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

Application for Quotation of Additional Securities

File Reference:

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Table of Contents

INTRODUCTION.....3

 MORE INFORMATION AND SUBMISSION OF FORM:.....3

**NEW ISSUE ANNOUNCEMENT, APPLICATION FOR QUOTATION OF ADDITIONAL
SECURITIES AND AGREEMENT4**

PART 1 - ALL ISSUES4

PART 2 - BONUS ISSUE OR PRO RATA ISSUE6

PART 3 - QUOTATION OF SECURITIES8

 ADDITIONAL SECURITIES FORMING A NEW CLASS OF SECURITIES8

QUOTATION AGREEMENT.....10





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

131 715 645

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 | Convertible Notes |
| 2 | Number of securities issued or to be issued (if known) or maximum number which may be issued | 7,500,000 unlisted convertible notes |
| 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) | Notes convertible at \$0.20 conversion price.
Conversion date 04 May 2015 |
| 4 | 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: <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 | No they are unlisted convertible notes |

5	Issue price or consideration	\$0.20	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Raise \$1,500,000 for exploration and working capital	
7	Dates of entering securities into uncertificated holdings or despatch of certificates	04 May 2012	
8	Number and class of all securities quoted on NSX (including the securities in clause 2 if applicable)	Number	Class
		268,635,040	ORDINARY SHARES
9	Number and class of all securities not quoted on NSX (including the securities in clause 2 if applicable)	Number	Class
		17,400,000 17,500,000	Unlisted options Unlisted convertible notes
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)		

Part 2 - Bonus issue or 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 issue documents Note: Security holders must be told how their entitlements are to be dealt with.	
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	

- [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*

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)

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[illegible]

- 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

[illegible]

(if issued upon conversion of another security, clearly identify that other security)

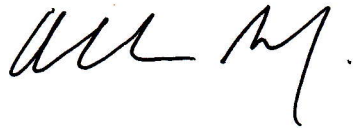
Number	Class

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:

Date: 14 May 2012

Company secretary

Print name: ALEXANDER MOODY