



**DACIAN**  
GOLD | LIMITED

9 December 2016

The Manager  
Company Announcements  
Australian Securities Exchange Ltd  
Level 5, 20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

**Appendix 3B and Section 708A(5)(e) Notice – Share Placement**

Please find attached an Appendix 3B, and notice given under section 708(5)(e) of the Corporations Act 2001, in respect of the issue of 10,600,000 ordinary fully paid shares to institutional and sophisticated investors pursuant to the share placement announced to ASX on 5 December 2016.

**Dacian Gold Limited**

**Kevin Hart**  
Company Secretary

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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

Name of entity

Dacian Gold Limited

ABN

61 154 262 978

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   | Ordinary fully paid shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 10,600,000                 |
| 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) |                            |

+ See chapter 19 for defined terms.

**Appendix 3B**  
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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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	Yes
5	Issue price or consideration	\$2.50 per share
6	<p>Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Shares issued to institutional and sophisticated investors pursuant to a share placement announced to the ASX on 5 December 2016.</p> <p>Proceeds of the capital raising will be used to continue project development and maintain aggressive exploration programs at the Company's 100% owned Mt Morgans Gold Project in Western Australia.</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>	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	10,600,000
6d	Number of +securities issued with security holder approval under rule 7.1A	N/a

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+ See chapter 19 for defined terms.

6e	Number of <sup>+</sup> 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	N/a	
7	Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates	9 December 2016	
8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	Number	<sup>+</sup> Class
		146,286,670	Ordinary fully paid shares (DCN)

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

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	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	
	5,100,000	Options exercisable at \$0.83 each and expiring 9 October 2017.
	500,000	Options exercisable at \$0.56 each and expiring 28 February 2019.
	1,000,000	Options exercisable at \$0.64 each and expiring 24 September 2019.
	2,000,000	Options exercisable at \$0.45 each and expiring 17 November 2019.
	1,500,000	Options exercisable at \$1.21 each and expiring 30 September 2020.
	1,650,000	Options exercisable at \$1.22 each and expiring 31 January 2021.
	300,000	Options exercisable at \$2.05 each and expiring 28 February 2021.
	500,000	Options exercisable at \$3.72 each and expiring 30 June 2021.
	140,000	Performance rights expiring 11 October 2020 and performance measurement date of 30 June 2017.
	200,000	Performance rights expiring 11 October 2020 and performance measurement date of 30 June 2018.
	330,000	Performance rights expiring 11 October 2020 and performance measurement date of 30 June 2019.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/a

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+ 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 <sup>+</sup> 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 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 <sup>+</sup> 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
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 <sup>+</sup> security holders	N/a

+ See chapter 19 for defined terms.

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### New issue announcement

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- |    |   |     |
|----|---|-----|
| 25 | If the issue is contingent on <sup>+</sup> 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 <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?   | N/a |
| 31 | How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?                                    | N/a |
| 32 | How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?   | N/a |
| 33 | <sup>+</sup> Despatch date  | N/a |

## 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)

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

### 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  | N/a  |
| 39 | Class of +securities for which quotation is sought   | N/a  |
| 40 | <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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <div style="border: 1px solid black; height: 250px; width: 100%;"></div> |

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## Appendix 3B

### New issue announcement

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

N/a

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

Number	<sup>+</sup> Class
N/a	

### Quotation agreement

1 <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 <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those <sup>+</sup>securities should not be granted <sup>+</sup>quotation.
- An offer of the <sup>+</sup>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 <sup>+</sup>securities to be quoted and that no-one has any right to return any <sup>+</sup>securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.
- If we are a trust, we warrant that no person has the right to return the <sup>+</sup>securities to be quoted under section 1019B of the Corporations Act at the time that we request that the <sup>+</sup>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 <sup>+</sup>quotation of

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

the <sup>+</sup>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 December 2016

Company secretary

Print name:

Kevin Hart

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

9 December 2016

## NOTICE UNDER SECTION 708A(5)(e) OF THE CORPORATIONS ACT 2001 (CTH)

This notice is given by Dacian Gold Limited (ACN 154 262 978) (**Company**) under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by the Australian Securities and Investments Commission (**ASIC**).

The Company confirms that it has today issued 10,600,000 fully paid ordinary shares in the Company at an issue price of \$2.50 per share pursuant to a share placement announced to the ASX on 5 December 2016 (**Placement Shares**).

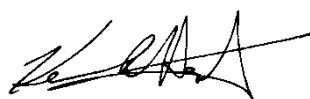
### Notice given under section 708A(5)(e) of the Corporations Act as modified by ASIC

As a disclosing entity, the Company is subject to regular reporting and disclosure obligations. As the Placement Shares were issued without disclosure under Part 6D.2 of the Corporations Act, as at the date of this notice, the Company confirms it has complied with:

- (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company;  
and
- (b) section 674 of the Corporations Act.

The Company also confirms that, as at the date of this notice, there is no 'excluded information' within the meaning of sections 708A(7) and 708A(8) of the Corporations Act that is required to be set out in this notice under section 708A(6)(e) of the Corporations Act.

Yours faithfully



**Kevin Hart**  
**Company Secretary**

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**A.B.N:** 61 154 262 978

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