

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

A1 Consolidated Gold Limited

ABN

50 149 308 921

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 | (i) Ordinary fully paid shares (Shares)
(ii) Listed Options (Options) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (i) Up to 138,172,313
(ii) Up to 46,057,438 |
| 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) | Shares and Options will be issued on the terms set out in the Prospectus dated 10 August 2016 and lodged with ASIC and ASX on the same date (Prospectus)
(i) Ordinary fully paid shares
(ii) Listed options exercisable at \$0.03 (subject to the adjustment under LR 6.22.2) expiring 30 November 2019 |

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<p>4 Do the +securities rank equally in all respects from the +issue date 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>(i) Yes (ii) Yes</p>
<p>5 Issue price or consideration</p>	<p>(i) \$0.024 per share (ii) Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Renounceable pro rata offer (Offer) to raise up to approximately \$3,316,136 (before costs) to be used to for:</p> <ul style="list-style-type: none"> • Payment of outstanding amounts owing to PYBAR and outstanding emoluments owing to a Director and former Director of the Company; • Payment of the costs of the Entitlements Offer process including the underwriting fee; and • General working capital.
<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 <i>in relation to the +securities the subject of this Appendix 3B</i>, 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>11 November 2015</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Nil</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Nil</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	Up to 138,172,313 Shares, exception 1, and Up to 46,057,438 Options, exception 1							
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: 9,441,299 7.1A: 32,377,262							
7	+Issue dates <small>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.</small>	7 September 2016							
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">690,861,565</td> <td>Ordinary fully paid shares</td> </tr> <tr> <td style="text-align: center;">283,696,714</td> <td>Listed Options exercise price \$0.03 (subject to the adjustment under LR 6.22.2) expiry 30/11/2019</td> </tr> </tbody> </table>	Number	+Class	690,861,565	Ordinary fully paid shares	283,696,714	Listed Options exercise price \$0.03 (subject to the adjustment under LR 6.22.2) expiry 30/11/2019	
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690,861,565	Ordinary fully paid shares								
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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	9,000,000	Unlisted options exercise price \$0.05 expiry 30/11/2019
	15,000,000	Unlisted options exercise price \$0.045 expiry 30/11/2019
	71,428,565	Unlisted convertible notes face value \$0.035 maturity 25/06/2018
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

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	(i) 1 new share for every 4 existing shares held on the record date (ii) 1 free attaching new option for every 3 new shares subscribed
14 +Class of +securities to which the offer relates	(i) Ordinary fully paid shares (ii) Listed Options
15 +Record date to determine entitlements	5:00pm (WST) 15 August 2016
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17 Policy for deciding entitlements in relation to fractions	Fractional entitlements will 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 offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	All countries except Australia and New Zealand
19 Closing date for receipt of acceptances or renunciations	5:00pm (WST) 31 August 2016

+ See chapter 19 for defined terms.

20	Names of any underwriters	Patersons Securities Limited
21	Amount of any underwriting fee or commission	6.5% of the underwritten amount and a corporate advisory fee of \$80,000. Refer to section 5.8 of the Prospectus
22	Names of any brokers to the issue	Patersons Securities Limited
23	Fee or commission payable to the broker to the issue	As noted in 21 above
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
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	10 August 2016
28	Date rights trading will begin (if applicable)	12 August 2016
29	Date rights trading will end (if applicable)	24 August 2016
30	How do security holders sell their entitlements <i>in full</i> through a broker?	By completing the section marked "Instructions to Stockbroker" on the back of the Entitlement and Acceptance Form which accompanies the Prospectus and providing it to their stockbroker.
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	By completing the section marked "Instructions to Stockbroker" on the back of the Entitlement and Acceptance Form which accompanies the Prospectus in respect of the part of the entitlement they wish to sell, and providing it to their stockbroker.

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- 32 How do security holders dispose of their entitlements (except by sale through a broker)? By completing a "Renunciation Form" (obtainable through their stockbroker or the Company's Share Register) together with the Entitlement and Acceptance Form completed by the transferee together with a cheque for the appropriate application monies and providing it to the Company's Share registry.
- 33 +Issue date 7 September 2016

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.

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:



(Company secretary)

Date: 10 August 2016

Print name: Dennis Wilkins

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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 Amended 04/03/13

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 the +issue date or date of agreement to issue	446,356,265
<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> 	<ul style="list-style-type: none"> • 14,666,648 fully paid ordinary shares issued on 11/01/2016 • 12,083,336 fully paid ordinary shares issued 23/11/2015 • 2,500,002 fully paid ordinary shares issued 18/01/2016 <p style="text-align: center;">Nil</p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	475,606,251

+ 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	71,340,937
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> 	<ul style="list-style-type: none"> • 12,416,686 fully paid ordinary shares issued on 18/01/2016 • 7,816,285 fully paid ordinary shares issued on 01/02/2016 • 41,666,667 fully paid ordinary shares issued on 31/03/2016
“C”	61,899,638
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>	71,340,937
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	61,899,638
Total [“A” x 0.15] – “C”	9,441,299 <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>	475,606,251
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	47,560,625
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 <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> 	<ul style="list-style-type: none"> • 15,183,363 fully paid ordinary shares issued on 31/03/2016
“E”	15,183,363

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
<p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	47,560,625
<p>Subtract “E”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	15,183,363
<p>Total [“A” x 0.10] – “E”</p>	<p>32,377,262</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

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