atRule 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 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, 04/03/13

Name of entity

ASTRO RESOURCES NL

ABN

96 007 090 904

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	Fully Paid Ordinary Shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	Up to 772,561,405 Ordinary Shares made under a pro-rata renounceable issue of 7 Shares (each a **New Share**) for every 1 Share held on the record date (**Offer**) Up to 772,561,405 free attaching unlisted options under the Offer (each a **New Option**)
3	Principal terms of the +securities (e.g. 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)	New Shares - Fully Paid Ordinary Shares New Options - exercisable at $0.004 per New Option with an expiry date of one and a half years from the date of issue (8 March 2018)

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the +issue date 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	New Shares - fully paid and will rank equally in all respects with other ordinary shares on issue from the date of allotment. New Options - rank equally with existing fully paid ordinary shares upon exercise.
5	Issue price or consideration	New Shares - $0.004 per New Share New Options - $nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The New Shares and New Options will be issued under the Offer and the funds of up to $3,090,245 will be used to repay some of the Company's convertible loans, to repay various creditors and other unsecured loans, to finance its existing operations, working capital purposes and to meet remaining unpaid costs of the Offer.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	n/a
6c	Number of +securities issued without security holder approval under rule 7.1	n/a

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	n/a
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	n/a
6f	Number of +securities issued under an exception in rule 7.2	n/a
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	n/a
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	6 September 2016 *Note: this date is indicative only. The Board reserves the right and may vary key dates subject to compliance with ASX Listing Rules.*

Number	+Class

+ See chapter 19 for defined terms.

8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	Up to 772,561,405 *[Note: 110,365,915 was the last number per Appendix 3B dated 14/12/15]*	Fully Paid Ordinary Shares (ASX: ARO)

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	Up to 772,561,405	Unlisted Options

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change in the dividend policy of the Company

Part 2 - 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	7 New Shares for every 1 Share held by eligible shareholders as at 7:00 pm (Sydney time) on the record date 1 New Option for each New Share subscribed for pursuant to the Offer exercisable at $0.004 on or before 8 March 2018 (being the date that is one and half years from the date of issue)
14	+Class of +securities to which the offer relates	Fully Paid Ordinary Shares Unlisted Options
15	+Record date to determine entitlements	7:00 pm (Sydney time) on 15 August 2016 *Note: this date is indicative only. The Board reserves the right and may vary key dates subject to compliance with ASX Listing Rules.*

+ See chapter 19 for defined terms.

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	n/a
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of shareholders' entitlements under the Offer they will be rounded up to the next whole number.
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Only those shareholders with registered addresses in Australia and New Zealand as at 7:00 pm (Sydney time) on the record date and any other jurisdictions into which the Board decides to make offer
19	Closing date for receipt of acceptances or renunciations	5:00 pm (Sydney time) 5 September 2016 *Note: this date is indicative only. The Board reserves the right and may vary key dates subject to compliance with ASX Listing Rules.*
20	Names of any underwriters	The Offer is 100% underwritten by Bell Potter Securities Limited (ABN 25 006 390 772) (AFSL No. 243480) (**Bell Potter**). Bell Potter has engaged each of the sub-underwriters listed below to sub-underwrite the Offer.

Sub-underwriter	Amount $	%
Mr David Gibbs	$60,000	1.94%
Consolidated Equity Partners LLC	$1,000,000	32.36%
Mining Investments Limited	$1,820,008	58.90%
Carakho Holdings Pty Limited	$105,323	3.41%
Kafta Enterprises Pty Ltd	Balance	3.39%
	$3,090,245	100.00%

21	Amount of any underwriting fee or commission	Underwriting fee - approximately $81,295
22	Names of any brokers to the issue	n/a

23	Fee or commission payable to the broker to the issue	n/a
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 offer documents will be sent to persons entitled	18 August 2016 *Note: this date is indicative only. The Board reserves the right and may vary key dates subject to compliance with ASX Listing Rules.*
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	n/a
28	Date rights trading will begin (if applicable)	12 August 2016 *Note: this date is indicative only. The Board reserves the right and may vary key dates subject to compliance with ASX Listing Rules.*
29	Date rights trading will end (if applicable)	29 August 2016 *Note: this date is indicative only. The Board reserves the right and may vary key dates subject to compliance with ASX Listing Rules.*
30	How do security holders sell their entitlements *in full* through a broker?	By instructing the stockbroker personally and provide the details as requested which appear on the Entitlement and Acceptance form which accompanies the prospectus.
31	How do security holders sell *part* of their entitlements through a broker and accept for the balance?	Complete the personalised Entitlement and Acceptance form for the number of Shares you wish to take up. To sell the balance of the entitlement, by instructing the stockbroker personally and provide the details as requested which appear on the Entitlement and Acceptance form which accompanies the prospectus.
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Do not do anything. If you do not take up Entitlement or dispose of Entitlement by

+ See chapter 19 for defined terms.

		5:00 pm (Sydney time), 5 September 2016 (being the closing date for acceptances), the Offer will lapse.
33	+Issue date	8 September 2016 *Note: this date is indicative only. The Board reserves the right and may vary key dates subject to compliance with ASX Listing Rules.*

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 **(SHARES ONLY)**

(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	n/a
39	+Class of +securities for which quotation is sought	n/a
40	Do the +securities rank equally in all respects from the +issue date 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	n/a

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 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: 10 August 2016

Company secretary

Print name: Vince Fayad

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+ See chapter 19 for defined terms.