



Reconciliation of securities issued and compliance with Listing Rules 7.1 and 7.1A

Cape Lambert Resources Limited (ASX: CFE) (**Cape Lambert** or the **Company**) refers to the facilities with MEF I, L.P. (**Magna**) (announced on 17 December 2018) (**Magna Facility**) and Winance Investment LLC (**Winance**) (announced on 31 July 2019) (**Winance Facility**).

Appendix 3Bs

During the course of preparing its 2019 notice of annual general meeting the Company identified a number of errors and misstatements in Appendix 3Bs announced since 17 December 2018. Those errors have not resulted in any breach of Listing Rule 7.1, although they have at times understated or overstated the Company's remaining capacity under Listing Rule 7.1. Specifically:

1. On 23 July 2018, the Company issued 36,824,698 Shares, 2,100,000 Shares and 23,500,000 Shares, or a total of 62,424,698 Shares. Subsequent Appendix 3B announcements stated erroneously that the Company had issued 36,666,667 Shares, 2,258,031 Shares and 23,500,000 Shares; although this did not result in any misstatement of the Company's available capacity under Listing Rule 7.1 or 7.1A.
2. On 17 December 2018, the Company issued 548,310 Magna Notes (rather than 490,159 Magna Notes, as stated in the Appendix 3B that day. This error was corrected on 21 December 2018). Furthermore, the maximum number of Shares that could be issued under the Magna Facility was, prior to 30 July 2019, 68,750,000 Shares (rather than 49,019,607 as erroneously stated in the Appendix 3B dated 17 December 2018 or 53,291,569 as erroneously stated in the Appendix 3B dated 21 December 2018), and, by reason of variations to the terms of the Magna Notes on 28 July 2019, after that date 39,150,137 Shares.
3. It has been determined that the Shares issued to Magna on 21 December 2018 as part consideration for funds raised under the Magna Facility were issued for non-cash consideration. As a result and to rely upon Listing Rule 7.1A, the Company was required to provide a market valuation of the consideration received to ASX. The Company did not do so. Therefore, it could not rely upon Listing Rule 7.1A to issue those Shares and, as it was done without shareholder approval, the issue should have been included in "C" when calculating the Company's remaining 15% capacity under Listing Rule 7.1. Notwithstanding the re-classification, the Company confirms that the re-classification of the Magna Commitment Fee Shares under Listing Rule 7.1 does not impact upon the Company's compliance with Listing Rule 7.1.
4. Of the 10,000,144 Shares issued on 25 October 2019:
 - a. 6,604,018 were issued on conversion of Magna Notes (Listing Rule 7.2 exception 4 (as it then was); and
 - b. 3,396,126 were issued without shareholder approval and using the Company's existing 15% capacity.The Appendix 3B for this issue erroneously stated that 10,000,144 Shares were issued on conversion of Magna Notes.
5. Under their terms, the remaining Magna Notes on issue cannot convert without prior Shareholder approval. That approval will be sought at the Company's annual general meeting on 11 February 2020; prior to which no further Shares will be issued to Magna.

Accompanying this announcement are:



1. amended Appendix 3Bs for the Company since 17 December 2018, with amendments to correct errors and misstatements marked as tracked changes; and
2. a current and correct Appendix 2A, including an issue of 12 million Shares upon conversion of 60 Winance Notes (these Shares being issued today).

The Company confirms that it is in compliance with the Listing Rules, including Listing Rule 7.1.

ASX has requested that the Company provide the following further disclosure:

Magna Facility

Cape Lambert provides the following additional information with respect to the Magna Facility:

1. On 17 December 2018, the Company issued 548,310 notes under the Magna Facility (**Magna Notes**). These notes were, to the extent they could be converted to shares, equity securities with the balance as debt securities, and were issued without shareholder approval and under the Company's then 15% capacity. Under the Magna Facility, the number of Magna Notes issued was equivalent to the actual amount paid in US\$ by Magna. Upon drawdown of the first tranche, A\$750,000 was received which, applying an exchange rate of A\$1=US\$0.73108 at the drawdown, was US\$548,310 or 548 310 Magna Notes.
2. The Magna Notes were convertible into fully paid ordinary shares in the Company (**Shares**) at any time by Magna at the lower of (a) A\$0.045; or (b) a 15% discount from the lowest VWAP over 10 days prior to the conversion date, provided that the conversion price was at least A\$0.012 (**Magna Floor Price**) and that the maximum number of Shares that the Company was required to issue without Shareholder approval was 68,750,000 Shares (being 110% of the first tranche amount of A\$750,000 divided by the Magna Floor Price).
3. On 21 December 2018, the Company issued 1,666,667 Shares to Magna, purportedly by utilizing its existing 10% capacity under Listing Rule 7.1A. The Shares were issued at the Company's election in satisfaction of a commitment fee (equal to 4% of the first tranche amount of A\$750,000, or \$30,000) at an issue price equal to the Company's 5 day VWAP prior to funds being drawn down, being \$0.018 per share. As noted above, it has recently been determined that the issue was for non-cash consideration and therefore required a market valuation. As none was provided as required by Listing Rule 7.1A.3, the issue should not have been pursuant to Listing Rule 7.1A and the commitment shares should have come out of the Company's Listing Rule 7.1 capacity. The amended Appendix 3Bs accompanying this announcement reflect this change.
4. The Company's Shares were suspended from trading on 8 January 2019 (for reasons not related to the Magna Facility). The suspension ultimately resulted in an "Opt-Out Event" occurring, and since then Magna has redeemed a total of 164,493 Magna Notes (including the notes redeemed following the Company signing the 28 July 2019 letter (see below)).
5. On 28 July 2019, Magna consented to the Company entering into the Winance Facility. In return, Cape Lambert and Magna agreed (by exchange of letters):
 - a. that prior to shareholder approval the maximum number of Shares that the outstanding 333,817 Magna Notes (see paragraph 8 below) could convert to was 39,150,137 Shares (**Revised Magna Share Limit**);
 - b. to reduce the Magna Floor Price to \$0.005;
 - c. that the Company would redeem Magna Notes with a face value of US\$69,361.22; and
 - d. that the Company would not make any cash payments to Winance whilst Magna Notes were outstanding.

The Company did not immediately announce the above variation as it did not at the time view the information to be material. Furthermore and as the Magna Notes were issued without shareholder approval, the

Company's view was that the terms of the Magna Notes could be varied without shareholder approval (subject to compliance with the Listing Rules, including in particular the 15% limit in Listing Rule 7.1).

6. On 14 August 2019, the Company announced that it would no longer pursue the Kipushi project. Given that the Magna Facility was established mainly to finance the Kipushi project and the Winance facility has been established, the Company no longer intends to utilize the Magna Facility.
7. Following the Company's failure to redeem certain Magna Notes (as a result of an Op-Out Event occurring), on 29 August 2019, Magna issued a default notice. Magna subsequently withdrew the default notice, subject to the Company paying Magna US\$200,000 as follows:
 - a. US\$65,000 by 31 August 2019 (this payment was made);
 - b. US\$45,000 by 30 September 2019 (this payment was made);
 - c. US\$45,000 by 31 October 2019 (this payment was made); and
 - d. US\$45,000 upon receipt by the Company of funds under a loan agreement (see below), or such later date as the parties may agree.

The above payments were disclosed in the Company's prospectus dated 11 September 2019 and were in addition to the redemption value of the Magna Notes (see below for information on the maturity date of the Magna Notes).

8. Following are details of the Magna Notes issued, converted (with Shares being issued under Listing Rule 7.2 exception 4, as it then was) and redeemed (for cash and by issuing Shares), and the remaining number on issue (these being debt securities):

Date Appendix 3B announced	Magna Notes converted	Shares issued	Magna Notes redeemed	Magna Notes on issue
17 December 2018				548,310
5 March 2019			54,831	493,479
24 April 2019			54,831	438,648
7 May 2019			54,831	383,817
13 May 2019	50,000	6,526,176		333,817
8 August 2019	54,831	10,082,093		278,986
11 September 2019	71,000	22,464,026		207,986
25 October 2019	20,641	6,604,018 3,396,126	10,614	176,731
Total	196,472	49,072,439	175,107	

Each of the above issue of Shares was made in accordance with Listing Rule 7.2 exception 4 other than the issue of 3,396,126 Shares on 25 October 2019 (which were issued without shareholder approval and using the Company's 15% capacity – see paragraph 9 below). The total number of Shares issued is greater than

the Revised Magna Share Limit as 6,526,176 Shares were issued prior to the limit being reduced to 39,150,137 Shares.

