



RESOURCES
LIMITED

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ABN 73 089 224 402

30 September 2013

Manager Announcements
Company Announcements Office
Australian Securities Exchange
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Arunta successfully completes placement

Dear Sirs

Arunta Resources Ltd ("the Company") is pleased to announce that it will place up to 105,500,000 new ordinary shares at an issue price of \$0.008 per share, together with one free attaching option (AJROB) for every two shares subscribed for (52,750,000 options). The offer will raise funds of \$844,000 before associated capital raising fees.

In addition, the Company will place up to an additional 27,381,250 new shares under the same terms to settle future known costs (\$196,500) and other minor debts (\$22,550). No fees will be paid on these shares.

The offer represents \$1,063,050 in total before associated capital raising fees.

Directors and executive management agree to subscribe for 27,625,000 of the new shares and 1:2 free attaching options under the offer totaling \$221,000. The Company will seek shareholder approval at the forthcoming 2013 Annual General Meeting for such participation. The Annual General Meeting will be scheduled in November 2013.

105,256,250 shares will be issued pursuant to Listing Rule 7.1 and 7.1A. The remaining shares (27,625,000) and all options (66,440,625) under the placement will only be issued subsequent to receiving shareholder approval at the forthcoming Annual General Meeting.

The funds raised will be used for the near term exploration of the Company's Black Angus and Johnnies Reward prospects, along with working capital.

The Company entered into an agreement with Melbourne Capital Ltd to lead manage the placement of up to 126 million new ordinary fully paid shares and 1:2 free attaching options on an all reasonable endeavors basis. Melbourne Capital Ltd will receive a fee of up to 6% for funds raised under the offer. Mr Angus Edgar and Mr Adrien Wing are directors of both the Company and Melbourne Capital Ltd.

The Company attaches the applicable Appendix 3B.

For and on behalf of Arunta Resources Limited

A handwritten signature in black ink, appearing to read "Adrien Wing", is positioned above the printed name.

Adrien Wing
ARUNTA RESOURCES LTD
Directors and Company Secretary



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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Arunta Resources Limited

ABN

73 089 224 402

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|-----------------------------|
| 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 | 105,256,250 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Same as existing upon issue |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes</p>
<p>5 Issue price or consideration</p>	<p>\$0.008 per share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The funds raised will be used for the near term exploration of the Company's Black Angus and Johnnies Reward prospects, along with working capital and settlement of debts and other costs.</p>
<p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the ⁺securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>30 November 2012</p>
<p>6c Number of ⁺securities issued without security holder approval under rule 7.1</p>	<p>76,153,073</p>
<p>6d Number of ⁺securities issued with security holder approval under rule 7.1A</p>	<p>29,103,177</p>

+ See chapter 19 for defined terms.

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	Nil
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.	Yes Price determined 24/9/13 15 Day VWAP: \$0.009017 75% of 15 Day VWAP:\$0.006763 Source: RBS Morgans
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	Refer to Annexure 1 below
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	On or about 4 October 2013

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	612,943,405	Ordinary Shares (inc 54 million shares voluntarily escrowed until 28 July 2014)
	174,699,829	Options \$0.02 expiring on or before 20 December 2014

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	30,000,000	Options exercisable at 2 cents on or before 21 March 2015

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
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Part 2 - Bonus issue or pro rata issue N/A

11 Is security holder approval required?	
--	--

12 Is the issue renounceable or non-renounceable?	
---	--

13 Ratio in which the +securities will be offered	
---	--

14 +Class of +securities to which the offer relates	
---	--

15 +Record date to determine entitlements	
---	--

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
---	--

17 Policy for deciding entitlements in relation to fractions	
--	--

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents	
	Note: Security holders must be told how their entitlements are to be dealt with.	
	Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a	

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- broker?
- 31 How do ⁺security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible 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 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 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

+ See chapter 19 for defined terms.

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 date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) 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

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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

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.

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- 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.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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 not available now, 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: 30 September 2013.
(Director/Company secretary)

Print name: Adrien Wing

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

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

Introduced 01/08/12

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 date of issue or agreement to issue	255,687,155
<p>Add the following:</p> <ul style="list-style-type: none"> • 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 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>22.10.12 31,500,000 (shareholders’ approval 30.11.12)</p> <p>05.12.12 31,500,000 (shareholders’ approval 30.11.12)</p> <p>20.12.12 60,000,000 (shareholders’ approval 30.11.12)</p> <p>20.12.12 7,000,000 (shareholders’ approval 30.11.12)</p> <p>14.05.2013 62,000,000 (shareholders’ approval 02.07.2013)</p> <p>29.07.13 60,000,000 (shareholders’ approval 30.11.12)</p>
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	N/A
“A”	507,687,155

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	76,153,073
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	76,153,073
“C”	76,153,073
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	76,153,073
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	76,153,073
Total [“A” x 0.15] – “C”	Nil <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

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” <i>Note: number must be same as shown in Step 1 of Part 1</i>	507,687,155
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	50,768,716
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<i>Insert</i> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	29,103,177
“E”	29,103,177

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Appendix 3B
New issue announcement

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	50,768,716
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	29,103,177
Total ["A" x 0.10] – "E"	21,665,539 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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Information Required Under ASX Listing Rule 3.10.5A

Further to the Appendix 3B attached regarding the issue of 105,256,250 fully paid ordinary shares, Arunta Resources Limited ('Company') provides the following information required under ASX Listing Rule 3.10.5A.

The dilutive effect of the issue on existing shareholders is as follows:

Issue under Listing Rule 7.1A (29,103,177 shares)	5.73%
Issue under Listing Rule 7.1 (76,153,073 shares)	15.00%
Total dilution as a result of issue	20.73%

The Company issued the above shares as a placement under ASX Listing Rule 7.1A as it considered this the most efficient and expedient mechanism for raising the funds required to achieve its stated objectives.

A fee of up to 6% will be paid on the funds raised pursuant to the issue under Listing Rule 7.1A.

For and on behalf of Arunta Resources Limited

A handwritten signature in black ink, appearing to read "Adrien Wing".

Adrien Wing
ARUNTA RESOURCES LTD
Directors and Company Secretary



