

21 August 2015

ASX Release

Electronic lodgement

ASX Code: XST

NOTICE UNDER ASIC CLASS ORDER [CO 09/425]

As previously announced, Xstate Resources Limited (ACN 009 217 154) (**Company**) is proposing to conduct a non-underwritten Share Purchase Plan offer (**SPP**) to eligible shareholders. Up to 50,000,000 fully paid ordinary shares will be offered at an issue price of \$0.003 each to raise up to \$150,000.

Pursuant to paragraph 7(f)(ii) of ASIC Class of ASIC Class Order [CO 09/425], the Company hereby states:

1. The Company will offer fully paid ordinary shares in the capital of the Company (**Shares**) for issue without disclosure to investors under Part 6D.2 of the Corporations Act 2001 (Cth) (**Act**).
2. The Company is giving this notice under ASIC Class Order [CO 09/425].
3. As at the date of this notice, the Company has complied with:
 - (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
 - (b) section 674 of the Act.
4. As at the date of this notice, there is no information:
 - (a) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (b) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (ii) the rights and liabilities attaching to the Shares.

Signed for Xstate Resources Limited by



David McArthur
Director