9. On 25 October 2019, the Company issued 3,396,126 Shares to Magna. As the Revised Magna Share Limit had been reached and the remaining notes are debt securities, the parties agreed that the Company would redeem 10,614 Magna Notes, with the redemption amount to be satisfied through the issue of Shares at the same issue price as if the relevant notes had been converted. This issue was made without shareholder approval and using the Company's existing 15% capacity. However and whilst the Company's Appendix 3B on 25 October 2019 stated the correct total number of Shares issued that day (10,000,144), it did not disclose that of these 6,604,018 Shares were issued under Listing Rule 7.1 exception 4 (as it then was) and the balance using the Company's 15% capacity. Accompanying this announcement is an amended Appendix 3B which corrects this.
10. Following the conversion and the redemption on 25 October 2019, the Company currently has 176,731 Magna Notes on issue (which, for the purposes of the Listing Rules and as by their terms cannot be converted to shares, are treated as debt securities) (**Remaining Magna Notes**).
11. When issued, the Magna Notes matured on 17 December 2019 or such other date as the parties agreed. On 6 January 2020, the Company and Magna agreed:
 - a. to extend the maturity date for the 176,731 Remaining Magna Notes to 20 March 2020 subject to the face value of each Remaining Magna Note increasing to US\$1.21;
 - b. that, subject to Shareholder approval, the Company replaces the Remaining Magna Notes on issue with an equal number of Manga Notes that convert to ordinary shares in the capital of the Company upon conversion and otherwise on the same terms as the Remaining Magna Notes and are therefore equity securities (**Replacement Magna Notes**).
12. The Company is seeking shareholder approval at its forthcoming AGM (to be held on 11 February 2020) to:
 - a. ratify the issue of 196,472 Magna Notes and 3,396,126 Shares issued to Magna using the Company's 15% capacity; and
 - b. allow the Company to replace the 176,731 Remaining Magna Notes with 176,731 Replacement Magna Notes.
13. Upon maturity, unless the Remaining Magna Notes are replaced by the Replacement Magna Notes (which are then converted), the Company must compulsorily redeem the Remaining Magna Notes at 115% of each note's face value (US\$1.21 per Remaining Magna Note), or US\$245,921 for the 176,731 Remaining Magna Notes.
14. Subject to Shareholder approval of the Replacement Magna Notes at the Company's annual general meeting to be held on 11 February 2020, the Replacement Magna Notes will replace the Remaining Magna Notes; thereafter the Replacement Magna Notes will be convertible to Shares at the election of Magna before 20 March 2020, failing which the Company must compulsorily redeem the Replacement Magna Notes at 115% of each note's face value (US\$1.21 per Replacement Magna Note), or US\$245,921 for the 176,731 Replacement Magna Notes.
15. Further information on the Magna Facility is set out in the Company's notice of annual general meeting, which is released with this announcement and which will be sent to shareholders shortly.

Winance Facility

Cape Lambert provides the following additional information with respect to the Winance Facility:

1. On 9 August 2019, the Company raised \$1,200,000 (before costs) through the issue of 1,200 notes under the Winance Facility (**Winance Notes**). Of these, 480 Winance Notes (**Tranche A**) were convertible at

Winance's election (and hence equity securities under the Listing Rules) and the balance 720 Winance Notes (Tranche B) convertible subject to prior shareholder approval (and hence debt securities). These 480 Winance Notes were issued using the Company's existing 15% capacity.

- The Winance Notes are, subject to prior shareholder approval where required (which is the case for 720 Winance Notes issued on 9 August 2019), convertible at any time by the holder at 90% of the lowest closing VWAP over 12 days prior to the conversion date rounded to the nearest 100th, provided that the conversion price is at least \$0.005 per Share (**Winance Floor Price**), giving a maximum number of Shares that can be issued prior to shareholder approval of 96 million Shares. Subject to prior shareholder approval, the maximum number of Shares that can be issued upon conversion of Tranche B is 144 million. In the event the conversion price is less than the Winance Floor Price at conversion, the Company will issue the number of Shares equal to the conversion amount divided by the Winance Floor Price with the shortfall amount (calculated based on the conversion amount less value of the number of Shares multiplied by 90% of the lowest closing VWAP over 12 days prior to the conversion date) payable in cash.
- Following are details of the Winance Notes issued and converted, and the remaining number on issue:

Date Appendix 3B announced	Winance Notes converted	Shares issued ¹	Tranche A Winance Notes on issue ²
9 August 2019			480
11 September 2019	30	6,000,000	450
19 September 2019	20	4,000,000	430
24 September 2019	20	4,000,000	410
30 September 2019	60	12,000,000	350
11 October 2019	20	4,000,000	330
24 October 2019	60	12,000,000	270
6 January 2020	60	12,000,000	210

1 Each of the above issue of Shares was made in accordance with Listing Rule 7.2 exception 4.

2 Of the 1,200 Winance Notes issued, 480 could be converted without shareholder approval. Conversion of the remaining 720 Winance Notes is subject to prior shareholder approval, which are therefore debt securities.

No Winance Notes have been redeemed.

In conjunction with this announcement, the Company has also announced a loan facility with Plenkung Capital (Pte) Ltd. The loan is subject to a separate announcement made at the same time as this announcement.

This announcement is authorised to be given to ASX by Tony Sage, the Company's Executive Director. Security holders and other interested parties can contact Mr Sage on +61 8 9380 9555 if they have any queries

Yours faithfully
 Cape Lambert Resources Limited

Tony Sage
Executive Chairman

For further information please contact:

Investor Relations



+61 (0) 8 9380 9555



ir@capelam.com.au

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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

Name of entity

Cape Lambert Resources Limited

ABN

71 095 047 920

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 | Convertible Note (Con Note) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 490,159 <u>548,310</u> Con Note |
| 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) | Convertible note on the terms announced to ASX on 17 December 2018 |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	<p>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>No, upon conversion of the Con Note into fully ordinary shares, the allotted shares will rank equally in all respects with existing ordinary fully paid shares</p> <p>Convertible Notes do not accrue interest.</p>
5	Issue price or consideration	A\$750,000
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	Magna convertible note (per ASX Announcement 17 December 2018)
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	29 November 2018
6c	Number of +securities issued without security holder approval under rule 7.1	499,159 548,310 Con Notes

+ 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	7.1 – 102,740,629 83,010,237 7.1A – 101,173,491
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	17 December 2018

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
8	1,011,734,914	Fully Paid Ordinary Shares
9	15,336,363	Unlisted Options (exercisable at \$0.07 each on or before 12 March 2020)
	7,667,727	Unlisted Options (exercisable at \$0.07 each on or before 19 March 2020)
	5,250,000	Unlisted Options (exercisable at \$0.04 each on or before 31 March 2020)
	15,000,000	Unlisted Options (exercisable at \$0.03 each on or before 30 June 2021)
	5,000,000	Unlisted Options (exercisable at \$0.05 each on or before 13 December 2020)
	10,000,000	Unlisted Options (exercisable at \$0.075 each on or before 30 June 2019)
	490,159,548,310	Convertible note (in accordance with terms of the convertible note announced 17 December 2018). The maximum calculated number of shares that may be issued upon conversion of convertible notes Tranche A is <u>68,750,000 (being 110% of the first tranche amount of A\$750,000 divided by the floor price of A\$0.012)</u> 49,019,607 (calculating using 85% of the lowest daily VWAP during the 10 trading days prior to issue, or \$0.018).

+ See chapter 19 for defined terms.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
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12	Is the issue renounceable or non-renounceable?	N/A
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13	Ratio in which the +securities will be offered	N/A
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14	+Class of +securities to which the offer relates	N/A
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15	+Record date to determine entitlements	N/A
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
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17	Policy for deciding entitlements in relation to fractions	N/A
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18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
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19	Closing date for receipt of acceptances or renunciations	N/A
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20	Names of any underwriters	N/A
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21	Amount of any underwriting fee or commission	N/A
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+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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 prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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

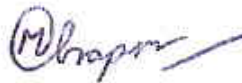
Quotation agreement

- 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.

+ See chapter 19 for defined terms.

- 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: 17/12/2018.....
(Company Secretary)

Print name:Melissa Chapman.....

