

ASX Release

4 February 2015

DIRECTORS

Mr Martin Blakeman
Executive Chairman

Mr Andrew Richards
Non-Executive Director

Mr Chris Watts
Non-Executive Director

COMPANY SECRETARY

Mr Chris Watts

**PRINCIPAL PLACE OF BUSINESS AND
REGISTERED OFFICE**

Suite 5 / 2 Centro Avenue
SUBIACO, WA 6008

CONTACT DETAILS

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Section 708 Notice

NEWERA RESOURCES LIMITED (ASX: NRU) - SECONDARY TRADING NOTICE PURSUANT TO SECTION 708A(5)(e) OF THE CORPORATIONS ACT 2001

The Company gives this notice pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) ("**Act**").

The Company is pleased to announce the completion of a capital raising totalling \$300,000 and has today issued 150,000,000 fully paid ordinary shares and 75,000,000 listed options to sophisticated and professional investors, and 50,000,000 listed options issued as a placement fee, as per the Appendix 3B lodged with the ASX today.

The Company advises that the Shares and Listed Options were issued without disclosure to investors under Part 6D.2 of the Act. The Company, as at the date of this notice, has complied with:

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

As at the date of this notice there is no information that is excluded information for the purposes of sections 708A(7) and (8) of the Act.

In accordance with the requirements of ASX Listing Rule 7.1A.4(b) and 3.10.5A. the Company advises the following particulars in respect to the 121,916,602 Shares issued pursuant to ASX Listing Rule 7.1A:

The Company issued a total of 150,000,000 fully paid ordinary shares and 125,000,000 listed options of which 121,916,602 shares were issued from its 10% capacity pursuant to Listing Rule 7.1A and the remaining shares and listed options were issued under the Company's 15% capacity pursuant to Listing Rule 7.1.

- (a) The securities issued under Listing Rule 7.1A resulted in the following dilution to existing holders of ordinary securities:

Details of dilution:

Number of fully paid ordinary shares on issue prior to this issue of securities under LR7.1A	1,219,166,028
Number of fully paid ordinary shares on issue following this issue of securities under LR7.1A	1,341,082,630
Number of fully paid ordinary shares on issue following this issue of securities under LR7.1A and under LR7.1	1,369,166,028
Percentage of voting dilution following this issue under LR7.1A	9.1%
Percentage of voting dilution following this issue under LR7.1 and LR7.1A	10.1%

(a) Reason for issue of Shares as a placement under Listing Rule 7.1A:

The Company elected to make this placement in preference to a pro-rata on the basis the funds were required in a timely manner to meet the short term funding requirements of the Company. The placement offered certainty and timeliness of funds.

(b) Details of any underwriting arrangements:

Not applicable

(c) Details of other fees:

The placement attracted a standard capital raising fee at 6% of capital raised and a placement fee of 50,000,000 listed options

For further information;

Chris Watts
 Director and Company Secretary

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

Newera Resources Limited

ABN

27 118 554 359

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
(b) Listed Options (\$0.005, 31 July 2016)
(c) Listed Options (\$0.005, 31 July 2016) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 150,000,000 Fully Paid Ordinary Shares
(b) 75,000,000 Listed Options (\$0.005, 31 July 2016)
(c) 50,000,000 Listed Options (\$0.005, 31 July 2016) |
| 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) | (a) Fully Paid Ordinary Shares
(b) Listed options exercisable at \$0.005 each on or before 31 July 2016
(c) Listed options exercisable at \$0.005 each on or before 31 July 2016 |

<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) Shares – Yes</p> <p>(b) Listed Options – Yes. Shares issued on the exercise of options will rank equally with the existing class of quoted shares</p> <p>(c) Listed Options – Yes. Shares issued on the exercise of options will rank equally with the existing class of quoted shares</p>
<p>5 Issue price or consideration</p>	<p>(a) \$0.002 per Share</p> <p>(b) One (1) free attaching option for every two (2) Shares subscribed for and issued</p> <p>(c) Placement fee for issue to sophisticated investors</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) Provide the Company with working capital and funds for the continuance of due diligence investigations and feasibility studies into the concessions and assets of the Plomosas Project, located in Chihuahua, Mexico, that Arena has an option to acquire, and to augment the Company's working capital</p> <p>(b) As per (a) above</p> <p>(c) As detailed at 5(c)</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>

+ See chapter 19 for defined terms.

