

NUSANTARA ENTITLEMENT ISSUE DISPATCH AND APPENDIX 3B

Further to the 29 June 2018 ASX Announcement, Nusantara Resources Limited ('Nusantara', ASX: NUS) is pleased to confirm that the following securities have been allotted and dispatched in relation to the Entitlement Offer:

Fully paid ordinary shares applied for under the Entitlement Issue	15,176,129
Listed Options (exercisable at \$0.30 per option on or before 31 July 2020)	7,588,043

Please find attached an Appendix 3B updated from the preliminary 3B released 6 June 2018 in conjunction with the Entitlement Offer. This reflects the above issue of securities.

The Entitlement offer was fully underwritten by Patersons Securities Limited and the processing of acceptances is expected to be completed on 5 July 2018.

For further information, please contact:

Derek Humphry
Company Secretary
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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

NUSANTARA RESOURCES LIMITED

ABN

69 150 791 290

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 | a) Fully paid ordinary shares
b) Listed options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | a) 15,176,129 fully paid ordinary shares
b) 7,588,043 listed options |
| 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) | a) Fully paid ordinary shares
b) Listed options
Exercise price: \$0.30
Expiry date: 31 July 2020 |

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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>a) Yes b) No – new class of options. Shares issued on exercise of options will be on the same terms as fully paid ordinary shares.</p>
<p>5 Issue price or consideration</p>	<p>a) \$0.20 per share b) Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>As set out in the Prospectus dated 5 June 2018 (as varied by the Supplementary Prospectus dated 12 June 2018).</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 May 2018</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>15,176,129 fully paid ordinary shares 7,588,043 listed options</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Nil</p>

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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	15,176,129 fully paid ordinary shares (exceptions 1 & 3) 7,588,043 listed options (exceptions 1 & 3)	
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	11,704,776
		7.1A	11,270,789
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>	3 July 2018	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		87,261,649	Fully Paid Ordinary Shares
		32,508,392	Loyalty options exercisable at 42 cents each at any time on or before 12 months from the issue date (ie by 5.00pm on 14/11/2018)
		7,588,043	Listed options exercisable at 30 cents each at any time on or before 5.00pm 31/07/2020.

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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)	25,446,243	Ordinary shares are escrowed until 02/08/2019.
	472,000	Unlisted Sign-On Options exercisable at 42 cents each expiring 02/08/2020. 295,000 Sign-On Options are escrowed until 02/08/2019.
	5,400,318	Unlisted Incentive Plan Options exercisable at 61 cents each expiring 02/08/2021. 2,802,500 Incentive Plan Options are escrowed until 02/08/2019.
	740,000	Unlisted Incentive Plan Options exercisable at 61 cents each expiring 27/07/2021.

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?

N/A

12 Is the issue renounceable or non-renounceable?

Non-renounceable

13 Ratio in which the +securities will be offered

1 for 19 for shares and 1 option per 2 shares applied for an issued.

14 +Class of +securities to which the offer relates

Fully paid ordinary shares and a new class of listed options

15 +Record date to determine entitlements

12 June 2018

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

No

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17	Policy for deciding entitlements in relation to fractions	Rounded down
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.	Philippines and Switzerland
19	Closing date for receipt of acceptances or renunciations	26 June 2018
20	Names of any underwriters	Patersons Securities Limited
21	Amount of any underwriting fee or commission	6% of the underwritten amount, and One (1) for three (3) listed listed options exercisable at 30 cents each at any time on or before 5.00pm 31/7/18, being up to 5,201,407 listed options.
22	Names of any brokers to the issue	Patersons securities Limited
23	Fee or commission payable to the broker to the issue	1.5%
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	15 June 2018
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	6 June 2018
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their	N/A

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- entitlements *in full* through a 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 ⁺Issue 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

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

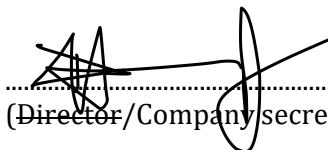
	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	N/A	

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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: 
(Director/Company secretary)