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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

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	870,719,919
Add the following:	2,905,450 – Issued 18 December 2017
<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 	30,672,725 – Issued 12 March 2018 5,335,455 – Issued 16 March 2018
<ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval 	5,250,000 – Issued 27 June 2018 4,493,334 – Issued 29 June 2018
<ul style="list-style-type: none"> • Number of partly paid ordinary securities that became fully paid in that 12 month period 	18,333,333 – Issued 3 July 2018 1,000,000 – Issued 3 July 2018
<i>Note:</i>	10,000,000 – Issued 13 July 2018
<ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> 	600,000 – Issued 13 July 2018
<ul style="list-style-type: none"> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> 	23,500,000 - Issued 23 July 2018
<ul style="list-style-type: none"> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	36,666,667 <u>36,824,698</u> - Issued 23 July 2018 2,258,031 <u>2,100,000</u> - Issued 23 July 2018
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	1,011,734,914

+ 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	151,760,237
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> 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> 	49,019,607 548,310 Magna notes which convert to a maximum of 68,750,000 shares
“C”	49,019,60768,750,000
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>	151,760,237
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	49,019,60768,750,000
Total [“A” x 0.15] – “C”	102,740,62983,010,237 <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>	1,011,734,914
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	101,173,491
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> 	
“E”	0

+ 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>	<p>101,173,491</p>
<p>Subtract “E”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>0</p>
<p>Total [“A” x 0.10] – “E”</p>	<p style="text-align: center;">101,173,491</p> <p style="text-align: center;"><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.

Rule 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

Name of entity

Cape Lambert Resources Limited

ABN

71 095 047 920

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 (Shares) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1,666,667 Shares |
| 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) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<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>Yes</p>
<p>5 Issue price or consideration</p>	<p>\$0.018 per shares (calculated based on 4% of the Tranche 1 investment amount of \$750k divided by the average of the 5 daily VWAP prior to issue)</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>To pay MEF I, L.P. (Magna) Tranche 1 Commitment Fee shares to MEF I, L.P. (Magna) (under the facility with Magna per ASX Announcement 14 December 2018).</p> <p><u>Tranche 1 Commitment Fee is calculated based on 4% of the Magna Tranche 1 investment amount of \$750,000, being \$30,000.</u></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>29 November 2018</p>

+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	N/a 1,666,667 Shares
6d	Number of +securities issued with security holder approval under rule 7.1A	1,666,667 Shares 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.	<p style="text-align: center;">N/a</p> <p style="text-align: center;">Yes – the 1.8c issue price is 106% of the Company’s 15 day VWAP on the date the issue price was agreed (Listing Rule 7.1A.3(a)) of 1.9 cents and also 97% of the 15 day VWAP as of the date the shares were issued (Listing Rule 7.1A.3(b)) of 1.75 cents.</p> <p style="text-align: center;">VWAP source data: Yahoo Finance</p>
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 – 97,838,668 <u>81,343,570</u> 7.1A – 99,506,824 <u>101,173,491</u>
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	21 December 2018

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class																
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	1,013,401,581 Fully Paid Ordinary Shares																
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>15,336,363</td> <td>Unlisted Options (exercisable at \$0.07 each on or before 12 March 2020)</td> </tr> <tr> <td>7,667,727</td> <td>Unlisted Options (exercisable at \$0.07 each on or before 19 March 2020)</td> </tr> <tr> <td>5,250,000</td> <td>Unlisted Options (exercisable at \$0.04 each on or before 31 March 2020)</td> </tr> <tr> <td>15,000,000</td> <td>Unlisted Options (exercisable at \$0.03 each on or before 30 June 2021)</td> </tr> <tr> <td>5,000,000</td> <td>Unlisted Options (exercisable at \$0.05 each on or before 13 December 2020)</td> </tr> <tr> <td>10,000,000</td> <td>Unlisted Options (exercisable at \$0.075 each on or before 30 June 2019)</td> </tr> <tr> <td>548,310¹</td> <td>Convertible note (in accordance with terms of the convertible note announced 17 December 2018). The maximum calculated number of shares that may be issued upon conversion of convertible notes Tranche A is 68,750,000 (being 110% of the first tranche amount of A\$750,000 divided by the floor price of A\$0.012) <u>53,921,569 (calculating using 85% of the lowest daily VWAP during the 10 trading days prior to issue, or \$0.018).</u></td> </tr> </tbody> </table>	Number	+Class	15,336,363	Unlisted Options (exercisable at \$0.07 each on or before 12 March 2020)	7,667,727	Unlisted Options (exercisable at \$0.07 each on or before 19 March 2020)	5,250,000	Unlisted Options (exercisable at \$0.04 each on or before 31 March 2020)	15,000,000	Unlisted Options (exercisable at \$0.03 each on or before 30 June 2021)	5,000,000	Unlisted Options (exercisable at \$0.05 each on or before 13 December 2020)	10,000,000	Unlisted Options (exercisable at \$0.075 each on or before 30 June 2019)	548,310 ¹	Convertible note (in accordance with terms of the convertible note announced 17 December 2018). The maximum calculated number of shares that may be issued upon conversion of convertible notes Tranche A is 68,750,000 (being 110% of the first tranche amount of A\$750,000 divided by the floor price of A\$0.012) <u>53,921,569 (calculating using 85% of the lowest daily VWAP during the 10 trading days prior to issue, or \$0.018).</u>
Number	+Class																	
15,336,363	Unlisted Options (exercisable at \$0.07 each on or before 12 March 2020)																	
7,667,727	Unlisted Options (exercisable at \$0.07 each on or before 19 March 2020)																	
5,250,000	Unlisted Options (exercisable at \$0.04 each on or before 31 March 2020)																	
15,000,000	Unlisted Options (exercisable at \$0.03 each on or before 30 June 2021)																	
5,000,000	Unlisted Options (exercisable at \$0.05 each on or before 13 December 2020)																	
10,000,000	Unlisted Options (exercisable at \$0.075 each on or before 30 June 2019)																	
548,310 ¹	Convertible note (in accordance with terms of the convertible note announced 17 December 2018). The maximum calculated number of shares that may be issued upon conversion of convertible notes Tranche A is 68,750,000 (being 110% of the first tranche amount of A\$750,000 divided by the floor price of A\$0.012) <u>53,921,569 (calculating using 85% of the lowest daily VWAP during the 10 trading days prior to issue, or \$0.018).</u>																	

¹ Updated from App 3B released on 17/12/18

+ See chapter 19 for defined terms.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
----	--	-----

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
----	---------------------------------------	-----

12	Is the issue renounceable or non-renounceable?	N/A
----	--	-----

13	Ratio in which the +securities will be offered	N/A
----	--	-----

14	+Class of +securities to which the offer relates	N/A
----	--	-----

15	+Record date to determine entitlements	N/A
----	--	-----

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

17	Policy for deciding entitlements in relation to fractions	N/A
----	---	-----

18	<p>Names of countries in which the entity has +security holders who will not be sent new issue documents</p> <p><small>Note: Security holders must be told how their entitlements are to be dealt with.</small></p> <p><small>Cross reference: rule 7.7.</small></p>	N/A
----	--	-----

19	Closing date for receipt of acceptances or renunciations	N/A
----	--	-----

20	Names of any underwriters	N/A
----	---------------------------	-----

21	Amount of any underwriting fee or commission	N/A
----	--	-----

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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 prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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.

+ See chapter 19 for defined terms.

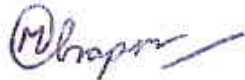
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

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: 21/12/2018.....
(Company Secretary)

Print name:Melissa Chapman.....

== == == == ==

+ 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

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	873,625,369
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 <ul style="list-style-type: none"> 5,335,455 – Issued 16 March 2018 5,250,000 – Issued 27 June 2018 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval <ul style="list-style-type: none"> 4,493,334 – Issued 29 June 2018 18,333,333 – Issued 3 July 2018 • Number of partly paid ordinary securities that became fully paid in that 12 month period <ul style="list-style-type: none"> 1,000,000 – Issued 3 July 2018 10,000,000 – Issued 13 July 2018 	30,672,725 – Issued 12 March 2018 600,000 – Issued 13 July 2018 23,500,000 - Issued 23 July 2018 36,666,667 <u>36,824,698</u> - Issued 23 July 2018 2,258,031 <u>2,100,000</u> - Issued 23 July 2018
Note: <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> 	
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	1,011,734,914

+ 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	151,760,237
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> 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> 	<p><u>548,310 Magna notes which convert to a maximum of 68,750,000 shares</u> 53,921,569 – Tranche 1 convertible notes</p> <p><u>1,666,667 Shares – issued 21 December 2018</u></p>
“C”	<u>53,921,569</u> <u>70,416,667</u>
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>	151,760,237
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	<u>70,416,667</u> 53,921,569
Total [“A” x 0.15] – “C”	<u>81,343,570</u> 97,838,668 <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>	1,011,734,914
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	101,173,491
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> 	<u>N/A</u> 1,666,667 – Tranche 1 Commitment Shares
“E”	<u>N/A</u> 1,666,667

+ 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>	<p>101,173,491</p>
<p>Subtract "E"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>1,666,667</p>
<p>Total ["A" x 0.10] – "E"</p>	<p>99,506,824<u>101,173,491</u></p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.

