

Company Announcements Office, ASX Limited  
By E-Lodgement

## Completion of Placement and Cleansing Notice

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On 28 January 2020, Accelerate Resources Limited (ASX: AX8) (“Accelerate” or “the Company”) issued 4,905,000 fully paid ordinary shares to sophisticated investors.

The shares were issued using the Company’s existing placement capacity available under 7.1 and 7.1A of the ASX Listing Rules. 143,000 fully paid ordinary shares were issued under Listing Rule 7.1 and 4,762,000 fully paid ordinary shares were issued under Listing Rule 7.1A.

The Company provides the following information as required under ASX Listing Rule 3.10.5A in respect of the shares issued under the Company’s 10% placement capacity under Listing Rule 7.1A:

- a) The dilution to existing shareholders as a result of the shares issued pursuant to the placement under Listing Rule 7.1A was 8.98%.
- b) The issues of shares were not as a pro rata issue or other type of issue in which ordinary security holders would have been eligible to participate, as it was considered a more efficient method of raising the capital as required.
- c) There were no underwriting arrangements.
- d) The Company has incurred a 6% capital raising fees (plus GST) in connection to the share issue.

The Company’s cleansing notice under section 708A of the Corporations Act 2001, is on the following page.

### CONTACTS

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Suite 4/16 Ord Street  
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### BOARD

Grant Mooney  
Yaxi Zhan  
Andrew Haythorpe  
Terence Topping  
Deborah Ho

Non-Executive Director  
Managing Director  
Executive Director  
Non-Executive Director  
Company Secretary

## Cleansing Notice

This notice is given by the Company under section 708A(5)(e) of the Corporations Act 2001 (Cth) ("Corporations Act").

For the purposes of section 708A(5)(e) of the Corporations Act, the Company advises as follows:

- a) the Company issued the Shares without disclosure under Part 6D.2 of the Corporations Act 2001 (Cth) (Corporations Act);
- b) as at the date of this notice the Company has complied with:
  - i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
  - ii) section 674 of the Corporations Act as it applies to the Company; and
- c) as at the date of this announcement, there is no excluded information of the type referred to in sections 708A(7) and 708A(8) of the Corporations Act which is required to be disclosed under section 708A(6)(e) of the Corporations Act.

If you have any questions please call Deborah Ho on 08 9482 0500.

Yours sincerely,  
**Deborah Ho**  
**Company Secretary**

*This announcement was authorised for release by the Board of Accelerate Resources Limited.*

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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, 04/03/13

Name of entity

Accelerate Resources Limited

ABN

33 617 821 771

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. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 4,905,000                   |
| 3 | Principal terms of the +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) | Fully Paid Ordinary Shares. |

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<p>4 Do the +securities rank equally in all respects from the +issue date 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>	<p>Yes.</p>
<p>5 Issue price or consideration</p>	<p>Deemed issue price of \$0.02455 per share.</p>
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The shares were issued to fund the Tambellup Kaolin Project's upcoming drilling and exploration programs</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>28 November 2019</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>143,000</p>

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+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	4,762,000				
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.	Yes. VWAP - \$0.0272 Source: IRESS				
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 - Refer to annexure. 7.1A – Refer to annexure.				
7	+Issue dates  <small>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.</small>	28 January 2020				
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="vertical-align: top;">59,525,000</td> <td style="vertical-align: top;">Fully Paid Ordinary Shares.  7,000,000 Fully Paid Ordinary Shares escrowed until 18 August 2020</td> </tr> </tbody> </table>	Number	+Class	59,525,000	Fully Paid Ordinary Shares.  7,000,000 Fully Paid Ordinary Shares escrowed until 18 August 2020
Number	+Class					
59,525,000	Fully Paid Ordinary Shares.  7,000,000 Fully Paid Ordinary Shares escrowed until 18 August 2020					

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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)	13,125,000	Fully Paid Ordinary Shares – Escrowed until 14/02/20
	4,000,000	Unlisted options, exercisable at \$0.25, expiring 30/04/21
	6,000,000	Unlisted options, exercisable at \$0.25, expiring 30/04/21, escrowed until 14/02/20
	5,000,000	Unlisted options, exercisable at \$0.25, expiring 14/02/22, escrowed until 14/02/20
	200,000	Unlisted options, exercisable at \$0.25, expiring 30/04/20, vesting on 13/08/19 subject to continuous service to the Company
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

**Part 2 - Pro rata issue - *NOT APPLICABLE, DELETED***

**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) - NOT APPLICABLE, DELETED**

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+ See chapter 19 for defined terms.

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 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

N/A.

41 Reason for request for quotation now N/A.

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

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

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

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**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 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:   
Company secretary

Date: 29 January 2020

Print name: Deborah Ho

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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 Amended 04/03/13

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	47,620,000
<p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p style="text-align: center;">Nil</p> <p style="text-align: center;">Nil</p> <p style="text-align: center;">Nil</p>
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	47,620,000

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<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	7,143,000
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>7,000,000 – shares issued upon acquisition of Halcyon Resources Pty Ltd 18 November 2019</p> <p>143,000 – share placement 28 January 2020</p>
“C”	<b>7,143,000</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15  <i>Note: number must be same as shown in Step 2</i>	7,143,000
<b>Subtract</b> “C”  <i>Note: number must be same as shown in Step 3</i>	7,143,000
<b>Total</b> [“A” x 0.15] – “C”	0  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	47,620,000
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	4,762,000
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> 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"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <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></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	4,762,000 – share placement 28 January 2020
<b>“E”</b>	4,762,000

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<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
<b>"A" x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	4,762,000
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	4,762,000
<b>Total ["A" x 0.10] – "E"</b>	0 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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