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Australian Securities Exchange Announcement

Monday 15 July, 2013

Company Announcements Office
Australian Securities Exchange Limited
PO Box H224
Australia Square NSW 1215

SHAREHOLDER SHARE PURCHASE PLAN

The Directors of Adelaide Resources Limited (ASX: ADN) are pleased to announce that its shareholders will be invited to participate in a Share Purchase Plan (SPP) through which they can acquire additional shares in the Company.

On 3 June 2013, the Company announced it had completed a placement of shares to professional and sophisticated investors. Historically the Company's practice has been to offer a shareholder SPP simultaneously with share placements to enable existing shareholders the opportunity to also acquire additional shares at a discount to market. The ASX Listing Rules made a synchronous SPP offer untenable in early June, however an offer to existing shareholders is now possible.

The SPP will provide existing shareholders registered on 12 July 2013 with the opportunity to subscribe for new fully paid ordinary shares in parcels of $2,000, $5,000, $10,000 or a maximum of $15,000 at a subscription price of 7.5 cents per share with no brokerage fees. The issue price per share under the SPP represents a 19.0% discount to the volume weighted average market price of fully paid ordinary ADN shares sold on the ASX during the five trading days immediately preceding the date of this announcement, and represents the maximum discount allowable, rounded to the nearest 0.1 cent, under a SPP as stipulated by the ASX Listing Rules.

Participation in the SPP is optional and is open to eligible shareholders who, on the Record Date of 12 July 2013, were registered as holders of fully paid ordinary ADN shares and whose address on the share register is in Australia or New Zealand. The Company will scale back applications under the SPP if the total number of new shares applied for exceeds 61,546,683. If the SPP is fully subscribed, a total of $4.62 million will be raised before costs. The SPP will not be underwritten.

The funds raised from the SPP will be directed to furthering the exploration effort on the Company's wholly owned Alford West prospect and other targets located within the Moonta Copper Gold Project on the Yorke Peninsula, recommencing exploration activities on the Eyre Peninsula, undertaking initial field work at the Company's Glenroy Project in North Queensland, and meeting ongoing working capital requirements.

Ongoing work at Alford West has the goal of establishing the dimensions and grade of the mineralisation, leading to the estimation of a mineral resource.

Drilling earlier this year discovered exceptional shallow, high grade copper and gold intersections across 300 metres of a 3200 metre long auger geochemical anomaly identified at Alford West. Some of the results include 20 metres at 4.20% copper and 0.27g/t gold from 32 metres downhole, and 45 metres at 1.55% copper and 1.81g/t gold from 15 metres to end of hole. These results are additional to a number of significant historical drill intersections achieved by past explorers at Alford West.

The Company is currently completing a second program of aircore drilling (Stage Two) at Alford West to test the strike length out from 300 metres to approximately 1100 metres as a follow on from the maiden drilling program at the prospect. Laboratory assays for the first 18 holes of a planned 91 hole drilling program have now been received and confirm further significant copper and gold intersections to be present. Some of the newly received intersections reported are 14 metres at 2.60% copper and 0.70g/t gold from 19 metres, 20 metres at 1.76% copper and 0.33g/t gold from 36 metres, and 11 metres at 2.33% copper and 0.67g/t gold from 40 metres. Preliminary Field Portable X-Ray Fluorescence (FPXRF) analysis of other Stage Two holes indicates that copper mineralisation persists over the 1100 metre zone tested to date, with the prospect remaining open along strike and at depth.

Future drilling at Alford West will include diamond or deeper reverse circulation drilling to test for depth extensions to the near surface mineralisation intersected to date, and additional shallow aircore drilling to test the full extent of the 3200 metre geochemical anomaly.

It is also planned to progress other copper-gold prospects, including Willamulka and Paskeville, and to continue the effort of defining new targets identified within the broader Moonta Copper Gold Project.

The Company also wishes to undertake gold, copper and nickel exploration on its wholly owned Eyre Peninsula Project in South Australia. Previous exploration by the Company has discovered significant, unclosed, gold mineralisation at the Barns, Baggy Green and White Tank deposits which now warrant further investigation. This region has seen some exciting recent exploration results announced principally by Investigator Resources Limited (ASX:IVR) at their Paris silver discovery, which is located in a tenement adjacent to ADN's Eyre Peninsula tenements.

Yours sincerely

Chris Drown
Managing Director

The information in this report that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Chris Drown, who is a Member of The Australasian Institute of Mining and Metallurgy and who consults to the company on a full time basis. Mr Drown has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration, and to the activity which he is undertaking, to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Drown consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Enquiries should be directed to Chris Drown. Ph (08) 8271 0600 or 0427 770 653.