

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, 04/03/13

Name of entity

PEAK RESOURCES LIMITED

ABN

72 112 546 700

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 | (a) Fully paid ordinary shares (Shares)
(b) Quoted options to acquire Shares (Quoted Options)
(c) Unlisted Options to Directors
(d) Unlisted Options to Joint lead managers to Placement |
| 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 97,264,889 Shares
(b) 61,088,247 Quoted Options
(c) 60,000,000 Unlisted Options
(d) 9,000,000 Unlisted Options |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- | | |
|---|---|
| 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) | <ul style="list-style-type: none">(a) Fully paid ordinary shares issued pursuant to the placement announcement on 7 May 2018 and shareholder approval given at the General Meeting of Shareholders on 14 June 2018(b) Quoted Options, exercisable at \$0.06 each on or before 14 June 2020 and otherwise on terms and conditions set out in the Prospectus (approval given at the General Meeting of Shareholders on 14 June 2018)(c) Pursuant to approval given at the General Meeting of Shareholders on 14 June 2018:<ul style="list-style-type: none">(i) 16,000,000 Unlisted Options issued to Directors, vesting on issue exercisable at \$0.05 expiring 21 June 2021(ii) 14,000,000 Unlisted Options issued to Directors, vesting subject to continuous service and the Company either (a) entering into an agreement with a strategic partner for the development of its Ngualla Project; or (b) attracting \$20 million worth of funding for FEED (Front End Engineering and Design) for the development of the Ngualla Project, exercisable at \$0.10 expiring 21 June 2022(iii) 30,000,000 Unlisted Options issued to Directors, vesting subject to continuous service and the Company settling a funding package for the development and construction of the Ngualla Project, exercisable at \$0.15 expiring 21 June 2023(d) Unlisted Options to joint lead managers pursuant to approval given at the General Meeting of Shareholders on 14 June 2018, exercisable at \$0.065 expiring 14 June 2021 |
|---|---|

+ See chapter 19 for defined terms.

<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"> • 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>(a) Yes – (ASX:PEK)</p> <p>(b) No – the Company will be applying to have these options quoted and the shares issued upon their exercise will rank equally with existing shares.</p> <p>(c) & (d) No – however the shares issued upon the exercise of the Options will rank equally with existing shares.</p>
<p>5 Issue price or consideration</p>	<p>(a) \$0.04 per Share</p> <p>(b),(c)& (d) Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) Issue of Shares to sophisticated, qualifying and other exempt investors pursuant to the placement. Funds received from the placement will be used towards the Company’s share of the Ngualla project costs and Teesside refinery including permitting and license applications, costs associated with marketing and negotiating for offtake and project financing, Company administration costs and repayment of some debt due to Appian Pinnacle Holdco Limited (Appian).</p> <p>(b) 61,088,247 Quoted Options issued free attaching to Shares issued to participants in the placement on a 1 for 3 basis and to Appian, as approved by shareholders at the General Meeting held 14 June 2018.</p> <p>(c) Issue of Unlisted Options to Directors as a long term incentive pursuant to shareholder approval given at General Meeting held 14 June 2018.</p> <p>(d) Issue of Unlisted Options to joint lead managers to the placement as part consideration for services provided in connection with the placement, approved by shareholders at the General Meeting held 14 June 2018.</p>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<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>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>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>N/A</p>
<p>6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>Issue following shareholder approval at a General Meeting on 14 June 2018.</p> <p>(a) 97,264,889 Shares (b) 61,088,247 Quoted Options (c) 60,000,000 Unlisted Options to Directors (d) 9,000,000 Unlisted Options to joint lead managers to Placement</p>
<p>6f Number of +securities issued under an exception in rule 7.2</p>	<p>N/A</p>
<p>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>	<p>N/A</p>
<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</p>	<p>N/A</p>

+ See chapter 19 for defined terms.