Rule 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

Name of entity

Cape Lambert Resources Limited

ABN

71 095 047 920

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 (Shares) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 6,526,176 Shares |
| 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) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	Yes
	<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 	
5	Issue price or consideration	\$0.012 per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Partial conversion of convertible notes issued to MEF I, L.P. (Magna) (per ASX Announcement 17 December 2018)
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	29 November 2018
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	6,526,176 Shares				
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 – 98,817,595 <u>81,343,570</u> 7.1A – 100,159,442 <u>101,173,491</u>				
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	13 May 2019				
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1,019,927,757</td> <td style="text-align: center;">Fully Paid Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	1,019,927,757	Fully Paid Ordinary Shares
Number	+Class					
1,019,927,757	Fully Paid Ordinary Shares					

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	15,336,363	Unlisted Options (exercisable at \$0.07 each on or before 12 March 2020)
		7,667,727	Unlisted Options (exercisable at \$0.07 each on or before 19 March 2020)
		5,250,000	Unlisted Options (exercisable at \$0.04 each on or before 31 March 2020)
		15,000,000	Unlisted Options (exercisable at \$0.03 each on or before 30 June 2021)
		5,000,000	Unlisted Options (exercisable at \$0.05 each on or before 13 December 2020)
		10,000,000	Unlisted Options (exercisable at \$0.075 each on or before 30 June 2019)
		333,817	Convertible note (in accordance with terms of the convertible note announced 17 December 2018).
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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 prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	N/A

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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.

+ See chapter 19 for defined terms.

- 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.

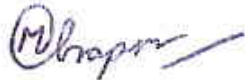
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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: 14/05/2019.....
(Company Secretary)

Print name:Melissa Chapman.....

== == == == ==

+ 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

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	909,633, 559,549
Add the following:	5,250,000 – Issued 27 June 2018
• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2	4,493,334 – Issued 29 June 2018 18,333,333 – Issued 3 July 2018
• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval	1,000,000 – Issued 3 July 2018 10,000,000 – Issued 13 July 2018
• Number of partly paid ordinary securities that became fully paid in that 12 month period	600,000 – Issued 13 July 2018 23,500,000 - Issued 23 July 2018
Note:	36,666,667 <u>36,824,698</u> - Issued 23 July 2018
• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i>	2,258,031 <u>2,100,000</u> - Issued 23 July 2018
• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i>	6,526,176 – Issued 13 May 2019
• <i>It may be useful to set out issues of securities on different dates as separate line items</i>	
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	<u>1,011,734,914</u> 1,018,261,090

+ 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	<u>151,760,237</u> 152,739,164
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> 	<p>53,921,569 — Tranche 1 convertible notes</p> <p><u>1,666,667 Shares – issued on 21 December 2018</u></p> <p><u>548,310 Magna notes, of which:</u></p> <ul style="list-style-type: none"> • <u>50,000 notes have been converted to 6,526,176 shares,</u> • <u>164,493 notes have been redeemed; and</u> • <u>333,817 notes remain outstanding and convert to a maximum of 62,223,824 shares.</u>
“C”	53,921,569 <u>70,416,667</u>
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	<p><u>151,760,237</u></p> <p>152,739,164</p>
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p><u>70,416,667</u></p> <p>53,921,569</p>
<p>Total [“A” x 0.15] – “C”</p>	<p><u>81,343,570</u></p> <p>98,817,595</p> <p><i>[Note: this is the remaining placement</i></p>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	capacity under rule 7.1]
--	--------------------------

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”	<u>1,011,734,914</u>
Note: number must be same as shown in Step 1 of Part 1	1,018,261,090
Step 2: Calculate 10% of “A”	
“D”	0.10
	Note: this value cannot be changed
Multiply “A” by 0.10	<u>101,173,491</u> 101,826,109
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"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items 	<p>N/A</p> <p>1,666,667 – Tranche 1 Commitment Shares</p>
“E”	<p>N/A</p> <p>1,666,667</p>

+ 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>	<p style="text-align: right;"><u>101,173,491</u></p> <p style="text-align: right;">101,826,109</p>
<p>Subtract “E”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p style="text-align: right;">1,666,667</p>
<p>Total [“A” x 0.10] – “E”</p>	<p style="text-align: right;"><u>101,173,491</u></p> <p style="text-align: right;">100,159,442</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.

Rule 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

Name of entity

Cape Lambert Resources Limited

ABN

71 095 047 920

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 (Shares)
(b) Convertible note (Con Note) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 10,082,093 Shares
(b) 1,200 Con Note, <u>of which 720 are debt securities</u> |
| 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) | (a) Fully paid ordinary shares
(b) Convertible note on the terms announced to ASX on 31 July 2019 |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	(a) Yes (b) No, upon conversion of the Con Note into fully ordinary shares, the allotted shares will rank equally in all respects with existing ordinary fully paid shares
	If the additional securities do not rank equally, please state: <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 	
5	Issue price or consideration	(a) \$0.0085 per share (b) A\$1,200 per Con Note
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	(a) Partial conversion of convertible notes issued to MEF I, L.P. (Magna) (per ASX Announcement 17 December 2018) (b) Winance convertible note (per ASX announcement 31 July 2019)
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?	Yes
	If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	29 November 2018
6c	Number of +securities issued without security holder approval under rule 7.1	1,200 Con Note

+ 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	10,082,093 Shares				
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 – 2,493,072 8,417,257 7.1A – 101,167,651 101,173,491				
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	8 August 2019				
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1,030,009,850</td> <td style="text-align: center;">Fully Paid Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	1,030,009,850	Fully Paid Ordinary Shares
Number	+Class					
1,030,009,850	Fully Paid Ordinary Shares					

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	
	15,336,363	Unlisted Options (exercisable at \$0.07 each on or before 12 March 2020)
	7,667,727	Unlisted Options (exercisable at \$0.07 each on or before 19 March 2020)
	5,250,000	Unlisted Options (exercisable at \$0.04 each on or before 31 March 2020)
	15,000,000	Unlisted Options (exercisable at \$0.03 each on or before 30 June 2021)
	5,000,000	Unlisted Options (exercisable at \$0.05 each on or before 13 December 2020)
	278,986	Convertible note (in accordance with terms of the Magna convertible note announced 17 December 2018).
1,200	Convertible note (in accordance with terms of the Winance convertible note announced 31 July 2019)	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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 prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	N/A

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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.

+ See chapter 19 for defined terms.

- 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.

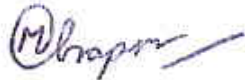
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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: 9/08/2019.....
(Company Secretary)

Print name:Melissa Chapman.....

== == == == ==

+ 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

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	1,011,734,914
<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> 	<p><u>N/A</u></p> <p>6,526,176 fully paid ordinary shares issued 13 May 2019 on conversion of convertible notes issued to Magna under LR 7.1</p> <p>10,082,093 fully paid ordinary shares issued 8 August 2019 on conversion of convertible notes issued to Magna under LR 7.1</p>
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	<p><u>1,011,734,914</u></p> <p>1,028,343,183</p>

+ 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	154,251,477 <u>151,760,237</u>
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> 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> 	<p><u>1,666,667 Shares – issued on 21 December 2018</u></p> <p><u>548,310 Magna notes, of which</u></p> <ul style="list-style-type: none"> • <u>104,831 convertible notes (Magna), which converted to 16,608,2698 fully paid ordinary shares.</u> • <u>164,493 convertible notes (Magna) have been redeemed; and</u> • <u>278,986 convertible notes (Magna), which convert to a maximum of 29,068,044 (being 39,150,137 shares minus 10,082,093 shares – the subject of this appendix 3B) 39,150,137 fully paid ordinary shares without prior shareholder approval (pursuant to a letter with Magna dated 28 July 2019, the maximum number of Shares that the outstanding 333,817 Magna Notes could convert to was 39,150,137 Shares)</u> <p>1,200 convertible notes (Winance), of which 480 convertible notes convert to a maximum of 96,000,000 fully paid ordinary shares and 720 convertible notes convert subject to prior shareholder approval</p>
“C”	151,758,405 <u>143,342,980</u>
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>	<u>151,760,237</u> 154,251,477
Subtract “C”	151,758,405 <u>143,342,980</u>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Note: number must be same as shown in Step 3	
Total ["A" x 0.15] – "C"	2,493,072 <u>8,417,257</u> [Note: this is the remaining placement capacity under rule 7.1]

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"	<u>1,011,734,914</u>
Note: number must be same as shown in Step 1 of Part 1	1,028,343,183
Step 2: Calculate 10% of "A"	
"D"	0.10 Note: this value cannot be changed
Multiply "A" by 0.10	101,173,491 <u>102,834,318</u>
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
<p>Insert 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"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items 	<p><u>N/A</u></p> <p>1,666,667 – Tranche 1 Commitment Shares</p>
"E"	1,666,667 <u>N/A</u>

+ 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>	<p>101,173,491<u>102,834,318</u></p>
<p>Subtract “E”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>N/A<u>1,666,667</u></p>
<p>Total [“A” x 0.10] – “E”</p>	<p>101,167,651<u>101,173,491</u></p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.

