

Tawana Resources NL
(Incorporated in Australia)
(Registration number ACN 085 166 721)
Share code on the JSE Limited: TAW
ISIN: AU000000TAW7
Share code on the Australian Stock Exchange Limited: TAW
ISIN: AU000000TAW7
("Tawana" or "the Company")

Section 708 Notice

Tawana Resources NL (ASX: TAW) - Secondary Trading Notice Pursuant To Section 708A(5)(E) Of The Corporations Act 2001

The Company gives this notice pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) ("**Act**").

The Company has issued ordinary fully paid shares in the capital of the Company and options to acquire ordinary fully paid shares in the capital of the Company ("**Securities**") as per the Appendix 3B lodged with the ASX today.

The Company advises that the Securities were issued without disclosure to investors under Part 6D.2 of the Act. The Company, as at the date of this notice, 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.

As at the date of this notice there is no information that is excluded information for the purposes of sections 708A(7) and (8) of the Act.

The Company does note the ongoing resource drilling program at its Mofe Creek project most recently referred to in its announcements to the ASX of 20 November 2013 and 3 December 2013. The Company will continue to provide updates on its progress as material information becomes available.

For further information:

Winton Willesee
Joint Company Secretary
Tawana Resources NL

18 December 2013

Sponsor
PricewaterhouseCoopers Corporate Finance (Pty) Ltd

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

TAWANA RESOURCES NL

ABN

69 085 166 721

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 | Class A Performance Options
Class B Performance Options
Class C Performance Options
Class A Incentive Options
Class B Incentive Options
Placement Options (1.8 cents, 12 Dec 2016)
Fully Paid Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 10 million Class A Performance Options
10 million Class B Performance Options
10 million Class C Performance Options
31.5 million Class A Incentive Options
10 million Class B Incentive Options
10 million Placement Options (1.8c, 12 Dec 2016)
5 million Fully Paid Ordinary Shares |

<p>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)</p>	<p>The terms and conditions for each class of performance options, incentive options and the Placement Options are outlined in the Explanatory Statement accompanying the Notice of General Meeting as announced to the ASX on 7 November 2013.</p>
<p>4 Do the +securities rank equally in all respects from the date of allotment 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><u>Performance Options</u> No – each class of the performance options represents a new class of security.</p> <p><u>Incentive Options</u> No – each class of the incentive options represents a new class of security.</p> <p><u>Placement Options</u> No – the Placement Options represent a new class of security.</p> <p><u>Fully Paid Ordinary Shares</u> Yes.</p> <p>Shares issued upon the exercise of the performance options, incentive options and placement options will rank equally with existing fully paid ordinary shares.</p>
<p>5 Issue price or consideration</p>	<p>Performance options, incentive options and Placement Options were issued for nil cash consideration.</p> <p>5 million fully paid ordinary shares were issued at 1.2 cents each, being the same terms as the recent capital raising completed by the Company in October 2013.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Performance options and incentive options were issued for nil consideration in connection with the remuneration of the Company's directors and other management personnel.</p> <p>Placement Options were issued as part consideration for services provided by the Lead Manager of the capital raising that was completed in October 2013.</p> <p>Funds raised from the issue of fully paid ordinary shares will be used to advance the Company's Mofe Creek iron ore project through continued drilling, metallurgical testwork and the initiation of a scoping study.</p>

6a	<p>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>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	31 May 2013
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	<p>Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>10 million Placement Options 3 million Class A Incentive Options</p> <p>Approved at the general meeting of shareholders held on 12 December 2013.</p>
6f	Number of securities issued under an exception in rule 7.2	<p>10 million Class A Performance Options 10 million Class B Performance Options 10 million Class C Performance Options 28.5 million Class A Incentive Options 10 million Class B Incentive Options 5 million Fully Paid Ordinary Shares</p>
6g	<p>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.</p>	N/A
6h	<p>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</p>	N/A
6i	<p>Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements</p>	<p>183,844,356 remaining under LR7.1 122,562,904 remaining under LR7.1A</p>

7 Dates of entering +securities into uncertificated holdings or despatch of certificates 18/12/2013

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	1,225,629,043	Ordinary Fully Paid Shares

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	6,750,000	Options (10c, 17 Jan 2014)
	25,000,000	Options (1c, 8 Mar 2014)
	5,000,000	Options (5c, 9 Sept 2014)
	1,250,000	Options (5c, 10 Nov 2015)
	28,500,000	Options (3.6c, 30 April 2015)
	10,000,000	Class A Performance Options
	10,000,000	Class B Performance Options
	10,000,000	Class C Performance Options
	31,500,000	Class A Incentive Options
	10,000,000	Class B Incentive Options
	10,000,000	Options (1.8c, 12 Dec 2016)

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) Unchanged

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the +securities will be offered

14 +Class of +securities to which the offer relates

15 +Record date to determine entitlements

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

17 Policy for deciding entitlements in relation to fractions

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.

19 Closing date for receipt of acceptances or renunciations

20 Names of any underwriters

21 Amount of any underwriting fee or commission

22 Names of any brokers to the issue

23 Fee or commission payable to the broker to the issue

24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders

25 If the issue is contingent on +security holders' approval, the date of the meeting

26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled

- 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
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do ⁺security holders sell their 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 ⁺Despatch 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

Entities that have ticked box 34(b)

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 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
-
- 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)
-

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

Number	+Class

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: Date: 18 December 2013
(Company secretary)

Print name: Winton Willesee

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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	876,629,043												
Add the following: <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 	<table border="0" style="width: 100%;"> <tr> <td style="width: 40%;"></td> <td style="width: 20%; text-align: center;">25/02/2013</td> <td style="width: 40%; text-align: right;">50,000,000</td> </tr> <tr> <td></td> <td style="text-align: center;">13/08/2013</td> <td style="text-align: right;">50,000,000</td> </tr> <tr> <td></td> <td style="text-align: center;">18/10/2013</td> <td style="text-align: right;">244,000,000</td> </tr> <tr> <td></td> <td style="text-align: center;">18/12/2013</td> <td style="text-align: right;">5,000,000</td> </tr> </table>		25/02/2013	50,000,000		13/08/2013	50,000,000		18/10/2013	244,000,000		18/12/2013	5,000,000
	25/02/2013	50,000,000											
	13/08/2013	50,000,000											
	18/10/2013	244,000,000											
	18/12/2013	5,000,000											
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	-												
“A”	1,225,629,043												

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>

Multiply “A” by 0.15	183,844,356
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> 	-
“C”	-
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>	183,844,356
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.15] – “C”	183,844,356 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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>	1,225,629,043
Step 2: Calculate 10% of “A”	

"D"	0.10 <i>Note: this value cannot be changed</i>
Multiply "A" by 0.10	122,562,904
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
<p><i>Insert</i> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p>Notes:</p> <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> 	-
"E"	-

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>	122,562,904
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	-
Total ["A" x 0.10] – "E"	122,562,904 <i>Note: this is the remaining placement capacity under rule 7.1A</i>