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Australian Securities Exchange Announcement

Monday 9 July, 2012

Company Announcements Office
Australian Securities Exchange Limited
PO Box H224
Australia Square NSW 1215

SHAREHOLDER SHARE PURCHASE PLAN

The Directors of Adelaide Resources Limited (ASX: ADN) are pleased to announce that its shareholders will be invited to participate in a Share Purchase Plan (SPP) through which they can acquire additional shares in the Company.

The SPP will provide existing shareholders registered on 6 July 2012 with the opportunity to subscribe for new fully paid ordinary shares in parcels of $2,000, $5,000, $10,000 or a maximum of $15,000 at a subscription price of 4.5 cents per share with no brokerage fees. The issue price per share under the SPP represents a 12.7% discount to the volume weighted average market price of fully paid ordinary ADN shares sold on the ASX during the five trading days immediately preceding the date of this announcement.

Participation in the SPP is optional and is open to eligible shareholders who, on the Record Date of 6 July 2012, were registered as holders of fully paid ordinary ADN shares and whose address on the share register is in Australia or New Zealand. The Company will scale back applications under the SPP if the total number of new shares applied for exceeds 43,499,610. If the SPP is fully subscribed, a total of $1.95 million will be raised before costs. The SPP will not be underwritten.

The funds raised from the SPP will be directed to furthering the exploration effort on the Company's self-funded gold and copper projects at Moonta and Eyre Peninsula (South Australia), at Rover (Northern Territory), and to meet ongoing working capital requirements.

Exploration on the Moonta Copper Gold Project in 2012 has discovered significant copper mineralisation at the 100% owned Paskeville Prospect. Intersections of note include 9 metres at 1.27% copper, 42 metres at 1.10% copper, 7 metres at 1.40% copper, and 36 metres at 0.55% copper. On 5 July, the Company announced that its interpretation of the 2012 program data had identified a compelling exploration target in the southeastern part of the Paskeville Prospect. In the southeast of the currently defined deposit, the true width of the mineralised zone is estimated to be approximately 130 metres, while the copper grade is observed to be increasing down dip into an untested area, presenting a potentially large and high grade target warranting drill testing. Testing of this target will require diamond or deeper reverse circulation drilling with the program able to be completed in the second half of 2012.

The Company is currently completing 3-dimensional geological modelling and ore resource estimation work on its Rover 4 copper-gold deposit, located on the 100% owned Rover Project near Tennant Creek in the Northern Territory. It is anticipated that this study will likely identify additional targets at Rover 4 that will have potential to increase the size of the deposit, and which, together with targets defined at other promising prospects such as Rover 12, will warrant a program of diamond drill testing.

The Company also wishes to undertake gold exploration on its wholly owned Eyre Peninsula Gold Project in South Australia, with drilling anticipated later in 2012. This region has seen some exciting exploration results announced by other explorers in recent months, while previous exploration by the Company discovered significant, unclosed, gold mineralisation at the Barns, Baggy Green and White Tank deposits which warrant further investigation.

The Company notes that its on-market share buyback plan has terminated and that no purchases were made under that plan since its inception.

Yours sincerely

Chris Drown
Managing Director