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1 February 2008

Company Announcements Platform
Australian Securities Exchange
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

NON-RENOUNCEABLE RIGHTS ISSUE

Athena Resources Limited (ASX: AHN) (**Company**) is pleased to announce a non-renounceable rights issue of fully paid ordinary shares in the capital of the Company (**Shares**) on the basis of one (1) Share for every Four (4) Shares held at the record date of 12 February 2008 together with one (1) free attaching Option for every one (1) Share subscribed for (**Rights Issue**).

Shares under the Rights Issue will be offered at 20 cents per Share. The maximum number of Shares which may be issued under the Rights Issue is 6,565,500 to raise \$1,313,100 (based on the current capital structure of the Company)

Shares issued under the Rights Issue will rank equally with existing Shares and the Company will apply for official quotation of the Shares. The Options to be issued under the Rights Issue will be on the same terms as the Company's existing quoted options (ASX Code: AHNO) and are exercisable at 20 cents each on or before 30 November 2009. The Company will apply for official quotation of the Options.

Optionholders are not entitled to participate in the Rights Issue without first exercising their options to be registered as a Shareholder on the Record Date, in accordance with the terms and conditions of the Options.

An Appendix 3B in respect of the Rights Issue accompanies this announcement. The company confirms it is in compliance with its continuous disclosure obligations.

A notice under section 708AA(2)(f) of the Corporations Act (Notice) and an offer Document will be lodged with the ASX on or about 13 February 2008 in respect of the Rights Issue.



The proposed timetable for the Rights Issue is as follows;

<u>Event</u>	<u>Date</u>
Announcement of Rights Issue and Appendix 3B	1 February 2008
Notice Sent to Security Holders	4 February 2008
Ex Date (date from which securities commence trading without the entitlement to participate in the Rights Issue)	6 February 2008
Record Date (date for determining entitlements of eligible shareholders to participate in the Rights Issue)	12 February 2008
First Cleansing Notice and Offer Document lodged with ASX	13 February 2008
Offer Document Dispatched to Shareholders (expected date of dispatch of offer document, entitlement and acceptance forms)	13 February 2008
Rights Issue Opens	13 February 2008
Closing Date* 5pm (WDST)	17 March 2008
ASX Notified of Undersubscriptions	20 March 2008
Allotment Date**	26 March 2008
Second Cleansing Statement lodged with ASX (under Section 708A (5))	26 March 2008
Dispatch Holding Statements**	26 March 2008

*Subject to the Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the New Shares.

** Dates are indicative only.

The Company intends to apply the funds raised from the Rights Issue as follows;

- a) Progress on the Company's Projects
- b) Meet costs on the Offer, and;
- c) General Working Capital.

For further information, contact the Company Secretary Ed Edwards on (08) 9328 8277

E W Edwards
EXECUTIVE CHAIRMAN

