

5 August 2014

The Company Announcements Office  
Australian Securities Exchange Limited  
4 Floor 20 Bridge Street  
SYDNEY NSW 2000

## SHARE PLACEMENT AND SHAREHOLDER PURCHASE PLAN.

Athena Resources Limited (ASX: AHN) (**Athena** or **Company**) wishes to advise that it has received applications to the value of \$402,000 for the placement of 13.4 million ordinary fully-paid shares in Athena, at 3 cents per share.

The placement of 13,400,000 shares does not require shareholder approval as it will be issued under the Company's existing placement capacity under ASX Listing Rules 7.1 and 7.1A (and does not exceed 15% of the Company's capital).

The shares have been placed with sophisticated and professional investors.

The proceeds of the placement will be used as follows:

- 1,500m of diamond drilling, gravity and EM surveys at the Milly Milly Nickel project at Byro;
- Drilling the DSO Iron targets at Byro;
- Drilling at the Mt Narryer Magnetite target at Byro;
- Ongoing exploration programs at Byro; and
- Working capital, including costs of the raising.

## SHAREHOLDER PURCHASE PLAN

The Company is also pleased to announce that it will allow each eligible shareholder to participate in a Share Purchase Plan by purchasing up to \$15,000 worth of ordinary shares at 3.1 cents per share. The Company intends to raise up to \$1,200,000 pursuant to the Share Purchase Plan.

Shareholders will have the opportunity to subscribe for shares in the following parcels:

Parcel	Subscription Price	No. of Shares
<b>Offer A:</b>	\$2,000	64,516
<b>Offer B:</b>	\$5,000	161,290
<b>Offer C:</b>	\$10,000	322,581
<b>Offer D:</b>	\$15,000	483,871

The Share Purchase Plan will allow smaller shareholders the opportunity to increase their investment in the Company at an attractive price, being a similar offer price as the Placement (as the ASX Listing Rules provide that the issue price of shares the Share Purchase Plan must be at least 80% of the average market price for the Company's shares over the last 5 days on which sales were recorded).

**Athena Resources Limited**

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The offer under the Share Purchase Plan will open on **14 August 2014** and will close on **10 September 2014**. Eligible shareholders are those who are registered holders of shares in the Company at 5:00pm (WST) on **Monday 4 August 2014**. The above dates are indicative only and are subject to change at the Company's discretion. The Company reserves the right to scale back the offer, accept oversubscriptions, or close the offer early.

Full details of the Share Purchase Plan, including an indicative timetable and the Plan's terms and conditions will be provided shortly in a subsequent announcement.

#### **ISSUE OF SHARES TO DIRECTORS**

Additionally, the directors have also resolved, subject to shareholder approval, to issue a total of 20,000,000 fully paid ordinary shares to the directors and officers of Athena. This issue of shares to the directors and officers will be to satisfy fees due and loans advanced totaling \$620,000 and will be at the same price (3.1 cents per share) as the Share Purchase Plan referred to above (**Director Shares**).

Athena intends to convene a meeting of shareholders as soon as practicable to approve the issue of the Director Shares.

Yours faithfully

E W Edwards  
Managing Director