Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/00, 30/9/01, 11/3/02, 1/1/03, 24/10/05, 1/8/12, 4/3/13.

Name of entity

ELEMENTOS LIMITED

ABN

49 138 468 756

We (the entity) give ASX the following information:

Part 1 - All issues

1	Class of securities issued or to be issued	Ordinary Shares
2	Number of securities issued or to be issued (if known) or maximum number which may be issued	Maximum of 126,662,174
3	Principal terms of the securities	As per existing ordinary shares
4	Do the securities rank equally in all respects from the issue date with an existing class of quoted securities?	Yes
5	Issue price or consideration	$0.012 per share
6	Purpose of the issue	Fund ongoing evaluation and development of the Cleveland Tin Mine and working capital
6a	Is the entity an eligible entity that has obtained security holder approval under rule 7.1A?	Yes
6b	The date the security holder resolution under rule 7.1A was passed	29 November 2013
6c	Number of securities issued without security holder approval under rule 7.1	Nil
6d	Number of securities issued with security holder approval under rule 7.1A	Nil
6e	Number of securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
6f	Number of securities issued under an exception in rule 7.2	126,662,174 as part of a renounceable, pro-rata rights issue offer to shareholders.

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.	N/A
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	N/A
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	LR 7.1: 21,135,217 LR7.1A: 67,922,457
7	Issue dates.	25 July 2014.

8 Number and class of all securities quoted on ASX

Number	Class
759,973,042	Ordinary shares

9 Number and class of all securities not quoted on ASX

Number	Class
4,500,000	Options exercisable at $0.226 expiring 23 October 2015
550,000	Options exercisable at $0.226 expiring 7 September 2015
500,000	Options exercisable at $0.226 expiring 30 November 2015
1,000,000	Options exercisable at $0.326 expiring 18 January 2017
200,000	Options exercisable at $0.06 expiring 3 December 2016
2,350,000	Options exercisable at $0.06 expiring 20 January 2017
9,300,000	Options exercisable at $0.03 expiring 20 March 2018

10	Dividend policy on the increased capital (interests)	nil

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Renounceable
13	Ratio in which the securities will be offered	1:5
14	Class of securities to which the offer relates	Fully paid ordinary shares
15	Record date to determine entitlements	26 June 2014
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes
17	Policy for deciding entitlements in relation to fractions	All fractions are to be rounded up to the nearest whole number.
18	Names of countries in which the entity has security holders who will not be sent new issue documents	Countries other than Australia and New Zealand.

19	Closing date for receipt of acceptances or renunciations	18 July 2014
20	Names of any underwriters	Mr Andrew Grieg
21	Amount of any underwriting fee or commission	Nil
22	Names of any brokers to the issue	Paradigm Securities
23	Fee or commission payable to the broker to the issue	Min $20,000 Max $65,00 depending on amount placed
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Nil
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 document will be sent to persons entitled	1 July 2014
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	23 June 2014
28	Date rights trading will begin (if applicable)	24 June 2014
29	Date rights trading will end (if applicable)	11 July 2014
30	How do security holders sell their entitlements in full through a broker?	By instructing the security holder's stockbroker personally and providing the relevant details from the Entitlement and Acceptance form.
31	How do security holders sell part of their entitlements through a broker and accept for the balance?	By instructing the security holder's stockbroker personally and providing the relevant details from the Entitlement and Acceptance form. To take up the remaining part of their entitlement security holders should follow instructions on the Entitlement and Acceptance form
32	How do security holders dispose of their entitlements (except by sale through a broker)?	By completing and returning a standard renunciation form, which may be obtained from the Company's share registry, Boardroom Pty Limited.
33	Issue date	Expected to be 25 July 2014

Part 3 - Quotation of securities

34 Type of securities (*tick one*)

(a) [X] Securities described in Part 1

(b) [ ] All other 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 [X] 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 [X] 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

39 Class of securities for which quotation is sought

40 Do the securities rank equally in all respects from the issue date with an existing class of quoted securities?
If not, please state:
- the date from which they do
- the extent to which they participate for the next dividend, or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

42 Number and class of all securities quoted on ASX (*including* the securities in clause 38)

Number	Class

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/2013

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before issue date or date of agreement to issue	154,349,209
Add the following: • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period	412,864,436 112,010,928 nil
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	
"A"	679,224,573
Step 2: Calculate 15% of "A"	
"B"	0.15
Multiply "A" by 0.15	101,883,686
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4	80,748,469
"C"	80,748,469
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 (*number must be same as step 2*)	101,883,686
Subtract "C" (*number must be same as step 3*)	80,748,469
Total ["A" x 0.15] – "C"	21,135,217

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
"A" (*number must be same as shown in Step 1 of Part 1*	67,224,573
Step 2: Calculate 10% of "A"	
"D"	*0.10*
Multiply "A" by 0.10	67,922,457

Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A	Nil
"E"	Nil
Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 (*number must be same as shown in Step 2)*	67,922,457
Subtract "E" (*number must be same as shown in Step 3)*	Nil
Total ["A" x 0.10] – "E"	67,922,457

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.
- 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.
- 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.

Sign here: Date: 20 June 2014

(Director/Company Secretary)

Print name: **PAUL CRAWFORD**