

### Fast Facts

ASX Code: EMR  
Capital Structure  
Shares on issue: 2,528 million  
Market Cap: ~A\$76 million  
Cash: A\$1.3 million (30 Sep 2018)  
Listed Investments: A\$0.3 million (30 Sep 2018)

### Board & Management

Simon Lee AO, Non-Exec Chairman  
Morgan Hart, Managing Director  
Mick Evans, Executive Director  
Ross Stanley, Non-Exec Director  
Ross Williams, Non-Exec Director  
Mark Clements, Co. Secretary  
Brett Dunnachie, Chief Financial Officer

### Company Highlights

- First mover in an emerging gold province in Cambodia
- Industrial Mining Licence granted over the Okvau Gold Project (100% owned) allowing for the development of the Okvau Deposit
- Okvau Deposit: Indicated and Inferred Mineral Resource Estimate of 1.14Moz at 2.0g/t Au
- DFS completed and demonstrates high grade, low cost, compelling development economics:
  - Ore Reserve of 14.3Mt & 2.0g/t Au for 0.9Mozs in a single open pit with waste:ore ratio of 5.8:1
  - LOM average annual production of 106,000ozs pa
  - AISC US\$731/oz over LOM
  - Using US\$1.250/oz Au gold price:
    - NPV<sub>(5%)</sub> US\$223M pre-tax and US\$160M post-tax
    - IRR 48% pa pre-tax and 40% post-tax
    - Payback ~2.2 years pre-tax and 2.5 years post-tax
- Highly credentialed gold project development team
- Significant resource growth potential

### Registered Office

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West Perth WA 6005

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## Section 708A Notice

As announced on 1 November 2018, Emerald Resources NL ("Emerald") is proposing to undertake a capital raising to raise approximately \$31,000,000 (before costs) ("Capital Raising"). The Capital Raising will consist of a two-tranche placement to raise up to \$27,000,000 ("Placement") and a share purchase plan to raise approximately \$3,000,000 ("SPP")

Emerald has issued 416,666,668 fully paid ordinary shares ("Tranche 1 Shares") following the completion of Tranche 1 of the Placement. 316,687,880 Tranche 1 Shares were issued pursuant to ASX Listing Rule 7.1 and 99,978,788 Tranche 1 Shares were issued pursuant to ASX Listing Rule 7.1A.

As required under section 708A(6) of the Corporations Act 2001 (Cth) ("Corporations Act") (and paragraph 7(f)(i) of ASIC Class Order [09/425] in relation to the SPP), Emerald gives notice that;

- (a) Emerald issued the Tranche 1 Shares (and will make offers to issue Shares under the SPP) without disclosure under Part 6D.2 of the Corporations Act.
- (b) This notice is being given under paragraph 5(e) of section 708A of the Corporations Act.
- (c) As at the date of this notice, Emerald has complied with the provisions of the Chapter 2M of the Corporations Act (as they apply to Emerald), and section 674 of the Corporations Act.
- (d) As at the date of this notice, there is no excluded information with respect to Emerald for the purposes of sections 708A(7) and (8) of the Corporations Act.

The Company provides the following disclosures under ASX Listing Rules 7.1A.4(b) and 3.10.5A:

- (a) The dilutive effect of the Tranche 1 Placement on existing shareholders is set out in the table below:

	Shares	Dilution (%)
Shares on issue prior to the Placement	2,111,252,533	
Shares issued under Listing Rule 7.1 capacity	316,687,880	12.53%
Shares issued under Listing Rule 7.1A capacity	99,978,788	3.95%
<b>Total</b>	<b>2,527,919,201</b>	<b>16.48%</b>

- (b) The Tranche 1 Placement is being conducted in conjunction with a SPP, with subscribers for Shares under the Tranche 1 Placement not eligible to participate in the SPP. The Company considered this structure (including the issue of Shares under the Tranche 1 Placement) the most efficient and expedient mechanism for raising the funds required to achieve its stated objectives, whilst ensuring that exiting eligible investors are able to participate in the capital raising. As previously advised, eligible shareholders will be able to subscribe for Shares under the SPP at an issue price of \$0.03 per Share (being the same price as under the Tranche 1 Placement).
- (c) No underwriting agreements were entered into in connection with the Placement.
- (d) Euroz was paid a 4.5% fee on Tranche 1 Placement as the Lead Manager and Bookrunner (\$562,500).

