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National Stock Exchange of Australia Limited  
ABN: 11 000 902 063

# Application for Quotation of Additional Securities

File Reference:

I:\Publications\Operating Rules\Listing Rules\Forms\NSX Quotation of Additional Securities.doc



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## Introduction

To ensure the efficient processing of this form by NSX, please:

1. Adhere to the suggested number of the annexures required by this form.
2. Complete **all** statements and questions in this form. (NSX can provide an electronic version of this form on request).

### More Information and Submission of Form:

Further information can be obtained from and all applications should be sent to:

General Manager  
National Stock Exchange of Australia Limited  
PO BOX 283  
Newcastle NSW 2300

Phone: 61 2 4929 6377  
Fax: 61 2 4929 1556  
<http://www.nsx.com.au>

# New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to NSX as soon as available. Information and documents given to NSX become NSX's property and may be made public.

Introduced 11 March 2004.

Name of entity

MGT Resources Limited

ABN/ACN

131715645

We (the entity) give NSX 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Ordinary Fully Paid Shares issued on conversion of convertible securities and exercise of options                                  |
| 2 | Number of securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 9,000,000                                                                                                                          |
| 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)                                                                                                                                                                                                                                                                                                           | 6,400,000 convertible notes converted into fully paid ordinary shares<br>2,600,000 options exercised as fully paid ordinary shares |
| 4 | Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?<br><br>If the additional securities do not rank equally, please state:<br><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> | Yes                                                                                                                                |

|           |                                                                                                                   |                                                         |                                                         |
|-----------|-------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|---------------------------------------------------------|
| <b>5</b>  | Issue price or consideration                                                                                      | Convertible Notes – \$0.625<br>Options - \$0.125        |                                                         |
| <b>6</b>  | Purpose of the issue<br>(If issued as consideration for the acquisition of assets, clearly identify those assets) | Conversion of convertible notes and exercise of options |                                                         |
| <b>7</b>  | Dates of entering securities into uncertificated holdings or despatch of certificates                             | 5 March 2012                                            |                                                         |
| <b>8</b>  | Number and class of all securities quoted on NSX<br>(including the securities in clause 2 if applicable)          | Number<br>268,635,040                                   | Class<br>Ordinary fully paid shares                     |
| <b>9</b>  | Number and class of all securities not quoted on NSX<br>(including the securities in clause 2 if applicable)      | Number<br>17,400,000<br>10,000,000                      | Class<br>Unlisted options<br>Unlisted convertible notes |
| <b>10</b> | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)                | N/A                                                     |                                                         |

## Part 2 - Bonus issue or 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 |
| 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 issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.</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 |

- [illegible]

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

(a) ☐ Securities described in Part 1

(b) ☒ All other securities

Entities that have ticked box 34(a)

*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)

|           |                                                    |           |
|-----------|----------------------------------------------------|-----------|
| <b>38</b> | Number of securities for which quotation is sought | 9,000,000 |
|-----------|----------------------------------------------------|-----------|

|           |                                                   |           |
|-----------|---------------------------------------------------|-----------|
| <b>39</b> | Class of securities for which quotation is sought | 9,000,000 |
|-----------|---------------------------------------------------|-----------|

**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

These 9,000,000 ordinary shares rank equally in all respects with all other ordinary fully paid shares.

**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)

Conversion of convertible securities, and  
Exercise of options

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

| Number      | Class                      |
|-------------|----------------------------|
| 268,635,040 | Fully paid ordinary shares |

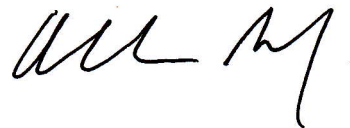
## Quotation agreement

- 1 Quotation of our additional securities is in NSX's absolute discretion. NSX may quote the securities on any conditions it decides.
- 2 We warrant the following to NSX.
  - 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.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the securities to be quoted, it has been provided 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 NSX 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 NSX the information and documents required by this form. If any information or document not available now, will give it to NSX before quotation of the securities begins. We acknowledge that NSX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Alexander Moody  
Company Secretary

Date: 7 March 2012