

24 April 2013

Company Announcements Office
ASX Limited
Level 8 Exchange Plaza
2 The Esplanade
Perth WA 6000

Focus Minerals Ltd (Focus, ASX: FML) - Takeover of remaining Focus Minerals (Laverton) Ltd shares

We refer to Focus' takeover of the remaining Shares in Focus Minerals (Laverton) Ltd.

In accordance with Listing Rules 4.10.7 and 4.10.9, we attached a distribution schedule of shares, updated Top 20 list and an Appendix 3B.

The attached Appendix 3B is for the issue of 300,694,977 FML shares in exchange for Focus minerals (Laverton) Limited shares which takes our ownership of this company to 99.185% (from 81.57%).

Focus will now commence the compulsory acquisition process under the Corporations Act to acquire all outstanding shares it has not acquired under the Offer and a further Appendix 3B will be issued when the remaining 0.815% is acquired.

Yours faithfully

On behalf of
FOCUS MINERALS LIMITED



Paul Fromson
Company Secretary & CFO

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Focus Minerals Ltd

ACN

005 470 799

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 | Ordinary fully paid shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 300,694,977 |
| 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) | Ordinary fully paid shares |

⁺ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the date of allotment 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 dothe extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest paymentthe extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	<p>As from allotment all shares will rank pari passu with existing shares.</p>					
5	Issue price or consideration	<p>Issued as consideration under a Chapter 6 takeover of Focus Minerals (Laverton) Ltd as per the Bidder's Statement dated 19 March 2013.</p>					
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>As part of consideration for the securities being acquired under a Chapter 6 takeover of Focus Minerals (Laverton) Ltd as per the Bidder's Statement dated 19 March 2013.</p>					
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	<p>23 April 2013</p>					
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>9,123,466,329</td><td>Ordinary fully paid shares</td></tr></table>	Number	+Class	9,123,466,329	Ordinary fully paid shares	
Number	+Class						
9,123,466,329	Ordinary fully paid shares						

⁺ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	Number	⁺ Class
		13,500,000	Options exercisable at 12.3 cents on or before 30/06/2014
		15,000,000	Options exercisable at 5.0 cents on or before 28/02/2016
10	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 <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

⁺ See chapter 19 for defined terms.

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 prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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

⁺ See chapter 19 for defined terms.

32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch 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
- (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 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

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	N/A				
39	Class of +securities for which quotation is sought	N/A				
40	<p>Do the +securities rank equally in all respects from the date of allotment 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 	N/A				
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	N/A				
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 60%; text-align: center;">Number</th> <th style="width: 40%; text-align: center;">+Class</th> </tr> <tr> <td style="text-align: center; vertical-align: top;">N/A</td> <td></td> </tr> </table>	Number	+Class	N/A	
Number	+Class					
N/A						

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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 not available now, 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:

24 April 2013

Print name: Paul Fromson, Company Secretary

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⁺ See chapter 19 for defined terms.

FOCUS MINERALS LTD

Rank	Name	Units	% of Units
1.	SHANDONG GOLD INTERNATIONAL MINING CORPORATION LIMITED	4,501,997,651	49.35
2.	JP MORGAN NOMINEES AUSTRALIA LIMITED <CASH INCOME A/C>	628,804,592	6.89
3.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	295,187,137	3.24
4.	NATIONAL AUSTRALIA TRUSTEES LIMITED <12849500 A/C>	246,047,887	2.70
5.	NATIONAL NOMINEES LIMITED	239,693,866	2.63
6.	J P MORGAN NOMINEES AUSTRALIA LIMITED	156,831,487	1.72
7.	CITICORP NOMINEES PTY LIMITED	136,420,050	1.50
8.	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	60,243,123	0.66
9.	JP MORGAN NOMINEES AUSTRALIA LIMITED <CASH INCOME A/C>	48,530,233	0.53
10.	GULARA PTY LTD	38,429,850	0.42
11.	MR GRAHAM EDWARD DUNJEY + MRS LINDA MARY DUNJEY <DUNJEY S/F A/C>	26,181,599	0.29
12.	PETER ERMAN PTY LIMITED <SUPERANNUATION FUND A/C>	24,527,182	0.27
13.	MRS RITA MAY GODFREY	22,966,000	0.25
14.	INVESTEC BANK (AUSTRALIA) LIMITED <CAPITAL MARKETS A/C>	22,000,000	0.24
15.	ABN AMRO CLEARING SYDNEY NOMINEES PTY LTD <CUSTODIAN A/C>	20,615,807	0.23
16.	MR GRAHAM PAUL ELLIS + MRS ETERNALINA ELLIS	20,000,000	0.22
17.	BROADARROW GOLDMINES PTY LTD	18,116,224	0.20
18.	GEARED INVESTMENTS PTY LTD <INVESTMENT A/C>	18,000,000	0.20
19.	GULARA PTY LTD <NO 1 A/C>	17,763,207	0.19
20.	CR INVESTMENTS PTY LTD	17,145,966	0.19
Totals: Top 20 holders of ORDINARY SHARES (TOTAL)		6,559,501,861	71.90
Total Remaining Holders Balance		2,563,964,468	28.10

Note: Total shares on issue is currently 9,123,466,329. This will increase on the completion of the mandatory acquisition and conversion of the remaining 0.815% of Focus Minerals (Laverton) Ltd Shares.

FOCUS MINERALS LTD
ORDINARY SHARES (TOTAL) As of 28 Mar 2013
Range of Units Snapshot
Composition : ORD

Range	Total holders	Units	% of Issued Capital
1 - 1,000	341	85,633	0.00
1,001 - 5,000	531	1,751,139	0.02
5,001 - 10,000	1,131	9,704,143	0.11
10,001 - 100,000	6,070	286,554,734	3.25
100,001 - 9,999,999,999	3,850	8,524,675,703	96.62
Rounding			0.00
Total	11,923	8,822,771,352	100.00

Unmarketable Parcels

Minimum Parcel Size	Holders	Units
Minimum \$ 500.00 parcel at \$ 0.0220 per unit	22728	39678922