Date: 4/07/2018

Print name: Derek Humphry

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+ 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 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	
<p>Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue</p>	<p>97,530,096 ordinary shares (as at the date of first quotation, being 2/8/2017, since listed for less than 12 months as per Rule 7.1B.4), being as follows:</p> <ul style="list-style-type: none"> • 1 ordinary share (pre IPO) • 58,969,875 ordinary shares (issued on 26/7/2017 by way of in-specie distribution) • 38,560,220 ordinary shares (issued on 28/7/2017 under a prospectus dated 15/6/2017 as varied by the supplementary prospectus dated 12/7/2017)
<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"> • 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 	<ul style="list-style-type: none"> • 1,667 ordinary shares (issued on 13/12/2017 upon exercise of the loyalty options issued on 14/11/2017, being pursuant to Exception 4 (conversion of convertible securities) under Rule 7.2) • 15,176,129 ordinary shares (issued on 3 July 2018 under a prospectus dated 5 June 2018 as varied by supplementary prospectus dated 12 June 2018) • Nil • Nil
<p>Subtract the number of fully paid +ordinary securities cancelled during that 12 month period</p>	<p>Nil</p>
<p>“A”</p>	<p>112,707,892</p>

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	16,906,183
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> 	5,201,407 listed options in relation to the underwriting set out in the Prospectus dated 5 June 2018
“C”	5,201,407
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>	16,906,183
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	5,201,407
Total [“A” x 0.15] – “C”	11,704,776 <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>	112,707,892
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	11,270,789
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"> • Nil
“E”	Nil

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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>	11,270,789
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	Nil
Total ["A" x 0.10] – "E"	11,270,789 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Item 35. A statement setting out the names of the 20 largest holders of the newly quoted, issued Options and the percentage held by each is set out below:

Rank	Name	Number of options	%
1	LION SELECTION GROUP LTD	3,750,000	49.42
2	J P MORGAN NOMINEES AUSTRALIA LIMITED	1,320,488	17.40
3	BNP PARIBAS NOMS PTY LTD <DRP>	373,752	4.93
4	MR ROBIN ANTHONY WIDDUP & MRS JANET WIDDUP <WIDDUP SUPER FUND A/C>	221,460	2.92
5	JOHN JOSEPH RYAN	161,842	2.13
6	MR NEVRES CRLJENKOVIC	125,000	1.65
7	MR GAVIN BRADLEY	106,246	1.40
8	MR RICHARD THOMAS HAYWARD DALY & MRS SARAH KAY DALY <THE DALY FAMILY S/F A/C>	96,142	1.27
9	RAYNESFORD INVESTMENTS PTY LTD	75,640	1.00
10	MR JOHN JOSEPH RYAN	73,176	0.96
11	MR BRIAN DAVID CROWE	62,500	0.82
12	MR EDOUARD MERCIER	62,457	0.82
13	CHOTAI INTERNATIONAL PTY LTD	58,333	0.77
14	BNP PARIBAS NOMINEES PTY LTD <JARVIS A/C NON TREATY DRP>	55,457	0.73
15	MR JOHN CHARLES QUINN & MRS YVELINE ANNIE QUINN <QUINN SUPER FUND A/C>	51,282	0.68
16	MS YEE SHIN CHAN	50,328	0.66
17	MR BRENT FISHER	50,000	0.66
18	MRS YVONNE TOLATO HILL & MR GRAEME LESLIE HILL	50,000	0.66
19	SENM (SUPER) PTY LTD <CASZUR EXECUTIVE S/F A/C>	50,000	0.66
20	CRLJENKOVIC SUPER FUND PTY LTD <CRLJENKOVIC FAMILY S/F A/C>	43,750	0.58
Top 20 holders		6,837,853	90.11
Total remaining holders balance		750,190	9.89

Item 36. A distribution schedule of the newly quoted, issued Options setting out the number of holders of each is set out below:

Range	Number of option holders	Number of options	%
1 – 1,000	32	14,789	0.19
1,1001 – 5,000	34	103,166	1.36
5,000 – 10,000	11	76,776	1.01
10,001 – 100,000	40	1,334,524	17.59
100,001 Over	7	6,058,788	79.85
Total option holders	124	7,588,043	100.00