Rule 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

Name of entity

Cape Lambert Resources Limited

ABN

71 095 047 920

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 (Shares)
(b) Fully paid ordinary shares (Shares) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 6,000,000 Shares
(b) 22,464,026 Shares |
| 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) | (a) Fully paid ordinary shares
(b) Fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	<p>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>(a) Yes (b) Yes</p>
5	Issue price or consideration	<p>(a) \$0.005 per share (b) \$0.0051 per share</p>
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) Partial conversion of convertible notes issued to Winance Investment LLC (per ASX Announcement 31 July 2019) (b) Partial conversion of convertible notes issued to MEF I, L.P. (Magna) (per ASX Announcement 17 December 2018)</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	<p>The date the security holder resolution under rule 7.1A was passed</p>	29 November 2018
6c	<p>Number of +securities issued without security holder approval under rule 7.1</p>	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	(a) 6,000,000 Shares (b) 22,464,026 Shares	
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 - 6,762,6768,417,257 7.1A - 104,014,054,101,173,491	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	11 September 2019	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number 1,058,473,876	+Class Fully Paid Ordinary Shares

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	
	15,336,363	Unlisted Options (exercisable at \$0.07 each on or before 12 March 2020)
	7,667,727	Unlisted Options (exercisable at \$0.07 each on or before 19 March 2020)
	5,250,000	Unlisted Options (exercisable at \$0.04 each on or before 31 March 2020)
	15,000,000	Unlisted Options (exercisable at \$0.03 each on or before 30 June 2021)
	5,000,000	Unlisted Options (exercisable at \$0.05 each on or before 13 December 2020)
	207,986	Convertible note (in accordance with terms of the Magna convertible note announced 17 December 2018).
1,170	Convertible note (in accordance with terms of the Winance convertible note announced 31 July 2019) <u>of which 450 are equity securities and 720 are debt securities</u>	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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 prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	N/A

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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.

+ See chapter 19 for defined terms.

- 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.

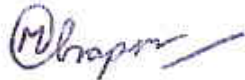
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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: 11/09/2019.....
(Company Secretary)

Print name:Melissa Chapman.....

== == == == ==

+ 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

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	1,011,734,914
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"> • <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> 	<p style="color: red;"><u>N/A</u></p> <p style="color: red;">6,526,176 fully paid ordinary shares issued 13 May 2019 on conversion of convertible notes issued to Magna under LR 7.1</p> <p style="color: red;">10,082,093 fully paid ordinary shares issued 8 August 2019 on conversion of convertible notes issued to Magna under LR 7.4</p> <p style="color: red;">22,464,026 fully paid ordinary shares issued 11 September 2019 on conversion of convertible notes issued to Magna under LR 7.4</p> <p style="color: red;">6,000,000 fully paid ordinary shares issued 11 September 2019 on conversion of convertible notes issued to Winance under LR 7.4</p>
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	<u>1,011,734,914</u> 1,056,807,209

+ 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	158,521,081 <u>151,760,237</u>
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> 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> 	<p><u>1,666,667 Shares – issued on 21 December 2018</u></p> <p><u>548,310 Magna notes, of which</u></p> <ul style="list-style-type: none"> • <u>175,831 convertible notes (Magna), which converted to 39,072,295 fully paid ordinary shares.</u> • <u>164,493 convertible notes (Magna) have been redeemed; and</u> • <u>207,986 convertible notes (Magna), which convert to a maximum of 16,686,114 <u>6,604,018</u> fully paid ordinary shares without prior shareholder approval <u>(pursuant to a letter with Magna dated 28 July 2019, the maximum number of Shares that the outstanding 333,817 Magna Notes could convert to was 39,150,137 Shares)</u></u> <p>30 convertible notes (Winance), which converted to 6,000,000 fully paid ordinary shares.</p> <p>1,170 convertible notes (Winance), of which 480-450 convertible notes <u>(equity securities)</u> convert to a maximum of 90,000,000 fully paid ordinary shares and 720 convertible notes <u>(debt securities)</u> convert subject to prior shareholder approval</p>
“C”	151,758,405 <u>143,342,980</u>
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15	<u>151,760,237</u>
<i>Note: number must be same as shown in Step 2</i>	157,621,081

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Subtract “C” <i>Note: number must be same as shown in Step 3</i>	151,758,405 <u>143,342,980</u>
Total [“A” x 0.15] – “C” <i>[Note: this is the remaining placement capacity under rule 7.1]</i>	6,762,676 <u>8,417,257</u>

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>	1,056,807,209 <u>1,011,734,914</u>
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	105,680,721 <u>101,173,491</u>
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> 	1,666,667 – Tranche 1 Commitment Shares <u>N/A</u>
“E”	N/A <u>1,666,667</u>

+ 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>	<p>101,173,491 105,680,721</p>
<p>Subtract "E"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>1,666,667</p>
<p>Total ["A" x 0.10] – "E"</p>	<p>104,014,054 <u>101,173,491</u></p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.

Rule 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

Name of entity

Cape Lambert Resources Limited

ABN

71 095 047 920

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 (Shares) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 4,000,000 Shares |
| 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) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<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>Yes</p>
<p>5 Issue price or consideration</p>	<p>\$0.005 per share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Partial conversion of convertible notes issued to Winance Investment LLC (per ASX Announcement 31 July 2019)</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>29 November 2018</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/a</p>

+ 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	4,000,000 Shares				
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	<p>7.1 - 7,362,6768,417,257</p> <p>7.1A - 104,414,954101,173,491</p>				
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	19 September 2019				
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1,062,473,876</td> <td>Fully Paid Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	1,062,473,876	Fully Paid Ordinary Shares
Number	+Class					
1,062,473,876	Fully Paid Ordinary Shares					

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	
	15,336,363	Unlisted Options (exercisable at \$0.07 each on or before 12 March 2020)
	7,667,727	Unlisted Options (exercisable at \$0.07 each on or before 19 March 2020)
	5,250,000	Unlisted Options (exercisable at \$0.04 each on or before 31 March 2020)
	15,000,000	Unlisted Options (exercisable at \$0.03 each on or before 30 June 2021)
	5,000,000	Unlisted Options (exercisable at \$0.05 each on or before 13 December 2020)
	207,986	Convertible note (in accordance with terms of the Magna convertible note announced 17 December 2018).
1,150	Convertible note (in accordance with terms of the Winance convertible note announced 31 July 2019) <u>of which 430 are equity securities and 720 are debt securities.</u>	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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 prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	N/A

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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.

+ See chapter 19 for defined terms.

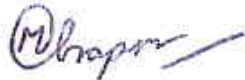
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

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: 19/09/2019.....
(Company Secretary)

Print name:Melissa Chapman.....

== == == == ==

+ 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

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	1,011,734,914
<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> 	<p>6,526,176 fully paid ordinary shares issued 13 May 2019 on conversion of convertible notes issued to Magna under LR 7.1</p> <p>10,082,093 fully paid ordinary shares issued 8 August 2019 on conversion of convertible notes issued to Magna under LR 7.4</p> <p>22,464,026 fully paid ordinary shares issued 11 September 2019 on conversion of convertible notes issued to Magna under LR 7.4</p> <p>6,000,000 fully paid ordinary shares issued 11 September 2019 on conversion of convertible notes issued to Winance under LR 7.4</p> <p>4,000,000 fully paid ordinary shares issued 19 September 2019 on conversion of convertible notes issued to Winance under LR 7.4</p>
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	<u>1,060,807,209</u> 1,011,734,914

