



RNS Number : 0244T
 Scotgold Resources Ltd
 23 March 2016

The Company Announcements Office
 Australian Securities Exchange Limited
 4th Floor 20 Bridge Street
 SYDNEY NSW 2000

ISSUE OF SHARES

Scotgold Limited (**ASX: SGZ, AIM: SGZ**) ("Company") advises that on 22 March 2016 it issued 73,900,000 fully paid shares to a sophisticated and private Section 708 exempt investor Mr Nat Le Roux, a Director of the Company. The shares were issued through the conversion of rights in a Convertible Note held by Mr Le Roux previously approved by shareholders on 30 July 2014.

Please find attached a Form 3B and Section 708A Notice in respect of this issue.

Following conversion, Mr Nat Le Roux's holding will be 576,120,806 ordinary shares representing 40.66% of the enlarged issued share capital and Total Voting Rights of the Company.

Admission of the 73,900,000 new ordinary shares is anticipated on the 30th March. Following admission, the Company's enlarged issued share capital will comprise 1,416,733,693 shares, with voting rights. The Company does not hold any Shares in treasury, therefore the total number of shares in the Company with voting rights will be 1,416,733,693.

For further information please contact:

Scotgold Resources Limited	Stockdale Securities Limited	Capital Markets Consultants	Vicarage Capital Limited
Richard Gray - CEO	Robert Finlay/Alastair Stratton/ Ed Thomas	Simon Rothschild	Rupert Williams
Tel: +44 (0)1838 400 306	Tel: +44 (0)20 7601 6100	Tel +44 (0)7703 167 065	Tel: +44 (0)20 3651 2911

NOTICE PURSUANT TO SUBSECTION 708A(5)(E) OF THE CORPORATIONS ACT 2001 (CTH) (ACT)

Scotgold Limited (**ASX: SGZ, AIM: SGZ**) ("Company") advises that on 22 March 2016 it issued 73,900,000 fully paid shares to a sophisticated and private Section 708 exempt investor Mr Nat Le Roux, a Director of the Company. The shares were issued through conversion of rights in a Convertible Note held by Mr Le Roux previously approved by shareholders on 30 July 2014.

As required by subsection 708A(6) of the Act the directors of the Company advise that:

- (i) the Company issued the shares without disclosure to investors under Part 6D.2 of the Act;
- (ii) this Notice is being given pursuant to subsection 708A(5)(e) of the Act;
- (iii) as at the date of this Notice, the Company has complied with:

(a) the provisions of Chapter 2M of the Act as they apply to the Company, and

(b) section 674 of the Act; and

- (iv) as at the date of this Notice, the Company is not in possession of any excluded information as defined in subsections 708A(7) and 708A(8) of the Act

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

SCOTGOLD RESOURCES LIMITED

ABN

42 127 042 773

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 fully paid shares
2 Number of +securities issued or to be issued (if known) or maximum number which may be issued	73,900,000
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)	Fully Paid Ordinary Shares issued through exercise of Convertible Note.

<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>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>A\$0.006 per share</p> <p>Completion of ongoing technical studies, further exploration and working capital</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 <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>30 Nov 2015</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) 73,900,000

6f Number of +securities issued under an exception in rule 7.2 Nil

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 7.1 Capacity: 200,010,054
7.1A Capacity: 133,340,036

7 +Issue dates 22 March 2016
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.

		Number	+Class
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	1,333,400,361	Fully Paid Ordinary Shares

	Number	+Class
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
	7,111,111	Options Exercise at £0.045 Expiry 28 March 2016
	30,000,000	Options Exercise at £0.0069 Expiry 22 September 2017
	124,095,889	Options Exercise at £0.01 Expiry 30 September 2017
	56,846,154	Options Exercise at \$0.012 Expiry 31 March 2016
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

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: 22 March 2016
(Company secretary)

Print name: Gabriel Chiappini

== == == == ==

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	1,045,392,472
<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> 	90,000,000 - 4 May 2015 95,295,889 - 7 Oct 2015 28,800,000 - 28 Oct 2015 12,000 - 20 Jan 2016 73,900,000 - 22 Mar 2016
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
"A"	1,333,400,361

Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	200,010,054
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> 	Nil
"C"	Nil
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>	200,010,054
Subtract "C" <i>Note: number must be same as shown in Step 3</i>	Nil
Total ["A" x 0.15] - "C"	200,010,054 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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>	1,333,400,361
Step 2: Calculate 10% of "A"	
"D"	0.10 <i>Note: this value cannot be changed</i>
Multiply "A" by 0.10	133,340,036
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> 	Nil
"E"	Nil

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>	133,340,036
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	Nil
Total ["A" x 0.10] - "E"	133,340,036 <i>Note: this is the remaining placement capacity under rule 7.1A</i>