



30 July 2014

## **ASX/Media Announcement**

# **Share Placement**

Marenica Energy Limited (“Company” or “Marenica”) is pleased to announce that it has completed a private placement of 84,782,387 fully paid ordinary shares (“Shares”) to raise \$136,000. This issue of Shares was made in accordance with section 708 of the Corporations Act under the Company’s available ASX Listing Rule placement capacity.

The Company’s recent Share Purchase Plan (“SPP”) and an additional placement raised approximately \$400,000 in mid July 2014 and this latest placement takes the total funds raised through both capital raisings to \$536,000. The funds raised will be used for working capital purposes whilst Marenica embarks on its strategy to commercialise **U-pgrade**<sup>™</sup>.

The Company decided to utilise its available ASX Listing Rule placement capacity due to the strong demand from new investors, that were not eligible for the Share Purchase Plan, and existing shareholders that were keen to take up more than the Share Purchase Plan maximum of \$15,000.

The Directors are pleased to advise that in spite of the difficult capital markets for resource juniors, Marenica’s capital raising has been a significant success.

“We are pleased that our shareholders have voted with their feet and have strongly supported our new strategic direction and the **U-pgrade**<sup>™</sup> process. The Company is now in a strong financial position and is fully funded to complete the financing of Uranium Beneficiation Pty Ltd.” commented Murray Hill, CEO of Marenica.

An Appendix 3B is attached to this announcement.

- ENDS -

**For further information please contact:**

Murray Hill

CEO

Marenica Energy 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

Marenica Energy Limited

ABN

71 001 666 600

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   | 84,782,387 Fully paid ordinary shares. |
| 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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+ 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?	Yes - fully paid ordinary shares.  If the additional +securities do not rank equally, please state: <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>
5	Issue price or consideration	82,295,387 shares issued at \$0.0016 each and 2,487,000 shares issued at \$0.00174 each.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	84,782,387 fully paid ordinary shares were issued as a placement of shares under section 708 of the Corporations Act and Listing Rules 7.1 and 7.1A as announced to ASX on 16 July 2014.
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	Yes
6b	The date the security holder resolution under rule 7.1A was passed	21 November 2013
6c	Number of +securities issued without security holder approval under rule 7.1	82,295,387 fully paid ordinary shares.
6d	Number of +securities issued with security holder approval under rule 7.1A	2,487,000 fully paid ordinary shares.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil.				
6f	Number of +securities issued under an exception in rule 7.2	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.	<p>Yes.  Date on which the prices were agreed – 29 July 2014.  Issue Date – 29 July 2014.  Issue Price - \$0.00174.  15 day VWAP to 29 July 2014- \$0.002317.  75% of 15 day VWAP to 29 July 2014 - \$0.001738.</p> <p>Source: IRESS</p>				
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	<p>Listing Rule 7.1 – nil.</p> <p>Listing Rule 7.1A - 122,668,258.</p>				
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.	29 July 2014				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="774 1601 1069 1646">Number</th> <th data-bbox="1069 1601 1361 1646">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="774 1646 1069 1868">1,374,272,473</td> <td data-bbox="1069 1646 1361 1868">Ordinary fully paid shares (MEY)</td> </tr> </tbody> </table>	Number	+Class	1,374,272,473	Ordinary fully paid shares (MEY)
Number	+Class					
1,374,272,473	Ordinary fully paid shares (MEY)					

+ See chapter 19 for defined terms.

	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	18,000,000	Unlisted options, exercisable at \$0.027 each on or before 30 April 2015.
		1,650,671	Convertible notes convertible at \$0.02626 per share on or before 14 November 2015.
		67,500,000	Employee Performance Rights.  <i>Note – 12,500,000 unlisted options, exercisable at \$0.21 each on or before 15 December 2013 and 6,500,000 unlisted options, exercisable at \$0.13 each on or before 31 October 2013 have lapsed.</i>
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No policy	

## Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
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	

- |    |  |  |
|----|--|--|
| 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 security holders who will not be sent new offer documents<br><br>Note: Security holders must be told how their entitlements are to be dealt with.<br><br>Cross reference: rule 7.7. |  |
| 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 security holders   |  |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting  |  |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled  |  |

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+ See chapter 19 for defined terms.