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 – 119,872,802 7.1A – N/A
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7	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	21 June 2018
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8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">799,152,011</td> <td>Ordinary Shares</td> </tr> <tr> <td style="text-align: center;">81,215,788</td> <td>Quoted Options exercisable at \$0.06 each on or before 1 November 2018</td> </tr> <tr> <td style="text-align: center;">61,088,247</td> <td>Quoted Options exercisable at \$0.06 each on or before 14 June 2020</td> </tr> </tbody> </table>	Number	+Class	799,152,011	Ordinary Shares	81,215,788	Quoted Options exercisable at \$0.06 each on or before 1 November 2018	61,088,247	Quoted Options exercisable at \$0.06 each on or before 14 June 2020
Number	+Class									
799,152,011	Ordinary Shares									
81,215,788	Quoted Options exercisable at \$0.06 each on or before 1 November 2018									
61,088,247	Quoted Options exercisable at \$0.06 each on or before 14 June 2020									

Number	+Class
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+ See chapter 19 for defined terms.

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9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	12,500,000	Options vesting subject to continuous service on 30 June 2018, exercisable at \$0.065 expiring 16 January 2021
		4,000,000	Vested Options, exercisable at \$0.06 expiring 27 February 2021
		9,000,000	Vested Options exercisable at \$0.065 expiring 14 June 2021
		16,000,000	Vested Options exercisable at \$0.05 expiring 21 June 2021.
		14,000,000	Options vesting subject to continuous service and the Company either (a)entering into an agreement with a strategic partner for the development of its Ngualla Project; or (b)attracting \$20 million worth of funding for FEED (Front End Engineering and Design) for the development of the Ngualla Project, exercisable at \$0.10 expiring 21 June 2022
		30,000,000	Options vesting subject to continuous service and the Company settling a funding package for the development and construction of the Ngualla Project, exercisable at \$0.15 expiring 21 June 2023
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not have a dividend policy. The Company has not previously paid a dividend.	

Part 2 - 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 ⁺ securities will be offered	N/A
14	⁺ Class of ⁺ securities to which the offer relates	N/A

+ See chapter 19 for defined terms.

15	+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 security holders who will not be sent new offer 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 security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A

+ See chapter 19 for defined terms.

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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 security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue 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 (a) & (b) only

(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

⁺ See chapter 19 for defined terms.

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
-

+ See chapter 19 for defined terms.

Appendix 3B
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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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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.

+ See chapter 19 for defined terms.

- 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: ...*Graeme Scott*.....
 (Company Secretary)

Date: ...21 June 2018.....

Print name: Graeme Scott

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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

Rule 7.1 – Issues exceeding 15% of capital	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	477,455,131
<i>Add</i> 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 <div style="text-align: right;">50,056,627 shares – 27 October 2017 18,375,264 shares – 2 November 2017</div> • Number of fully paid +ordinary securities issued in that 12-month period with shareholder approval <div style="text-align: right;">30,625,000 shares – 15 September 2017 39,375,000 shares – 25 September 2017</div> • Number of partly paid +ordinary securities that became fully paid in that 12-month period <div style="text-align: right;">100 shares – 27 February 2018 86,000,000 – 3 May 2018</div> <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</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> 	97,264,889 – 21 June 2018
<i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	799,152,011

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	119,872,802
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<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"> • 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> 	
“C”	0
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	119,872,802
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	0
<p>Total [“A” x 0.15] – “C”</p>	119,872,802 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

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>	N/A
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	N/A
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 Notes: <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> 	N/A
“E”	N/A

+ See chapter 19 for defined terms.

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>	N/A
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	N/A
Total [“A” x 0.10] – “E”	N/A <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

PEAK RESOURCES LIMITED

**INVESTOR RANGES
THURSDAY 21 JUNE 2018**

PARAMETERS

Issuer Code : PEK
Report Name : INVESTOR RANGES REPORT
Security Group :
Security Code : PEKOC
As At Date : CURRENT
Foreign / Domestic : ALL
Full or Summary : FULL
Business / Effective Date : EFFECTIVE
Cross Register Reporting : No
PDF Output : Y
CSV Output : N

PEAK RESOURCES LIMITED

**INVESTOR RANGES
 THURSDAY 21 JUNE 2018**

<u>Ranges</u>	<u>Investors</u>	<u>Securities</u>	<u>% Issued Capital</u>
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Security Code : PEKOC OPT \$0.06 EXP 14/06/2020

Holding Type : Issuer

1 to 1000	0	0	.00
1001 to 5000	0	0	.00
5001 to 10000	0	0	.00
10001 to 100000	0	0	.00
100001 and Over	10	7,866,663	12.88
Total	10	7,866,663	12.88

