



Australian Securities Exchange Announcement

22 July 2013

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

Notice under ASIC Class Order (09-425)

This notice is given by Adelaide Resources Limited (ACN 061 503 375) (**ADN**) pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) (the Act).

As previously announced to the ASX on the 15 July 2013, ADN will conduct a Share Purchase Plan to provide Eligible Shareholders with an opportunity to subscribe for new fully paid ordinary shares in the capital of ADN (**New Shares**) in parcels of \$2,000, \$5,000, \$10,000 or a maximum of \$15,000, at an issue price per share of 7.5 cents. A maximum of 61,546,683 New Shares worth approximately \$4.62 million will be raised.

ADN confirms that:

1. ADN will issue the New Shares without disclosure to investors under Part 6D.2 of the Act.
2. This notice is given in accordance with ASIC Class Order (CO 09-425) (share and interest purchase plans).
3. As at the date of this notice, ADN has complied with:
 - (a) the provisions of Chapter 2M of the Act as they apply to ADN; and
 - (b) section 674 of the Act.
4. As at the date of this notice, there is no information:
 - (a) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (b) that investors and their professional advisors would reasonably require, and would reasonably expect to find in a disclosure document, for the purpose of making an informed assessment of:

- (i) the assets and liabilities, financial position and performance, profits and losses and prospects of ADN; or
- (ii) the rights and liabilities attaching to the New Shares.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Chris Drown', with a large, stylized loop at the end.

Chris Drown
Managing Director