+ 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	159,121,084 <u>151,760,237</u>
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> 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> 	<p><u>1,666,667 Shares – issued 21 December 2018</u></p> <p><u>548,310 Magna notes, of which:</u></p> <ul style="list-style-type: none"> • <u>175,831 convertible notes (Magna), which converted to 39,072,295 fully paid ordinary shares;-</u> • <u>164,493 convertible notes (Magna) have been redeemed; and</u> • <u>207,986 convertible notes (Magna), which convert to a maximum of 16,686,114 <u>6,604,018</u> fully paid ordinary shares without prior shareholder approval <u>(pursuant to a letter with Magna dated 28 July 2019, the maximum number of Shares that the outstanding 333,817 Magna Notes could convert to was 39,150,137 Shares)</u></u> <p>50 convertible notes (Winance), which converted to 10,000,000 fully paid ordinary shares.</p> <p>1,150 convertible notes (Winance), of which 430 convertible notes <u>(equity securities)</u> convert to a maximum of 86,000,000 fully paid ordinary shares and 720 convertible notes <u>(debt securities)</u> convert subject to prior shareholder approval</p>
“C”	151,758,405 <u>143,342,980</u>
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>	159,121,084 <u>151,760,237</u>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Subtract “C” <i>Note: number must be same as shown in Step 3</i>	151,758,405 <u>143,342,980</u>
Total [“A” x 0.15] – “C”	7,362,676 <u>8,417,257</u> <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>	1,060,807,209 <u>1,011,734,914</u>
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	106,080,721 <u>101,173,491</u>
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> 	N/A 1,666,667 – Tranche 1 Commitment Shares
“E”	1,666,667 <u>N/A</u>

+ 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>	<p>106,080,724 <u>101,173,491</u></p>
<p>Subtract "E"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p><u>N/A</u> 1,666,667</p>
<p>Total ["A" x 0.10] – "E"</p>	<p>104,414,054 <u>101,173,491</u></p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.

Rule 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

Name of entity

Cape Lambert Resources Limited

ABN

71 095 047 920

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 (Shares) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 4,000,000 Shares |
| 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) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<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>Yes</p>
<p>5 Issue price or consideration</p>	<p>\$0.005 per share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Partial conversion of convertible notes issued to Winance Investment LLC (per ASX Announcement 31 July 2019)</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>29 November 2018</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/a</p>

+ 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	4,000,000 Shares	
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 - 7,962,676 8,417,257 7.1A - 104,814,054 101,173,491	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	24 September 2019	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number 1,066,473,876	+Class Fully Paid Ordinary Shares

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	
	15,336,363	Unlisted Options (exercisable at \$0.07 each on or before 12 March 2020)
	7,667,727	Unlisted Options (exercisable at \$0.07 each on or before 19 March 2020)
	5,250,000	Unlisted Options (exercisable at \$0.04 each on or before 31 March 2020)
	15,000,000	Unlisted Options (exercisable at \$0.03 each on or before 30 June 2021)
	5,000,000	Unlisted Options (exercisable at \$0.05 each on or before 13 December 2020)
	207,986	Convertible note (in accordance with terms of the Magna convertible note announced 17 December 2018).
1,130	Convertible note (in accordance with terms of the Winance convertible note announced 31 July 2019) <u>of which 410 are equity securities and 720 are debt securities</u>	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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 prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	N/A

⁺ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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.

+ See chapter 19 for defined terms.

- 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.

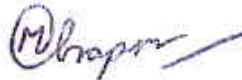
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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: 24/09/2019.....
(Company Secretary)

Print name:Melissa Chapman.....

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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

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	1,011,734,914
<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> 	<p style="color: red;"><u>N/A</u></p> <p style="color: red;">6,526,176 fully paid ordinary shares issued 13 May 2019 on conversion of convertible notes issued to Magna under LR 7.1</p> <p style="color: red;">10,082,093 fully paid ordinary shares issued 8 August 2019 on conversion of convertible notes issued to Magna under LR 7.1</p> <p style="color: red;">22,464,026 fully paid ordinary shares issued 11 September 2019 on conversion of convertible notes issued to Magna under LR 7.1</p> <p style="color: red;">6,000,000 fully paid ordinary shares issued 11 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p> <p style="color: red;">4,000,000 fully paid ordinary shares issued 19 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p> <p style="color: red;">4,000,000 fully paid ordinary shares issued 24 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p>
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil

+ See chapter 19 for defined terms.

"A"	<u>1,011,734,914</u> , 064,807,209
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+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	<u>151,760,237,459,721,081</u>
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> 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>Note:</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> 	<p><u>1,666,667 Shares – issued on 21 December 2018</u></p> <p><u>548,310 Magna notes, of which:</u></p> <ul style="list-style-type: none"> • <u>175,831 convertible notes (Magna), which converted to 39,072,295 fully paid ordinary shares.</u> • <u>164,493 convertible notes (Magna) have been redeemed; and</u> • <u>207,986 convertible notes (Magna), which convert to a maximum of 16,686,111 <u>6,604,018</u> fully paid ordinary shares without prior shareholder approval (pursuant to a letter with Magna dated 28 July 2019, the maximum number of Shares that the outstanding 333,817 Magna Notes could convert to was <u>39,150,137 Shares</u>)</u> <p>70 convertible notes (Winance), which converted to 14,000,000 fully paid ordinary shares.</p> <p>1,130 convertible notes (Winance), of which 430 <u>410</u> convertible notes (<u>equity securities</u>) convert to a maximum of 82,000,000 fully paid ordinary shares and 720 convertible notes (<u>debt securities</u>) convert subject to prior shareholder approval</p>
“C”	<u>151,758,405,143,342,980</u>
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15	<u>151,760,237,459,721,081</u>
Note: number must be same as shown in Step 2	

+ See chapter 19 for defined terms.

<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>151,758,405<u>143,342,980</u></p>
<p>Total [“A” x 0.15] – “C”</p>	<p>7,962,676<u>8,417,257</u></p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

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	
<p>“A”</p> <p><i>Note: number must be same as shown in Step 1 of Part 1</i></p>	<p>1,011,734,914<u>1,064,807,209</u></p>
Step 2: Calculate 10% of “A”	
<p>“D”</p>	<p>0.10</p> <p><i>Note: this value cannot be changed</i></p>
<p>Multiply “A” by 0.10</p>	<p>101,173,491<u>106,480,721</u></p>
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<p>Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p><i>Notes:</i></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> 	<p>N/A<u>1,666,667 – Tranche 1 Commitment Shares</u></p>
<p>“E”</p>	<p>N/A<u>1,666,667</u></p>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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>	<p>101,173,491 106,480,721</p>
<p>Subtract "E"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>1,666,667 N/A</p>
<p>Total ["A" x 0.10] – "E"</p>	<p>101,173,491 104,814,054</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.

Rule 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

Name of entity

Cape Lambert Resources Limited

ABN

71 095 047 920

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 (Shares) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 12,000,000 Shares |
| 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) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<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>Yes</p>
<p>5 Issue price or consideration</p>	<p>\$0.005 per share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Partial conversion of convertible notes issued to Winance Investment LLC (per ASX Announcement 31 July 2019)</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>29 November 2018</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/a</p>

+ 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	12,000,000 Shares	
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 - 9,762,676 8,417,257 7.1A - 106,014,054 101,173,491	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	30 September 2019	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number 1,078,473,876	+Class Fully Paid Ordinary Shares

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	
	15,336,363	Unlisted Options (exercisable at \$0.07 each on or before 12 March 2020)
	7,667,727	Unlisted Options (exercisable at \$0.07 each on or before 19 March 2020)
	5,250,000	Unlisted Options (exercisable at \$0.04 each on or before 31 March 2020)
	15,000,000	Unlisted Options (exercisable at \$0.03 each on or before 30 June 2021)
	5,000,000	Unlisted Options (exercisable at \$0.05 each on or before 13 December 2020)
	207,986	Convertible note (in accordance with terms of the Magna convertible note announced 17 December 2018).
1,070	Convertible note (in accordance with terms of the Winance convertible note announced 31 July 2019) <u>of which 350 are equity securities and 720 are debt securities</u>	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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 prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	N/A

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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.

+ See chapter 19 for defined terms.

- 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.

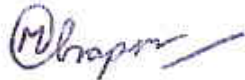
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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: 30/09/2019.....
(Company Secretary)

Print name:Melissa Chapman.....

