# ASX/MEDIA ANNOUNCEMENT



16 August 2013 ASX: AOH, FSE: A2O

### **APPENDIX 3B**

In accordance with Listing Rule 3.10.5, and Altona Mining Limited's ("Altona") Employee Awards Plan ("the Plan") as re-approved by shareholders on 21 November 2012, and Altona's Remuneration Policy, an Appendix 3B is attached which reflects the following:

- 1. 3,534,000 employee performance share rights cancelled and 3,192,000 employee performance share rights converted to fully paid ordinary shares to reflect the satisfaction or failure to meet vesting criteria associated with these performance share rights; and
- 2. 7,872,000 employee performance share rights awarded to various Altona employees in accordance with the Plan, including 3,000,000 performance share rights issued to Dr Alistair Cowden (Managing Director) in accordance with a 2012 shareholders resolution, where vesting is subject to achieving specified shareholder returns and / or agreed performance metrics over a three year period to July 2016.

### Please direct enquiries to:

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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, 04/03/13

Altona Mining Limited

#### ARN

35 090 468 018

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).

- +Class of +securities issued or to be issued
- 1. Employee performance share rights (AOHAK)
- 2. Fully paid ordinary shares (AOH)
- Number of \*securities issued or to be issued (if known) or maximum number which may be issued
- 1.(a) 3,534,000 employee performance share rights (AOHAK) cancelled or vested
- 1.(b) 7,872,000 performance share rights (AOHAK) issued
- 2. 3,192,000 fully paid ordinary shares issued in satisfaction of vesting criteria
- Principal terms the 3 +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)
- 1.(a) Cancellation or vesting of employee performance share rights (AOHAK)
- 1.(b) 2013 Issue of employee performance share rights is subject to shareholder and/or performance hurdle metrics. The issue is governed by the Employee Awards Plan as approved by shareholders on 21 November 2012.
- Vesting of employee performance share rights (AOHAK) into fully paid ordinary shares.

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<sup>+</sup> See chapter 19 for defined terms.

4	Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?  If the additional *securities do not rank equally, please state:  • the date from which they do  • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	1.(b) Security not quoted. 2. Yes.
5	Issue price or consideration	1.(b) Nil. 2. Nil.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<ul><li>1.(b) Employee Awards Plan / Remuneration Policy</li><li>2. Vesting of employee performance share right into fully paid ordinary shares.</li></ul>
6a	Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i	No.
6b	The date the security holder resolution under rule 7.1A was passed	n/a
6c	Number of *securities issued without security holder approval under rule 7.1	n/a

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<sup>+</sup> 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	2. 3,192,000 ordina	ry 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	n/a	
7	*Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	16 August 2013	
8	Number and *class of all *securities quoted on ASX ( <i>including</i> the *securities in section 2 if applicable)	Number 532,184,704	<sup>+</sup> Class Ordinary fully paid (AOH)

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<sup>+</sup> See chapter 19 for defined terms.

9 Number and \*class of all \*securities not quoted on ASX (including the \*securities in section 2 if applicable)

Number	+Class
14,015,749	Share rights issued
	pursuant to
	approved Employee
	Award Plan
	(AOHAK)
	, , ,
1,000,000	Options (Non-
1,000,000	Options (Non- Executive Director)
1,000,000	,
1,000,000	Executive Director)

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

n/a

## Part 2 - Pro rata issue

11	Is security holder approval required?	n/a
12	Is the issue renounceable or non-renounceable?	n/a
13	Ratio in which the *securities will be offered	n/a
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	n/a
15	<sup>+</sup> Record date to determine entitlements	n/a
16	Will holdings on different registers (or subregisters) be	n/a
	aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	n/a

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<sup>+</sup> See chapter 19 for defined terms.

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<sup>+</sup> See chapter 19 for defined terms.

30		do security holders sell entitlements <i>in full</i> through ser?	n/a
31			n/a
32	of the	do security holders dispose ir entitlements (except by nrough a broker)?	n/a
33	<sup>+</sup> Issue	date	n/a
		uotation of securitie	<b>S</b> oplying for quotation of securities
34	Type (tick o	of <sup>+</sup> securities one)	
(a)	X	<sup>+</sup> Securities described in Part	1
(b)		•	nd of the escrowed period, partly paid securities that become fully paid en restriction ends, securities issued on expiry or conversion of convertible
Entitio	es tha	t have ticked box 34(a)	
Addit	ional	securities forming a new	class of securities
Tick to docume		you are providing the informat	ion or
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			r securities, a distribution schedule of the additional umber of holders in the categories

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<sup>+</sup> See chapter 19 for defined terms.

	100,001 and over				
37	A copy of any trust deed for t	the additional *securities			
Entitie	Entities that have ticked box 34(b)				
38	Number of *securities for which *quotation is sought				
39	<sup>+</sup> Class of <sup>+</sup> securities for which quotation is sought				
40	Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?				
	If the additional *securities do not rank equally, please state:  • the date from which they do  • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment				
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 <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX ( <i>including</i> the <sup>+</sup> securities in clause 38)	Number	+Class		

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<sup>+</sup> See chapter 19 for defined terms.

### **Quotation agreement**

- <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the \*securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those \*securities should not be granted \*quotation.
  - An offer of the \*securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

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

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any \*securities to be quoted and that no-one has any right to return any \*securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the \*securities be quoted.
- If we are a trust, we warrant that no person has the right to return the \*securities to be quoted under section 1019B of the Corporations Act at the time that we request that the \*securities be quoted.
- 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.
- We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before †quotation of the †securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:	(Director/Company secretary)	Date:	16/08/2013 
Print name:	Carmen Lunderstedt		

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<sup>+</sup> See chapter 19 for defined terms.