- 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)
- 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 <sup>+</sup>Issue date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a)  <sup>+</sup>Securities described in Part 1
- (b)  All other <sup>+</sup>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

**Entities that have ticked box 34(b)**

- 38 Number of +securities for which +quotation is sought
- 39 +Class of +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)
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+ See chapter 19 for defined terms.



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

Number	+Class

**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: ..... Date: 30 July 2014  
 (~~Director~~/Company secretary)

Print name: Susan Hunter

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# 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	748,097,369
<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>7/8/13 – 218,856,723 fully paid ordinary shares (LR7.2 exceptions 1 and 3).</p> <p>11/10/13 – 48,000,994 fully paid ordinary shares (LR7.2 exception 3).</p> <p>29/10/13 – 660,000 fully paid ordinary shares (LR7.2 exception 3).</p> <p>16/7/14 - 235,937,500 fully paid ordinary shares (LR7.2 exception 15).</p>
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil.
<b>“A”</b>	1,251,552,586

+ See chapter 19 for defined terms.

<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	187,732,887
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> 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>16/7/14 - 37,937,500 fully paid ordinary shares.</p> <p>16/7/14 - 67,500,000 Performance Rights.</p> <p>29/7/14 – 82,295,387 fully paid ordinary shares.</p>
“C”	187,732,887
<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>	187,732,887
<b>Subtract</b> “C”  <i>Note: number must be same as shown in Step 3</i>	187,732,887
<b>Total</b> [“A” x 0.15] – “C”	Nil.  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

## 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>	1,251,552,586
<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>	125,155,258
<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>	29/7/14 – 2,487,000 fully paid ordinary shares.
<b>“E”</b>	2,487,000

+ See chapter 19 for defined terms.

**Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A**

<p>"A" x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	<p>125,155,258</p>
<p><b>Subtract "E"</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>2,487,000</p>
<p><b>Total</b> ["A" x 0.10] – "E"</p>	<p>122,668,258</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

### **ADDITIONAL INFORMATION REQUIRED UNDER ASX LISTING RULE 3.10.5A**

On 29 July 2014, Marenica Energy Limited (ASX: MEY) ("Marenica" or "the Company") issued 82,295,387 fully paid ordinary shares ("Shares") at \$0.0016 each and 2,487,000 Shares issued at \$0.00174 each to raise a total of \$136,000. These Shares were the subject of an Appendix 3B announcement to the Australian Securities Exchange ("ASX") attached. 2,487,000 Shares were issued pursuant to the Company's available placement capacity under Listing Rule 7.1A and 82,295,387 Shares were issued under the Company's available placement capacity under Listing Rule 7.1.

Marenica provides the following information as required under ASX Listing Rule 3.10.5A in relation to the placement of 2,487,000 Shares issued under ASX Listing Rule 7.1A:

a) Dilution to existing shareholders as a result of the 2,487,000 Shares issued pursuant to the placement under Listing Rule 7.1A is approximately 0.2%, dilution to existing shareholders as a result of the 82,295,387 Shares issued pursuant to the placement under Listing Rule 7.1 is approximately 6.3% and the total dilution to existing shareholders as a result of the total 84,782,387 Shares issued pursuant to the placement under both Listing Rule 7.1 and 7.1A is approximately 6.6%.

The Listing Rule 7.1A placement participant was an Australian based investor and the Shares were issued to that investor in accordance with section 708 of the Corporations Act.

b) As previously announced to the ASX on 16 July 2014, Marenica was encouraged by the high level of interest from new investors, that were not eligible for the recent Share Purchase Plan, and existing shareholders that were keen to take up more than the Share Purchase Plan maximum of \$15,000. To accommodate this demand the Company has issued a total of 84,782,387 Shares in accordance with section 708 of the Corporations Act. The Board considered it was in the interests of the Company to accommodate this additional demand and this placement will improve the financial position of the Company whilst the financing of Uranium Beneficiation Pty Ltd ("UB") is undertaken.

The placement of Shares under the Company's available ASX Listing Rule 7.1 and 7.1A placement capacity has provided the Company with ready access to funds to be used for working capital purposes whilst Marenica embarks on its strategy to commercialise **U-pgrade™**. The placement was considered to be a cost effective and efficient mechanism for raising funds. It is noted that the Company has only recently concluded a Share Purchase Plan which closed on 10 July 2014.

c) No underwriting arrangements were entered into in relation to the placement.

d) There were no fees paid in relation to the placement.