



RNS Number : 2720M
Scotgold Resources Ltd
05 May 2015

SCOTGOLD RESOURCES LIMITED

APPENDIX 3B AND CLEANSING NOTICE

As announced by Scotgold Resources Limited (ASX:SGZ, AIM: SGZ) (**Scotgold**) 20 April 2015, 90,000,000 fully paid ordinary Scotgold Shares have been placed at an issue price of £0.005 each to raise £450,000 (before brokerage fees). The funds raised will be used to complete the Company's ongoing technical studies.

The Shares were issued under Scotgold's Listing Rule 7.1 capacity. Attached is an Appendix 3B in respect of the Shares issued.

Application has been for the 90,000,000 fully paid ordinary Scotgold Shares to be admitted to trading on AIM. Admission is expected to take place on 7 May 2015.

Following Admission, the Company's enlarged issued share capital will comprise 1,135,392,472 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 1,135,392,472. This figure may be used by shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change in their interest in, the share capital of the Company under the FCA's Disclosure and Transparency Rules.

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 90,000,000 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:

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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 | 90,000,000 |
| 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) | Ordinary fully paid shares |
| 4 | Do the +securities rank equally in all respects from the +issue | Yes |

date with an existing +class of quoted +securities?	
If the additional +securities do not rank equally, please state:	
<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	£0.005 per share
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Completion of ongoing technical studies and working capital
6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?	Yes
If Yes, complete sections 6b - 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	
6b The date the security holder resolution under rule 7.1A was passed	28 November 2014
6c Number of +securities issued without security holder approval under rule 7.1	90,000,000
Number of +securities issued with security holder approval under rule 7.1A	Nil

6d

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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

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

See Annexure 1.

7 +Issue dates

5 May 2015

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)	1,135,392,472	Ordinary Fully Paid 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 26,222,222 Options Exercise at £0.045 Expiry 24 July 2015 153,161 Options Exercise at £0.031 Expiry 7 December 2015 7,111,111 Options Exercise at £0.045 Expiry 28 March 2016 30,000,000 Options Exercise at £0.0069 Expiry 22 September 2017
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: 5 May 2015
(Director/Company secretary)

Print name: Peter John Newcomb

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	483,889,318												
<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> 	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"></td> <td style="width: 25%; text-align: right;">194,965,196</td> <td style="width: 25%; text-align: right;">26 November 2014</td> </tr> <tr> <td></td> <td style="text-align: right;">281,897,707</td> <td style="text-align: right;">15 December 2014</td> </tr> <tr> <td></td> <td style="text-align: right;">75,640,251</td> <td style="text-align: right;">8 August 2014</td> </tr> <tr> <td></td> <td style="text-align: right;">9,000,000</td> <td style="text-align: right;">23 September 2014</td> </tr> </table>		194,965,196	26 November 2014		281,897,707	15 December 2014		75,640,251	8 August 2014		9,000,000	23 September 2014
	194,965,196	26 November 2014											
	281,897,707	15 December 2014											
	75,640,251	8 August 2014											
	9,000,000	23 September 2014											
<i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period	NIL												
"A"	1,045,392,472												

Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	156,808,870
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> 	90,000,000
"C"	90,000,000
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>	156,808,870
Subtract "C" <i>Note: number must be same as shown in Step 3</i>	90,000,000
Total ["A" x 0.15] - "C"	66,808,870 <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>	1,045,392,472
Step 2: Calculate 10% of "A"	
"D"	0.10 <i>Note: this value cannot be changed</i>
Multiply "A" by 0.10	104,539,247
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>	104,539,247
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	Nil
Total ["A" x 0.10] - "E"	104,539,247 <i>Note: this is the remaining placement capacity under rule 7.1A</i>