

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	Mustang Resources Limited
ACN	090 074 785

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 | 29,142,633 |
| 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) | The Shares are of the same class and rank equal to all other Shares on issue |

<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 – the Shares issued will rank equally with the existing fully paid Shares on issue.</p>
<p>5 Issue price or consideration</p>	<p>Shares issued as follows;</p> <ul style="list-style-type: none"> (i) 23,652,174 shares issued at \$0.023 each (ii) 5,286,144 shares issued at \$0.0214 each (iii) 204,315 shares issued at \$0.07342 each
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ul style="list-style-type: none"> (i) 21,739,131 Shortfall shares issued pursuant to a non-renounceable rights issue (Entitlement Offer) raising \$500,000 before costs. Plus 1,913,043 shares issued in consideration for professional services provided to the Company. (ii) 4,672,897 Shares issued to satisfy the Company's obligation to issue shares following the partial conversion of convertible notes. Plus 613,247 shares issued in consideration for professional services provided to the Company (iii) 204,315 shares issued in consideration for professional services provided to the Company
<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>24 November 2017</p>

6c	Number of securities issued without security holder approval under rule 7.1	(i) 1,913,043 (ii) 613,247 (iii) 204,315						
6d	Number of securities issued with security holder approval under rule 7.1A	(i) Nil (ii) Nil (iii) Nil						
6e	Number of securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	(i) Nil (ii) Nil (iii) Nil						
6f	Number of securities issued under an exception in rule 7.2	(i) 21,739,131 (ii) 4,672,897 (iii) Nil						
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.	Not Applicable						
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	Not Applicable						
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	<u>ASX Listing Rule 7.1</u> 132,967,933 Securities <u>ASX Listing Rule 7.1A</u> 90,465,691 Quoted Securities						
7	Dates of entering securities into uncertificated holdings or despatch of certificates	16 May 2018						
8	Number and class of all securities 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>877,387,525</td> <td>Fully paid ordinary shares</td> </tr> <tr> <td>61,938,095</td> <td>Listed Options (MUSOA) exercisable at \$0.035 on or before 25 January 2020</td> </tr> </tbody> </table>	Number	Class	877,387,525	Fully paid ordinary shares	61,938,095	Listed Options (MUSOA) exercisable at \$0.035 on or before 25 January 2020
Number	Class							
877,387,525	Fully paid ordinary shares							
61,938,095	Listed Options (MUSOA) exercisable at \$0.035 on or before 25 January 2020							

		Number	Class
9	Number and class of all securities not quoted on ASX (including the securities in section 2 if applicable)	30,000,000	Fully paid Ordinary Shares – escrowed to 6 June 2018
		8,000,000	Unlisted Options exercisable at \$0.15 on or before 14 June 2019
		14,000,000	Unlisted Options exercisable at \$0.075 on or before 21 June 2019
		7,500,000	Unlisted Options exercisable at \$0.06 on or before 4 August 2019
		2,662,879	Unlisted Options exercisable at \$0.0273 on or before 23 January 2020
		729,771	Unlisted Options exercisable at \$0.0273 on or before 25 January 2020
		1,519,559	Unlisted Options exercisable at \$0.10 on or before 9 March 2020
		3,000,000	Unlisted Options exercisable at \$0.15 on or before 31 March 2020
		3,000,000	Unlisted Options exercisable at \$0.20 on or before 31 March 2020
		2,181,818	Unlisted Options exercisable at \$0.0715 on or before 20 July 2020
		13,333,333	Unlisted Options exercisable at \$0.117 on or before 20 July 2020
		12,765,957	Unlisted Options exercisable at \$0.1222 on or before 20 July 2020
		3,333,333	Unlisted Options exercisable at \$0.117 on or before 15 September 2020
		1,800,000	Unlisted Options exercisable at \$0.13 on or before 16 October 2020
		7,500,000	Unlisted Options exercisable at \$0.0307 on or before 15 January 2021
		5,000,000	Unlisted Options exercisable at \$0.0356 on or before 13 March 2021
		25,723,472	Unlisted Options exercisable at \$0.0323 on or before 13 March 2021
14,000,000	Class E Performance Rights expiring 31 December 2019 (vesting on proving a JORC compliant inferred graphite resource of a minimum of 50 million tonnes at >5% total graphite content on or before 31 December 2019 on any of the licences comprising the Balama Project at the date of issue of the Class E Performance Rights (5873L, 6527L, 6678L).		
1,900,000	Convertible Notes with a face value of \$1.00 and a conversion price equal to the higher of: the lowest one (1) day Volume Weight Average Price (VWAP) as published by Bloomberg selected by Arena over the twenty (20) trading days prior to the conversion of the Convertible Notes and a floor price of \$0.018 and a maturity date of 10 July 2019.		

