

# 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

METALS X LIMITED

ABN

25 110 150 055

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<br>Options exercisable at \$0.41 expiring 8/11/2012<br>Options exercisable at \$0.44 expiring 25/3/2015<br>Options exercisable at \$0.19 expiring 30/11/2012<br>Options exercisable at \$0.18 expiring 7/1/2013<br>Options exercisable at \$0.19 expiring 30/11/2013<br>Options exercisable at \$0.18 expiring 31/12/2013<br>Options exercisable at \$0.29 expiring 11/1/2014<br>Options exercisable at \$0.20 expiring 24/8/2014<br>Options exercisable at \$0.26 expiring 3/7/2014<br>Options exercisable at \$0.26 expiring 15/8/2014<br>Options exercisable at \$0.21 expiring 1/11/2014        |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 335,102,853 - Fully paid ordinary shares<br>275,000 - options at \$0.41 expiring 8/11/2012<br>715,000 - options at \$0.44 expiring 25/3/2015<br>2,750,000 - options at \$0.19 expiring 30/11/2012<br>1,100,000 - options at \$0.18 expiring 7/1/2013<br>550,000 - options at \$0.19 expiring 30/11/2013<br>19,250,000 - options at \$0.18 expiring 31/12/2013<br>1,127,500 - options at \$0.29 expiring 11/1/2014<br>440,000 - options at \$0.20 expiring 24/8/2014<br>2,007,500 - options at \$0.26 expiring 3/7/2014<br>3,300,000 - options at \$0.26 expiring 15/8/2014<br>1,100,000 - options at \$0.21 expiring 1/11/2014 |

+ See chapter 19 for defined terms.

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<p>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)</p>	<p>Fully paid ordinary shares  Options exercisable at \$0.41 expiring 8/11/2012  Options exercisable at \$0.44 expiring 25/3/2015  Options exercisable at \$0.19 expiring 30/11/2012  Options exercisable at \$0.18 expiring 7/1/2013  Options exercisable at \$0.19 expiring 30/11/2013  Options exercisable at \$0.18 expiring 31/12/2013  Options exercisable at \$0.29 expiring 11/1/2014  Options exercisable at \$0.20 expiring 24/8/2014  Options exercisable at \$0.26 expiring 3/7/2014  Options exercisable at \$0.26 expiring 15/8/2014  Options exercisable at \$0.21 expiring 1/11/2014</p>
<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"> <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>As per the Scheme Booklet dated 23 August 2012 issued by Westgold Resources Limited.</p>
<p>6 Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Merger between Westgold Resources Limited and Metals X Limited.</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 <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/a</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/a</p>

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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	N/a	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	17 October 2012	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number 1,651,766,110	+Class Fully paid ordinary shares

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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)	Options exercisable at \$0.13 expiring 30/11/13
	2,800,000	Options exercisable at \$0.14 expiring 30/11/12
	2,500,000	Options exercisable at \$0.32 expiring 30/11/13
	1,000,000	Options exercisable at \$0.30 expiring 30/11/2014
	4,800,000	Options exercisable at \$0.41 expiring 08/11/2012
	275,000	Options exercisable at \$0.44 expiring 25/3/2015
	715,000	Options exercisable at \$0.19 expiring 30/11/2012
	2,750,000	Options exercisable at \$0.18 expiring 07/01/2013
	1,100,000	Options exercisable at \$0.19 expiring 30/11/2013
	550,000	Options exercisable at \$0.18 expiring 31/12/2013
	19,250,000	Options exercisable at \$0.29 expiring 11/01/2014
	1,127,500	Options exercisable at \$0.20 expiring 24/08/2014
	440,000	Options exercisable at \$0.26 expiring 03/07/2014
	2,007,500	Options exercisable at \$0.26 expiring 15/08/2014
3,300,000	Options exercisable at \$0.21 expiring 01/11/2014	
1,100,000		
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The company has not formulated a dividend policy at this time

**Part 2 - Bonus issue or pro rata issue**

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the +securities will be offered
- 14 +Class of +securities to which the offer relates
- 15 +Record date to determine entitlements

+ See chapter 19 for defined terms.

- |    |  |  |
|----|--|--|
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?   |  |
| 17 | Policy for deciding entitlements in relation to fractions  |  |
| 18 | Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/><br/>Cross reference: rule 7.7.</small> |  |
| 19 | Closing date for receipt of acceptances or renunciations   |  |
| 20 | Names of any underwriters  |  |
| 21 | Amount of any underwriting fee or commission   |  |
| 22 | Names of any brokers to the issue  |  |
| 23 | Fee or commission payable to the broker to the issue   |  |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders  |  |
| 25 | If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting   |  |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled   |  |
| 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  |  |
| 28 | Date rights trading will begin (if applicable)   |  |

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- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

**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

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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 

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39 Class of +securities for which  
quotation is sought 

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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

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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)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX ( <i>including</i> 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 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: Fiona Van Maanen  
(~~Director~~/Company secretary)

Date: 17 October 2012

Print name: FIONA VAN MAANEN

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