

ABN 42 000 837 472

19 April 2013

Via ASX Online - 13 pages

Manager Company Announcements Office Australian Securities Exchange

APPENDIX 3B – EXPIRY OF UNLISTED OPTIONS AND ISSUE OF UNLISTED DEFERRED RIGHTS AND PERFORMANCE RIGHTS

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The attached 3B reflects that 1,396,000 unlisted options issued under the Company's executive option plan expired 3 April 2013. There are no remaining unlisted options on issue under the Company's executive option plan.

In addition this 3B reflects the issue of 287,722 unlisted deferred rights and 343,410 unlisted performance rights issued under the Company's executive rights plan.

Yours faithfully, KINGSGATE CONSOLIDATED LIMITED

Ross Coyle

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	
KINGSGATE CONSOLIDATED LIMITED	
ABN	
42 000 837 472	

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).

+Class of +securities issued or to be issued

Deferred rights
Performance rights

2 Number of ⁺securities issued or to be issued (if known) or maximum number which may be issued

287,711 deferred rights 343,410 performance rights

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)

Deferred rights convert into fully paid ordinary shares for nil consideration on the following dates, subject to the executive's service condition being met:

Conversion Date	<u>Number</u>
30 June 2013	92,872
30 June 2014	112,519
30 June 2015	<u>82,320</u>
	287,711

Performance rights convert into fully paid ordinary shares for nil consideration on 30 June 2015, subject to achievement of certain performance hurdles measured over the 3 year period ending 30 June 2015.

4 Do the *securities rank equally in No. all respects from the +issue date Deferred rights and performance rights only rank equally with an existing +class of quoted with ordinary shares once converted. Refer to Item 3 for +securities? conversion dates. Prior to conversion to ordinary shares, deferred rights and performance rights carry no rights to If the additional *securities do not dividends. 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 interest or payment Nil 5 Issue price or consideration 6 Purpose of the issue To provide performance incentives to executives. (If issued as consideration for the acquisition of assets, clearly identify those assets) Is the entity an ⁺eligible entity that | Not applicable 6a 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 6b The date the security holder Not applicable resolution under rule 7.1A was passed Number of *securities issued Not applicable 6c

under rule 7.1

rule 7.1A

6d

without security holder approval

Number of ⁺securities issued with

security holder approval under

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Not applicable

⁺ See chapter 19 for defined terms.

6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable	
6f	Number of ⁺ securities issued under an exception in rule 7.2	Not applicable	
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.	Not applicable	
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 1 and release to ASX Market Announcements	Not applicable	
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 2B.	Number Type 181,629 deferred rights 106,082 deferred rights 120,455 performance rig 222,955 performance rig	-
8	Appendix 3B. Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number 152,191,905	⁺ Class Ordinary shares

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

Number		⁺ Class
1,500,000	\$10.36 expiring 25 August	Options
	2014	(not quoted
3,333,334	\$10.50 expiring	on the ASX)
	22 September 2016	
287,711	deferred rights	Rights (not
343,410	performance rights	quoted on
		the ASX)

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

The unlisted options, deferred rights and performance rights carry no entitlements to dividends until converted to ordinary shares.

Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable
12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the ⁺ securities will be offered	Not applicable
14	*Class of *securities to which the offer relates	Not applicable
15	⁺ Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
18	Names of countries in which the entity has security holders who will not be sent new offer documents	Not applicable
	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	Not applicable

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⁺ See chapter 19 for defined terms.

20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
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	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	⁺ Issue date	Not applicable

Part 3 - Quotation of securities

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

34	Type (of *securities one)
(a)		⁺ Securities described in Part 1
(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
		t have ticked box 34(a) securities forming a new class of securities
Tick to łocum		e you are providing the information or
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 additiona ⁺ 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
27		A copy of any trust deed for the additional *securities

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⁺ See chapter 19 for defined terms.

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)		
			1
42	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in clause 38)	Number	+Class

Quotation agreement

- [†]Quotation of our additional [†]securities is in ASX's absolute discretion. ASX may quote the [†]securities on any conditions it decides.
- 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.
- 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.
- 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 /Company secretary)	Date: 19 April 2013
Print name:	Ross Coyle	
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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 figures capacity is calculated	ure from which the placement	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue		
Add the following:		
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		
 Note: Include only ordinary securities here — other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 		
Subtract the number of fully paid ⁺ ordinary securities cancelled during that 12 month period		
"A"		

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⁺ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15
	[Note: this value cannot be changed]
Multiply "A" by 0.15	
Step 3: Calculate "C", the amount of 7.1 that has already been used	of placement capacity under rule
Insert number of +equity securities issued or agreed to be issued in that 12 month period not counting those issued:	
Under an exception in rule 7.2	
Under rule 7.1A	
 With security holder approval under rule 7.1 or rule 7.4 	
 Note: This applies to equity securities, unless specifically excluded – not just ordinary securities Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	
"C"	
Step 4: Subtract "C" from ["A" x "E	B"] to calculate remaining
"A" x 0.15	
Note: number must be same as shown in Step 2	
Subtract "C"	
Note: number must be same as shown in Step 3	
Total ["A" x 0.15] – "C"	
	[Note: this is the remaining placement capacity under rule 7.1]

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⁺ See chapter 19 for defined terms.

Rule 7.1A – Additional placement capacity for eligible entities Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
Note: number must be same as shown in Step 1 of Part 1	
Step 2: Calculate 10% of "A"	
"D"	0.10
	Note: this value cannot be changed
Multiply "A" by 0.10	
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: This applies to equity securities – not just ordinary securities Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed 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 It may be useful to set out issues of securities on different dates as separate line items 	

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⁺ 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	
Note: number must be same as shown in Step 2	
Subtract "E"	
Note: number must be same as shown in Step 3	
Total ["A" x 0.10] – "E"	
	Note: this is the remaining placement capacity under rule 7.1A

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⁺ See chapter 19 for defined terms.