

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

Lindian Resources Limited

ABN

53 090 772 222

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 | <div>(a) Fully Paid Ordinary Shares</div> <div>(b) Listed Options</div> <div>(c) Fully Paid Ordinary Shares</div> |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <div>(a) 207,623,466</div> <div>(b) 103,811,734</div> <div>(c) 3,324</div> |
| 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) | <div>(a) Fully Paid Ordinary Shares</div> <div>(b) Listed options exercisable at \$0.02 on or before 30 July 2018</div> <div>(c) Fully Paid Ordinary Shares</div> |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

4	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	(a) Yes (b) No. The Company intends to seek quotation of these options as a new class of listed options. (c) Yes
5	Issue price or consideration	(a) \$0.01 (b) Nil (c) \$0.02
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	(a) and (b) Funds raised will be used to further exploration programmes at the Company's Philippines Projects, evaluation of new projects, expenses of the offer and general working capital as outlined in the Prospectus lodged on 12 September 2012. (c) Exercise of listed options
6a	Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	15 November 2012
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	207,626,790 ordinary fully paid shares and 103,811,734 options

⁺ See chapter 19 for defined terms.

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	7.1 - 54,501,593 7.1A – 36,334,395										
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	13 November 2013										
8	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>363,343,950</td><td>Ordinary Shares</td></tr><tr><td>131,671,754</td><td>Options exercisable at \$0.08 on or before 31/12/2014 (LINOC)</td></tr><tr><td>103,808,410</td><td>Options exercisable at \$0.02 on or before 30/07/2018, for which the Company will seek quotation</td></tr></table>	Number	+Class	363,343,950	Ordinary Shares	131,671,754	Options exercisable at \$0.08 on or before 31/12/2014 (LINOC)	103,808,410	Options exercisable at \$0.02 on or before 30/07/2018, for which the Company will seek quotation		
Number	+Class											
363,343,950	Ordinary Shares											
131,671,754	Options exercisable at \$0.08 on or before 31/12/2014 (LINOC)											
103,808,410	Options exercisable at \$0.02 on or before 30/07/2018, for which the Company will seek quotation											
9	Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>500,000</td><td>Options exercisable at \$0.15 on or before 14/06/2016</td></tr><tr><td>20,000,000</td><td>Options exercisable at \$0.20 on or before 28/02/2015</td></tr></table>	Number	+Class	500,000	Options exercisable at \$0.15 on or before 14/06/2016	20,000,000	Options exercisable at \$0.20 on or before 28/02/2015				
Number	+Class											
500,000	Options exercisable at \$0.15 on or before 14/06/2016											
20,000,000	Options exercisable at \$0.20 on or before 28/02/2015											
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A										

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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	Four (4) Shares for every three (3) shares held together with one (1) free attaching option for every two (2) Shares subscribed for and issued.
14	⁺ Class of ⁺ securities to which the offer relates	Ordinary Fully Paid Shares and Listed Options
15	⁺ Record date to determine entitlements	23 September 2013
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Round up
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.	The issue is available to shareholders with registered addresses in Australia and New Zealand only
19	Closing date for receipt of acceptances or renunciations	9 October 2013
20	Names of any underwriters	CPS Capital Group Pty Ltd
21	Amount of any underwriting fee or commission	An underwriting fee of 6% of the amount raised pursuant to the Offer. The Underwriter may appoint sub-underwriters.
22	Names of any brokers to the issue	CPS Capital Group Pty Ltd
23	Fee or commission payable to the broker to the issue	As above

⁺ See chapter 19 for defined terms.

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	N/A
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	24 September 2013
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	12 September 2013
28	Date rights trading will begin (if applicable)	17 September 2013
29	Date rights trading will end (if applicable)	1 October 2013
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	Complete back of entitlement and acceptance form and send to broker
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Complete back of entitlement and acceptance form and send to broker together with the rights to be accepted
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	Complete a standard renunciation form (obtainable from broker or share registry) and send together with entitlement and acceptance form to the share registry
33	⁺ Despatch date	17 October 2013

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

⁺ See chapter 19 for defined terms.

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

Entities that have ticked box 34(b)

- 38 Number of securities for which ⁺quotation is sought

N/A

- 39 Class of ⁺securities for which quotation is sought

N/A

- 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

N/A

- 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)

N/A

- 42 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 38)
- | Number | ⁺ Class |
|--------|--------------------|
| N/A | |

⁺ See chapter 19 for defined terms.

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.
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: Scott Funston Date: 13 November 2013
 (Company Secretary)

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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	155,517,160 (post consolidation)
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 Note: - Include only ordinary securities here – other classes of equity securities cannot be added - Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed - It may be useful to set out issues of securities on different dates as separate line items	207,626,790 Nil Nil
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	363,343,950

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	54,501,593
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 <i>not counting</i> 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 Note: <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>	Nil
“C”	Nil
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>	54,501,593
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.15] – “C”	54,501,593 <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>	363,343,950
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	36,334,395
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 Notes: • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items	Nil
“E”	Nil
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>	36,334,395
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	36,334,395 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.