== == == == ==

+ 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

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	1,011,734,914
<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>Note:</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> 	<p>N/A 6,526,176 fully paid ordinary shares issued 13 May 2019 on conversion of convertible notes issued to Magna under LR 7.1</p> <p>10,082,093 fully paid ordinary shares issued 8 August 2019 on conversion of convertible notes issued to Magna under LR 7.1</p> <p>22,464,026 fully paid ordinary shares issued 11 September 2019 on conversion of convertible notes issued to Magna under LR 7.1</p> <p>6,000,000 fully paid ordinary shares issued 11 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p> <p>4,000,000 fully paid ordinary shares issued 19 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p> <p>4,000,000 fully paid ordinary shares issued 24 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p> <p>12,000,000 fully paid ordinary shares issued 30 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p>
Subtract the number of fully paid ordinary	Nil

+ See chapter 19 for defined terms.

securities cancelled during that 12 month period	
“A”	<u>1,011,734,914</u> 1,076,807,209
Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	161,521,084 <u>151,760,237</u>
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> 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>Note:</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> 	<p><u>1,666,667 Shares – issued on 21 December 2018</u></p> <p><u>548,310 Magna notes, of which:</u></p> <ul style="list-style-type: none"> • <u>175,831 convertible notes (Magna), which converted to 39,072,295 fully paid ordinary shares.</u> • <u>164,493 convertible notes (Magna) have been redeemed; and</u> • <u>207,986 convertible notes (Magna), which convert to a maximum of 6,604,018 16,686,114 fully paid ordinary shares without prior shareholder approval (pursuant to a letter with Magna dated 28 July 2019, the maximum number of Shares that the outstanding 333,817 Magna Notes could convert to was 39,150,137 Shares)</u> <p>130 convertible notes (Winance), which converted to 26,000,000 fully paid ordinary shares.</p> <p>1,070 convertible notes (Winance), of which 350 convertible notes (equity securities) convert to a maximum of 70,000,000 fully paid ordinary shares and 720 convertible notes (debt securities) convert subject to prior shareholder approval</p>
“C”	151,758,405 <u>143,342,980</u>
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15	161,521,084 <u>151,760,237</u>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<i>Note: number must be same as shown in Step 2</i>	
Subtract “C”	454,758,405 <u>143,342,980</u>
<i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.15] – “C”	9,762,6768 <u>417,257</u> <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”	4,076,807,209
<i>Note: number must be same as shown in Step 1 of Part 1</i>	<u>1,011,734,914</u>
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	407,680,724 <u>101,173,491</u>
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> 	N/A 1,666,667 – Tranche 1 Commitment Shares

+ See chapter 19 for defined terms.

“E”	<u>N/A1,666,667</u>
-----	---------------------

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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>	107,680,721 <u>101,173,491</u>
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	1,666,667 <u>N/A</u>
Total ["A" x 0.10] – "E"	106,014,054 <u>101,173,491</u> <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Rule 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

Name of entity

Cape Lambert Resources Limited

ABN

71 095 047 920

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 (Shares) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 4,000,000 Shares |
| 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) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<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>Yes</p>
<p>5 Issue price or consideration</p>	<p>\$0.005 per share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Partial conversion of convertible notes issued to Winance Investment LLC (per ASX Announcement 31 July 2019)</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>29 November 2018</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/a</p>

+ 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	4,000,000 Shares				
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 - 10,362,676 8,417,257 7.1A - 106,414,054 101,173,491				
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	11 October 2019				
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1,082,473,876</td> <td style="text-align: center;">Fully Paid Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	1,082,473,876	Fully Paid Ordinary Shares
Number	+Class					
1,082,473,876	Fully Paid Ordinary Shares					

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	
	15,336,363	Unlisted Options (exercisable at \$0.07 each on or before 12 March 2020)
	7,667,727	Unlisted Options (exercisable at \$0.07 each on or before 19 March 2020)
	5,250,000	Unlisted Options (exercisable at \$0.04 each on or before 31 March 2020)
	15,000,000	Unlisted Options (exercisable at \$0.03 each on or before 30 June 2021)
	5,000,000	Unlisted Options (exercisable at \$0.05 each on or before 13 December 2020)
	207,986	Convertible note (in accordance with terms of the Magna convertible note announced 17 December 2018).
1,050	Convertible note (in accordance with terms of the Winance convertible note announced 31 July 2019) <u>of which 330 are equity securities and 720 are debt securities</u>	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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 prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	N/A

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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.

+ See chapter 19 for defined terms.

- 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.

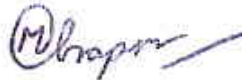
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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: 11/10/2019.....
(Company Secretary)

Print name:Melissa Chapman.....

== == == == ==

+ 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

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	1,011,734,914
<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> 	<p style="color: red;"><u>N/A</u></p> <p style="color: red;">6,526,176 fully paid ordinary shares issued 13 May 2019 on conversion of convertible notes issued to Magna under LR 7.1</p> <p style="color: red;">10,082,093 fully paid ordinary shares issued 8 August 2019 on conversion of convertible notes issued to Magna under LR 7.1</p> <p style="color: red;">22,464,026 fully paid ordinary shares issued 11 September 2019 on conversion of convertible notes issued to Magna under LR 7.1</p> <p style="color: red;">6,000,000 fully paid ordinary shares issued 11 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p> <p style="color: red;">4,000,000 fully paid ordinary shares issued 19 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p> <p style="color: red;">4,000,000 fully paid ordinary shares issued 24 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p> <p style="color: red;">12,000,000 fully paid ordinary shares issued 30 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p>

+ See chapter 19 for defined terms.

	4,000,000 fully paid ordinary shares issued 30 September 2019 on conversion of convertible notes issued to Winance under LR 7.1
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	<u>1,080,807,209</u> <u>1,011,734,914</u>
Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	<u>162,124,084</u> <u>151,760,237</u>
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> 	<p><u>1,666,667 Shares – issued on 21 December 2018</u></p> <p><u>548,310 Magna notes, of which:</u></p> <ul style="list-style-type: none"> • <u>175,831 convertible notes (Magna), which converted to 39,072,295 fully paid ordinary shares.</u> • <u>164,493 convertible notes (Magna) have been redeemed; and</u> • <u>207,986 convertible notes (Magna), which convert to a maximum of 6,604,01816,686,144 fully paid ordinary shares without prior shareholder approval (pursuant to a letter with Magna dated 28 July 2019, the maximum number of Shares that the outstanding 333,817 Magna Notes could convert to was 39,150,137 Shares)</u> <p>150 convertible notes (Winance), which converted to 30,000,000 fully paid ordinary shares.</p> <p>1,050 convertible notes (Winance), of which 330 convertible notes (<u>equity securities</u>) convert to a maximum of 66,000,000 fully paid ordinary shares and 720 convertible notes (<u>debt securities</u>) convert subject to prior shareholder approval</p>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

“C”	151,758,405 <u>143,342,980</u>
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>	162,121,081 <u>151,760,237</u>
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	151,758,405 <u>143,342,980</u>
Total [“A” x 0.15] – “C”	<u>10,362,676</u> <u>8,417,257</u> <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>	1,080,807,209 <u>1,011,734,914</u>
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	108,080,721 <u>101,173,491</u>
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</i> 	N/A <u>1,666,667 – Tranche 1 Commitment Shares</u>

+ See chapter 19 for defined terms.

<p><i>3B to which this form is annexed</i></p> <ul style="list-style-type: none"> • <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> 	
<p>“E”</p>	<p><u>N/A1,666,667</u></p>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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>	<p>108,080,721<u>101,173,491</u></p>
<p>Subtract "E"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p><u>N/A</u>1,666,667</p>
<p>Total ["A" x 0.10] – "E"</p>	<p>106,414,054<u>101,173,491</u></p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.

Rule 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

Name of entity

Cape Lambert Resources Limited

ABN

71 095 047 920

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 (Shares) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 12,000,000 Shares |
| 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) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	Yes
	<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 	
5	Issue price or consideration	\$0.005 per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Partial conversion of convertible notes issued to Winance Investment LLC (per ASX Announcement 31 July 2019)
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	29 November 2018
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	12,000,000 Shares	
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 - 12,162,676 8,417,257 7.1A - 107,614,054 101,173,491	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	23 October 2019	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number 1,094,473,876	+Class Fully Paid Ordinary Shares

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	
	15,336,363	Unlisted Options (exercisable at \$0.07 each on or before 12 March 2020)
	7,667,727	Unlisted Options (exercisable at \$0.07 each on or before 19 March 2020)
	5,250,000	Unlisted Options (exercisable at \$0.04 each on or before 31 March 2020)
	15,000,000	Unlisted Options (exercisable at \$0.03 each on or before 30 June 2021)
	5,000,000	Unlisted Options (exercisable at \$0.05 each on or before 13 December 2020)
	207,986	Convertible note (in accordance with terms of the Magna convertible note announced 17 December 2018).
990	Convertible note (in accordance with terms of the Winance convertible note announced 31 July 2019) <u>of which 270 are equity securities and 720 are debt securities</u>	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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 prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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.

+ See chapter 19 for defined terms.

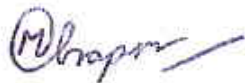
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

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: 23/10/2019.....
(Company Secretary)

Print name:Melissa Chapman.....