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

Questions 11 to 33 are not applicable

Part 3 - Quotation of the Unlisted Options is not sought

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)

Questions 35 to 42 are not applicable

Quotation agreement

1 Quotation of our additional securities is in ASX's absolute discretion. ASX may quote the securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those securities should not be granted quotation.
- An offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

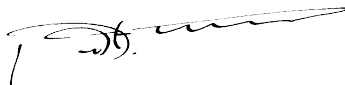
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any securities to be quoted and that no-one has any right to return any securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the securities be quoted.
- If we are a trust, we warrant that no person has the right to return the securities to be quoted under section 1019B of the Corporations Act at the time that we request that the securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before quotation of the securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Date: 17 May 2018

Print name: **Robert Marusco**
Company Secretary

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	525,956,515	
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 	3,896,110 30,000,000 4,761,905 1,003,905 3,896,103 1,800,000 2,310,516 11,270,491 29,688,524 15,243,902 8,237,232 12,531,328 99,330 5,780,780 33,834,586 38,847,117 69,300 38,709,677 2,500,000 996,064 106,811,504 21,739,131 4,672,897	Fully paid ordinary shares (as approved by shareholders on 22 May 2017) issued on 31/5/17 Fully paid ordinary shares (as approved by shareholders on 22 May 2017) issued on 6/6/17 Fully paid ordinary shares (upon exercise of shareholder approved options) issued on 21/6/17 Fully paid ordinary shares (as approved by shareholders on 1 Sept 2017) issued on 21/6/17 Fully paid ordinary shares (as approved by shareholders on 22 May 2017) issued on 11/8/17 Fully paid ordinary shares (as approved by shareholders on 24 Nov 2017 AGM) issued on 11/8/17 Fully paid ordinary shares (upon exercise of shareholder approved options) issued on 8/9/17 Fully paid ordinary shares (upon conversion of convertible notes approved by shareholders 1 Sept 2017) issued on 8/9/17 Fully paid ordinary shares (upon conversion of convertible notes approved by shareholders 1 Sept 2017) issued on 15/9/17 Fully paid ordinary shares (upon conversion of convertible notes approved by shareholders 1 Sept 2017) issued on 19/9/17 Fully paid ordinary shares (upon conversion of convertible notes approved by shareholders 1 Sept 2017) issued on 27/9/17 Fully paid ordinary shares (upon conversion of convertible notes approved by shareholders 1 Sept 2017) issued on 4/10/17 Fully paid ordinary shares (upon exercise of shareholder approved options) issued on 4/10/17 Fully paid ordinary shares (upon exercise of shareholder approved options) issued on 12/10/17 Fully paid ordinary shares (upon conversion of convertible notes approved by shareholders 1 Sept 2017) issued on 16/10/17 Fully paid ordinary shares (upon conversion of convertible notes approved by shareholders 1 Sept 2017) issued on 19/10/17 Fully paid ordinary shares (upon exercise of shareholder approved options) issued on 19/10/17 Fully paid ordinary shares (upon exercise of shareholder approved options) issued on 26/10/17 Fully paid ordinary shares (as approved by shareholders on 24 Nov 2017 AGM to Long Term Incentive Plan) issued on 15/01/18 Fully paid ordinary shares (as approved by shareholders on 2 Mar 2018 GM) issued on 15/01/18 Fully paid ordinary shares (applications from non-renounceable rights issue) issued on 28/03/18 Fully paid ordinary shares pursuant to non-renounceable rights issue shortfall) issued on 16/05/18 Fully paid ordinary shares (upon conversion of convertible notes approved by shareholders 2 Mar 2018) issued on 16/05/18
Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 		

Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	904,656,919

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	135,698,537

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> 	2,730,605 shares issued 16/05/2018 for professional services
“C”	2,730,605

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>	135,698,537
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	2,730,605
Total [“A” x 0.15] – “C”	132,967,933 <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>	904,656,919
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	90,465,691
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”	-
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>	90,465,691
Subtract “E”	-

<i>Note: number must be same as shown in Step 3</i>	
Total ["A" x 0.10] – "E"	90,465,691 <i>Note: this is the remaining placement capacity under rule 7.1A</i>