6b	The date the security holder resolution under rule 7.1A was passed	28 November 2014
6c	Number of +securities issued without security holder approval under rule 7.1	(a) 28,083,398 fully paid ordinary shares (b) 75,000,000 listed options (c) 50,000,000 listed options
6d	Number of +securities issued with security holder approval under rule 7.1A	(a) 121,916,602 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.	Yes. Shares to be issued on 4 February 2015 at \$0.002 each, representing no discount to the 15 day VWAP. Source: Commsec
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	Not applicable
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure I and release to ASX Market Announcements	7.1 capacity – 29,791,506 7.1A capacity – Nil

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.

4 February 2015

8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)

Number	+Class
1,369,166,028	Fully Paid Ordinary Shares
447,002,196	Listed Options (\$0.005, 31 July 2016)

9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)

Number	+Class
12,000,000	Options (\$0.05, 31 December 2015)
10,000,000	Options (\$0.01, 6 March 2017)
343,750,000	Options (\$0.0032, 6 March 2018)

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

No change

Part 2 - Pro rata issue

11 Is security holder approval required?

Not applicable

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the +securities will be offered

+ See chapter 19 for defined terms.

- 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
Note: Security holders must be told how their entitlements are to be dealt with.
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
- 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 ⁺Issue 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

⁺ See chapter 19 for defined terms.

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

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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)

--

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

+ See chapter 19 for defined terms.

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:
(Director and Company secretary)

Date: 4 February 2015

Print name: Chris Watts.....
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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																
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated																
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	261,411,682															
Add 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 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period 	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%; text-align: right;">16 June 2014</td> <td style="width: 20%;"></td> <td style="width: 60%;">62,500,000 issued on convertible notes</td> </tr> <tr> <td style="text-align: right;">18 June 2014</td> <td></td> <td>34,375,000 issued on convertible notes</td> </tr> <tr> <td style="text-align: right;">26 June 2014</td> <td></td> <td>76,875,000 issued on convertible notes</td> </tr> <tr> <td style="text-align: right;">24 July 2014</td> <td></td> <td>50,000,000 on share placement</td> </tr> <tr> <td style="text-align: right;">25 July 2014</td> <td></td> <td>170,000,000 issued on convertible notes</td> </tr> </table>	16 June 2014		62,500,000 issued on convertible notes	18 June 2014		34,375,000 issued on convertible notes	26 June 2014		76,875,000 issued on convertible notes	24 July 2014		50,000,000 on share placement	25 July 2014		170,000,000 issued on convertible notes
16 June 2014		62,500,000 issued on convertible notes														
18 June 2014		34,375,000 issued on convertible notes														
26 June 2014		76,875,000 issued on convertible notes														
24 July 2014		50,000,000 on share placement														
25 July 2014		170,000,000 issued on convertible notes														
Note: <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> 	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%; text-align: right;">5 September 2014</td> <td style="width: 20%;"></td> <td style="width: 60%; text-align: right;">524,129,346</td> </tr> <tr> <td style="text-align: right;">5 December 2014</td> <td></td> <td style="text-align: right;">39,875,000</td> </tr> </table>	5 September 2014		524,129,346	5 December 2014		39,875,000									
5 September 2014		524,129,346														
5 December 2014		39,875,000														
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-															
“A”	1,219,166,028															

+ 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	182,874,904						
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used							
<p>Insert 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>Note:</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> 	<table border="0"> <tr> <td style="text-align: right;">28 January 2015</td> <td style="text-align: right;">28,083,398</td> </tr> <tr> <td style="text-align: right;">28 January 2015</td> <td style="text-align: right;">75,000,000</td> </tr> <tr> <td style="text-align: right;">28 January 2015</td> <td style="text-align: right;">50,000,000</td> </tr> </table>	28 January 2015	28,083,398	28 January 2015	75,000,000	28 January 2015	50,000,000
28 January 2015	28,083,398						
28 January 2015	75,000,000						
28 January 2015	50,000,000						
“C”	153,083,398						
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1							
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	182,874,904						
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	153,083,398						
Total [“A” x 0.15] – “C”	29,791,506 <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>	1,219,166,028
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	121,916,602
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 <i>Notes:</i> <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> 	28 January 2015 121,916,602
“E”	121,916,602

+ 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>	121,916,602
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	121,916,602
Total ["A" x 0.10] – "E"	Nil <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.