== == == == ==

+ 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

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	1,011,734,914
<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>Note:</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> 	<p style="color: red;"><u>N/A</u></p> <p style="color: red;">6,526,176 fully paid ordinary shares issued 13 May 2019 on conversion of convertible notes issued to Magna under LR 7.1</p> <p style="color: red;">10,082,093 fully paid ordinary shares issued 8 August 2019 on conversion of convertible notes issued to Magna under LR 7.1</p> <p style="color: red;">22,464,026 fully paid ordinary shares issued 11 September 2019 on conversion of convertible notes issued to Magna under LR 7.1</p> <p style="color: red;">6,000,000 fully paid ordinary shares issued 11 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p> <p style="color: red;">4,000,000 fully paid ordinary shares issued 19 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p> <p style="color: red;">4,000,000 fully paid ordinary shares issued 24 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p> <p style="color: red;">12,000,000 fully paid ordinary shares issued 30 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p>

+ See chapter 19 for defined terms.

	<p>4,000,000 fully paid ordinary shares issued 30 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p> <p>12,000,000 fully paid ordinary shares issued 23 October 2019 on conversion of convertible notes issued to Winance under LR 7.1</p>
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	1,092,807,209 <u>1,011,734,914</u>
Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	163,921,084 <u>151,760,237</u>
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> 	<p><u>1,666,667 Shares – issued 21 December 2018</u></p> <p><u>548,310 Magna notes, of which:</u></p> <ul style="list-style-type: none"> • <u>175,831 convertible notes (Magna), which converted to 39,072,295 fully paid ordinary shares.</u> • <u>164,493 convertible notes (Magna) have been redeemed; and</u> • <u>207,986 convertible notes (Magna), which convert to a maximum of 6,604,018<u>46,686,111</u> fully paid ordinary shares without prior shareholder approval <u>(pursuant to a letter with Magna dated 28 July 2019, the maximum number of Shares that the outstanding 333,817 Magna Notes could convert to was 39,150,137 Shares)</u></u> <p>210 convertible notes (Winance), which converted to 42,000,000 fully paid ordinary shares.</p> <p>990 convertible notes (Winance), of which 270 convertible notes <u>(equity securities)</u></p>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	convert to a maximum of 54,000,000 fully paid ordinary shares and 720 convertible notes (<u>debt securities</u>) convert subject to prior shareholder approval
“C”	<u>143,342,980</u> 151,758,405
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>	<u>163,921,081</u> 151,760,237
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	<u>143,342,980</u> 151,758,405
Total [“A” x 0.15] – “C”	<u>12,162,676</u> 8,417,257 <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>	<u>1,092,807,209</u> 1,011,734,914
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	<u>109,280,721</u> 101,173,491
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>	<u>N/A</u> 1,666,667 – Tranche 1 Commitment Shares

+ See chapter 19 for defined terms.

<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> 	
<p>“E”</p>	<p style="color: red;"><u>N/A1,666,667</u></p>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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>	<p>109,280,721<u>101,173,491</u></p>
<p>Subtract “E”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>1,666,667<u>N/A</u></p>
<p>Total [“A” x 0.10] – “E”</p>	<p>107,614,054<u>101,173,491</u></p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.

Rule 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

Name of entity

Cape Lambert Resources Limited

ABN

71 095 047 920

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 (Shares) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (i) 6,604,018 +0,000,144 Shares
<u>(ii) 3,396,126 Shares</u> |
| 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) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<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>Yes</p>
<p>5 Issue price or consideration</p>	<p>\$0.005 per share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Partial conversion of convertible notes issued to MEF I, L.P. (Magna) (per ASX Announcement 17 December 2018) <u>Partial redemption of convertible notes issued to MEF I, L.P. (Magna) (per ASX Announcement 17 December 2018)</u></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>29 November 2018</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p><u>N/a 3,396,126 Shares</u></p>

+ 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	6,604,018 10,000,144 Shares				
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 – 13,662,698 <u>5,021,131</u> 7.1A – 108,614,068 <u>101,173,491</u>				
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	25 October 2019				
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>1,104,474,020</td> <td>Fully Paid Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	1,104,474,020	Fully Paid Ordinary Shares
Number	+Class					
1,104,474,020	Fully Paid Ordinary Shares					

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	
	15,336,363	Unlisted Options (exercisable at \$0.07 each on or before 12 March 2020)
	7,667,727	Unlisted Options (exercisable at \$0.07 each on or before 19 March 2020)
	5,250,000	Unlisted Options (exercisable at \$0.04 each on or before 31 March 2020)
	15,000,000	Unlisted Options (exercisable at \$0.03 each on or before 30 June 2021)
	5,000,000	Unlisted Options (exercisable at \$0.05 each on or before 13 December 2020)
	176,731	Convertible note (in accordance with terms of the Magna convertible note announced 17 December 2018).
990	Convertible note (in accordance with terms of the Winance convertible note announced 31 July 2019) <u>of which 270 are equity securities and 720 are debt securities</u>	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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 prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	N/A

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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.

+ See chapter 19 for defined terms.

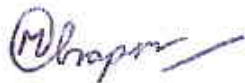
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

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: 24/10/2019.....
(Company Secretary)

Print name:Melissa Chapman.....

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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

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	1,011,734,914
<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>Note:</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> 	<p style="color: red;"><u>N/A</u></p> <p style="color: red;">6,526,176 fully paid ordinary shares issued 13 May 2019 on conversion of convertible notes issued to Magna under LR 7.1</p> <p style="color: red;">10,082,093 fully paid ordinary shares issued 8 August 2019 on conversion of convertible notes issued to Magna under LR 7.1</p> <p style="color: red;">22,464,026 fully paid ordinary shares issued 11 September 2019 on conversion of convertible notes issued to Magna under LR 7.1</p> <p style="color: red;">6,000,000 fully paid ordinary shares issued 11 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p> <p style="color: red;">4,000,000 fully paid ordinary shares issued 19 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p> <p style="color: red;">4,000,000 fully paid ordinary shares issued 24 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p> <p style="color: red;">12,000,000 fully paid ordinary shares issued 30 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p>

+ See chapter 19 for defined terms.

	<p>4,000,000 fully paid ordinary shares issued 30 September 2019 on conversion of convertible notes issued to Winance under LR 7.1</p> <p>12,000,000 fully paid ordinary shares issued 23 October 2019 on conversion of convertible notes issued to Winance under LR 7.1</p> <p>10,000,144 fully paid ordinary shares issued 11 September 2019 on conversion of convertible notes issued to Magna under LR 7.1</p>
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	<u>1,402,807,353</u> <u>1,011,734,914</u>
Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	<u>165,421,103</u> <u>151,760,237</u>
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> 	<p><u>1,666,667 Shares – issued on 21 December 2018</u></p> <p><u>548,310 Magna notes, of which:</u></p> <ul style="list-style-type: none"> • <u>207,086 convertible notes (Magna), which converted to <u>45,676,313</u> 49,072,439 fully paid ordinary shares.</u> • <u>164,493 convertible notes (Magna) have been redeemed; and</u> • 176,731 convertible notes (Magna), which <u>cannot</u> convert to <u>a maximum of 6,685,967</u> fully paid ordinary shares without prior shareholder approval <p>210 convertible notes (Winance), which converted to 42,000,000 fully paid ordinary shares.</p> <p>990 convertible notes (Winance), of which</p>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	270 convertible notes (<u>equity securities</u>) convert to a maximum of 54,000,000 fully paid ordinary shares and 720 convertible notes (<u>debt securities</u>) convert subject to prior shareholder approval <u>3,396,126 shares upon redemption of convertible notes (Magna) (subject of this appendix 3B)</u>
“C”	151,758,405 <u>146,739,106</u>
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>	151,760,237 <u>146,421,103</u>
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	151,758,405 <u>146,739,106</u>
Total [“A” x 0.15] – “C”	13,662,698 <u>5,021,131</u> <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>	101,173,491 <u>74,102,807,353</u>
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	110,280,735 <u>101,173,491</u>
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	

+ See chapter 19 for defined terms.

<p>Insert 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"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items 	<p>N/A1,666,667 – Tranche 1 Commitment Shares</p>
<p>“E”</p>	<p>N/A1,666,667</p>
<p>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</p>	
<p>“A” x 0.10</p> <p>Note: number must be same as shown in Step 2</p>	<p>101,173,491 110,280,735</p>
<p>Subtract “E”</p> <p>Note: number must be same as shown in Step 3</p>	<p>N/A1,666,667</p>
<p>Total [“A” x 0.10] – “E”</p>	<p>108,614,068</p> <p><u>101,173,491</u></p> <p>Note: this is the remaining placement capacity under rule 7.1A</p>

+ See chapter 19 for defined terms.