares (b) Ordinary fully paid shares (c) Options
2 Number of +securities issued or to be issued (if known) or maximum number which may be issued	(a) 56,874,933 (b) 18,765,318 (c) 50,000,000
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)	(a) Ordinary fully paid shares (b) Ordinary fully paid shares (c) Options exercisable at 1.2 cents per share with an expiry date of 31 March 2015
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"> <li>• <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> the date from which they do</li> </ul>					
<ul style="list-style-type: none"> <li>• <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> </ul>					
<ul style="list-style-type: none"> <li>• <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>					
<p>5 Issue price or consideration</p>	<table border="1"> <tr> <td>(a)</td> <td>0.750 cents per share</td> </tr> <tr> <td>(b)</td> <td>1.000 cents per share</td> </tr> </table>	(a)	0.750 cents per share	(b)	1.000 cents per share
(a)	0.750 cents per share				
(b)	1.000 cents per share				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>General working capital and in lieu of cash payment of outstanding directors' fees.</p>				
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p>	<p>Yes</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>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>28 November 2013</p>				
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Nil</p>				
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Nil</p>				

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	75,640,251 Ordinary fully paid shares 50,000,000 Options  General Meeting held on 30 July 2014 Resolutions 2, 4 and 6
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6f	Number of +securities issued under an exception in rule 7.2	NIL
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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
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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
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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	See Annexure 1.
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7	+Issue dates  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.  Cross reference: item 33 of Appendix 3B.	6 August 2014
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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>559,529,569</td> <td>Ordinary Fully Paid Shares</td> </tr> </tbody> </table>	Number	+Class	559,529,569	Ordinary Fully Paid Shares
Number	+Class					
559,529,569	Ordinary Fully Paid Shares					

Number	+Class
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9	Number and class of all securities not quoted on ASX (including the securities in section 2 if applicable)	3,000,000	Options Exercise at A\$0.08 Expiry 31 March 2022
		15,316,110	Options Exercise at £0.045 Expiry 7 June 2014
		153,161	Options Exercise at £0.031 Expiry 7 December 2015
		7,111,111	Options Exercise at £0.045 Expiry 28 March 2016
		50,000,000	Options Exercise at A\$0.012 Expiry 31 March 2015
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No plans to pay dividends at this stage	

## 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

### 7 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.

## 8 Appendix 3B - Annexure 1

### 9 Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### 10 Part 1

<b>Rule 7.1 - Issues exceeding 15% of capital</b>	
<b><i>Step 1: Calculate "A", the base figure from which the placement capacity is calculated</i></b>	
<b><i>Insert</i></b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	211,565,739
<b><i>Add</i></b> the following:	166,174,304

<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>	<table> <tr> <td>10,000,000</td> <td>16 September 2013</td> </tr> <tr> <td>90,000,000</td> <td>5 March 2014</td> </tr> <tr> <td>6,149,275</td> <td>21 March 2014</td> </tr> <tr> <td>75,640,251</td> <td>8 August 2014</td> </tr> </table>	10,000,000	16 September 2013	90,000,000	5 March 2014	6,149,275	21 March 2014	75,640,251	8 August 2014
10,000,000	16 September 2013								
90,000,000	5 March 2014								
6,149,275	21 March 2014								
75,640,251	8 August 2014								
<p><i>Note:</i></p> <ul style="list-style-type: none"> <li>Include only ordinary securities here - other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>									
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	NIL								
"A"	559,529,569								

<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	83,929,435
<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>This applies to equity securities, unless specifically excluded - not just ordinary securities</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> </ul>	Nil

• It may be useful to set out issues of securities on different dates as separate line items	
"C"	Nil
<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>	83,929,435
<b>Subtract "C"</b> <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total</b> ["A" x 0.15] - "C"	83,929,435 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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## 11 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>	
"A" <i>Note: number must be same as shown in Step 1 of Part 1</i>	559,529,569
<b>Step 2: Calculate 10% of "A"</b>	
"D"	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply</b> "A" by 0.10	55,952,957
<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>	Nil



<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>	Nil

<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>	55,952,957
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total</b> ["A" x 0.10] - "E"	55,952,957 <i>Note: this is the remaining placement capacity under rule 7.1A</i>