



63 Lindsay Street Perth WA 6000

p 61 8 9428 2900

f 61 8 9428 2910

e ahn@athenaresources.com.au

www athenaresources.com.au

ABN : 69 113 758 900

13 September 2011

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

Dear Sir/Madam

NON-RENOUCEABLE RIGHTS ISSUE

Athena Resources Limited (ASX:AHN) ("**Company**") announces a pro-rata, non-renounceable rights issue to shareholders on the basis of one (1) share for every ten (10) shares held at 5pm WST on 21 September 2011 ("**Record Date**") at a price of 9 cents each ("**Rights Issue**").

The Rights Issue is non-renounceable and is available to all eligible Athena Resources Limited shareholders of the Company registered on the Record Date as detailed in the timetable below. Please note that shareholders at the Record Date that have an address registered outside of Australia and New Zealand may not be eligible to participate in the Rights Issue.

The maximum number of shares which may be issued under the Rights Issue is 10,700,097 to raise approximately \$963,000 (based on the current capital structure of the Company). An offer letter containing your entitlement will be sent to you on the date referred to in the timetable below.

Shares issued under the Rights Issue will rank equally with existing Shares and the Company will apply for official quotation of the Shares.

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, a notice under section 708AA(2)(f) of the Corporations Act and an Offer Document in respect of the Rights Issue accompany this announcement. The Company confirms it is in compliance with its continuous disclosure obligations.



The timetable for the Rights Issue is as follows:

Event	Date
Announcement of Rights Issue	13 September 2011
Notice Sent to Security Holders	14 September 2011
Ex Date (Date from which Shares commence trading without the entitlement to participate in the Rights Issue)	15 September 2011
Record Date (5pm (WST)) (Date for determining entitlements of Eligible Shareholders to participate in the Rights Issue)	21 September 2011
Offer Document Sent to Eligible Shareholders (Expected date for Sending Offer Document and Entitlement and Acceptance Forms)	26 September 2011
Rights Issue Opens	26 September 2011
Closing Date (5pm (WST))	20 October 2011
ASX Notified of Under-subscriptions (if any)	24 October 2011
Expected Date for Issue of New Shares	28 October 2011
Expected Date for Sending Holding Statements	28 October 2011

These dates are indicative only and may be subject to change. Subject to the Listing Rules and other applicable Laws, the Directors reserve the right to vary the dates of the Offer. The Directors also reserve the right not to proceed with the whole or part of the Offer.

The purpose of the Offer is to raise approximately \$963,000 (before expenses of the Offer). The Company intends to apply the funds raised from the Rights Issue as follows;

- A. Meet the costs of the offer,
- B. Progress on the Company's Projects, and
- C. General Working Capital.

P J Newcomb
COMPANY SECRETARY



63 Lindsay Street Perth WA 6000

p 61 8 9428 2900

f 61 8 9428 2910

e ahn@athenaresources.com.au

www athenaresources.com.au

ABN : 69 113 758 900

13 September 2011

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

Dear Sir/Madam

NON-RENOUCEABLE RIGHTS ISSUE

Athena Resources Limited (ASX:AHN) ("**Company**") announces a pro-rata, non-renounceable rights issue to shareholders on the basis of one (1) share for every ten (10) shares held at 5pm WST on 21 September 2011 ("**Record Date**") at a price of 9 cents each ("**Rights Issue**").

The Rights Issue is non-renounceable and is available to all eligible Athena Resources Limited shareholders of the Company registered on the Record Date as detailed in the timetable below. Please note that shareholders at the Record Date that have an address registered outside of Australia and New Zealand may not be eligible to participate in the Rights Issue.

The maximum number of shares which may be issued under the Rights Issue is 10,700,097 to raise approximately \$963,000 (based on the current capital structure of the Company). An offer letter containing your entitlement will be sent to you on the date referred to in the timetable below.

Shares issued under the Rights Issue will rank equally with existing Shares and the Company will apply for official quotation of the Shares.

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, a notice under section 708AA(2)(f) of the Corporations Act and an Offer Document in respect of the Rights Issue accompany this announcement. The Company confirms it is in compliance with its continuous disclosure obligations.



The timetable for the Rights Issue is as follows:

Event	Date
Announcement of Rights Issue	13 September 2011
Notice Sent to Security Holders	14 September 2011
Ex Date (Date from which Shares commence trading without the entitlement to participate in the Rights Issue)	15 September 2011
Record Date (5pm (WST)) (Date for determining entitlements of Eligible Shareholders to participate in the Rights Issue)	21 September 2011
Offer Document Sent to Eligible Shareholders (Expected date for Sending Offer Document and Entitlement and Acceptance Forms)	26 September 2011
Rights Issue Opens	26 September 2011
Closing Date (5pm (WST))	20 October 2011
ASX Notified of Under-subscriptions (if any)	24 October 2011
Expected Date for Issue of New Shares	28 October 2011
Expected Date for Sending Holding Statements	28 October 2011

These dates are indicative only and may be subject to change. Subject to the Listing Rules and other applicable Laws, the Directors reserve the right to vary the dates of the Offer. The Directors also reserve the right not to proceed with the whole or part of the Offer.

The purpose of the Offer is to raise approximately \$963,000 (before expenses of the Offer). The Company intends to apply the funds raised from the Rights Issue as follows;

- A. Meet the costs of the offer,
- B. Progress on the Company's Projects, and
- C. General Working Capital.

P J Newcomb
COMPANY SECRETARY