An Appendix 3B reflecting the revised capital structure following the issue of the securities has been released with this announcement.

For further information please contact;  
Emerald Resources NL  
Morgan Hart  
Managing Director

# 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

Emerald Resources NL

ABN

72 009 795 046

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	416,666,668 Fully paid ordinary shares
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

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+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?	Yes, the shares will rank equally with the fully paid ordinary shares currently on issue.
	If the additional +securities do not rank equally, please state:	
	<ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	
5	Issue price or consideration	\$0.03 per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issue of 416,666,668 fully paid ordinary shares pursuant to the placement as announced on 1 November 2018.
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	23 November 2017
6c	Number of +securities issued without security holder approval under rule 7.1	316,687,880 Fully paid ordinary shares
6d	Number of +securities issued with security holder approval under rule 7.1A	99,978,788 Fully paid ordinary shares
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A

<p>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>	<p>99,978,788 Fully paid ordinary shares (issue price \$0.030; 15 day VWAP \$0.030:IRESS)</p>					
<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</p>	<p>N/A</p>					
<p>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</p>	<p>Refer Annexure 1</p>					
<p>7 +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. Cross reference: item 33 of Appendix 3B.</p>	<p>12 November 2018</p>					
<p>8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="782 1176 1085 1209">Number</th> </tr> </thead> <tbody> <tr> <td data-bbox="782 1209 1085 2016">2,527,919,201</td> </tr> </tbody> </table>	Number	2,527,919,201	<table border="1"> <thead> <tr> <th data-bbox="1085 1176 1388 1209">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="1085 1209 1388 2016">Fully paid ordinary Shares</td> </tr> </tbody> </table>	+Class	Fully paid ordinary Shares
Number						
2,527,919,201						
+Class						
Fully paid ordinary Shares						

+ See chapter 19 for defined terms.

	Number	+Class	
9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	17,500,000	Unlisted \$0.025 options, expiring 21 January 2020
		21,777,500	Unlisted \$0.0323 options expiring 30 September 2020
		2,500,000	Unlisted \$0.052 options expiring 6 January 2022
		1,802,500	Unlisted \$0.051 options expiring 21 January 2022
		3,372,500	Unlisted \$0.057 options expiring 9 March 2022
		2,500,000	Unlisted \$0.049 options expiring 6 July 2022
		15,000,000	Unlisted \$0.0434 options expiring 5 June 2023
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not have a dividend policy.	

## Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
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.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
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 offer documents will be sent to persons entitled	N/A
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)	N/A
29	Date rights trading will end (if applicable)	N/A

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+ See chapter 19 for defined terms.

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

### 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

## Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A	
39	+Class of +securities for which quotation is sought	N/A	
40	<p>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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	N/A	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A	
42	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in clause 38)	Number	+Class
		N/A	

## 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.

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+ See chapter 19 for defined terms.



- 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.

Mark Clements  
Company Secretary  
12 November 2018

# 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

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	2,110,477,533
<b>Add</b> the following: <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> 14 November 2017 Issue of shares <p style="margin-left: 20px;">775,000</p> <b>Note:</b> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</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>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	2,111,252,533

+ See chapter 19 for defined terms.

<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	316,687,880
<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>12 November 2018 Issue of shares</p> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – 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>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	316,687,880
“C”	316,687,880
<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>	316,687,880
<b>Subtract</b> “C” <i>Note: number must be same as shown in Step 3</i>	316,687,880
<b>Total</b> [“A” x 0.15] – “C”	Nil <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

## 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>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	2,111,252,533
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	211,125,253
<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  12 November 2018 Issue of shares  <i>Notes:</i> <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>	99,978,788
<b>“E”</b>	99,978,788

+ See chapter 19 for defined terms.

<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>	211,125,253
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	99,978,788
<b>Total</b> ["A" x 0.10] – "E"	111,146,465 <i>Note: this is the remaining placement capacity under rule 7.1A</i>