Holding Type : CHES

1 to 1000	0	0	.00
1001 to 5000	0	0	.00
5001 to 10000	0	0	.00
10001 to 100000	19	1,346,800	2.21
100001 and Over	87	51,874,784	84.92
Total	106	53,221,584	87.12

Totals for Security Code PEKOC

1 to 1000	0	0	.00
1001 to 5000	0	0	.00
5001 to 10000	0	0	.00
10001 to 100000	19	1,346,800	2.21
100001 and Over	97	59,741,447	97.80
Total	116	61,088,247	100.00

end of report

PEAK RESOURCES LIMITED**FIRST 20 INVESTORS REPORT
THURSDAY 21 JUNE 2018****PARAMETERS**

Issuer Code : PEK
Report Name : TOP N REPORT
Security Group :
Security Code : PEKOC
As At Date : CURRENT
Top n : 20
Top Type : (N)UMBER
Top n OR First n : FIRST N
Investor Groups : N
Display Investors in Group : N
Display Address : N
Display HRN : N
Current OR Available Bal : CURRENT
Foreign / Domestic : ALL
Holding Exclusions :
Business / Effective Date : EFFECTIVE
Cross Register Reporting : No
PDF Output : Y
CSV Output : N
Orient Capital CSV Output : N

PEAK RESOURCES LIMITED

**FIRST 20 INVESTORS REPORT
 THURSDAY 21 JUNE 2018**

<u>Rank</u>	<u>Investor</u>	<u>Current Balance</u>	<u>% Issued Capital</u>
Security: PEKOC - OPT \$0.06 EXP 14/06/2020			
1	CITICORP NOMINEES PTY LIMITED	8,588,296	14.06%
2	MELBARD NOMINEES PTY LIMITED <SUSPENSE - NSB A/C>	5,249,999	8.59%
3	MORGAN STANLEY AUSTRALIA SECURITIES (NOMINEE) PTY LIMITED <NO 1 ACCOUNT>	4,166,666	6.82%
4	ACN 161 604 315 PTY LTD	2,083,333	3.41%
5	CS FOURTH NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 11 A/C>	2,083,333	3.41%
6	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	2,083,333	3.41%
7	JB ADVISORY PTY LIMITED <CALLANAN FAMILY A/C>	2,050,000	3.36%
8	723 PTY LIMITED <THE JEFFERY FAMILY A/C>	1,257,525	2.06%
9	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	1,250,000	2.05%
10	NERO RESOURCE FUND PTY LTD <NERO RESOURCE FUND A/C>	1,250,000	2.05%
11	BAYFIELD EQUITY PARTNERS LTD	1,166,666	1.91%
12	BEPPE SUPER PTY LIMITED <PAKE SUPERANNUATION FUND A/C>	1,033,333	1.69%
13	BNP PARIBAS NOMINEES PTY LTD <GLOBAL PRIME OMNI DRP>	837,500	1.37%
14	ESSELMONT PTY LIMITED <ESSELMONT A/C>	833,333	1.36%

PEAK RESOURCES LIMITED
**FIRST 20 INVESTORS REPORT
 THURSDAY 21 JUNE 2018**

<u>Rank</u>	<u>Investor</u>	<u>Current Balance</u>	<u>% Issued Capital</u>
15	JBBM PTY LTD <JULIAN LUDOWICI S/F A/C>	833,333	1.36%
16	MR MICHAEL DIMITRIOS PRASSAS	833,333	1.36%
17	SPRING STREET HOLDINGS PTY LTD	833,333	1.36%
18	MR KEVIN GERARD DOYLE	824,999	1.35%
19	723 PTY LIMITED <THE JEFFERY FAMILY A/C>	791,666	1.30%
20	CHIFLEY PORTFOLIOS PTY LIMITED <DAVID HANNON A/C>	625,000	1.02%

TOTAL FOR TOP 20:	38,674,981	Investors 20	63.31%
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TOTAL IN THIS REPORT:	38,674,981	Investors 20	63.31%
TOTAL OTHER INVESTORS:	22,413,266	96	36.69%
GRAND TOTAL:	61,088,247	116	100.00%

end of report