

Adelaide Resources Limited

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2 December 2013

Mr Adrian Smythe
Manager, Listings Compliance
ASX Compliance Pty Ltd
20 Bridge St,
Sydney, NSW 2000

Dear Adrian,

With reference to the Appendix 3B lodged with ASX on 7 June 2013 referring to the issue of 16,642,448 ordinary shares, the bulk of which were issued under Listing Rule 7.1A, the following additional information is provided as required under Listing Rule 3.10.5A.

- a) Details of the percentage of issued capital post the placement held by the pre-placement shareholders and new shareholders are as follows:

Shareholder Category	Holding Pre Placement	Holding Post Placement
Pre-Placement shareholders who did not participate in the Placement	86.84%	79.88%
Pre-Placement shareholders who did participate in the Placement	13.16%	16.00%
Participants in the Placement who were not previously shareholders	0%	4.12%

- b) The placement of shares under Listing Rule 7.1A was undertaken as a result of the Board wishing to capitalise on the market attention received by Adelaide Resources resulting from the exciting drilling results announced to the market in late April/early May from the Company's Alford West Copper Project. Broker interest indicated that a capital raising in May/June would be successful but as the Company had already utilised virtually all of its 15% issue capacity under Listing Rule 7.1 within the previous 12 months, an issue under 7.1A was all that was available without the necessity of calling a general meeting of shareholders, delaying the time in raising the additional funding.

The Company was not in a position to implement a Share Purchase Plan (SPP) to existing shareholders as a previous SPP had been undertaken by Adelaide Resources in August 2012 and hence the Company was prohibited from issuing a further SPP until August 2013 under Listing Rule 7.2 Exception 15, being 12 months after a previous SPP. The Board also contemplated a pro-rata Rights Issue but considered that the risk and time to implement such a issue would considerably delay further follow up exploration activities before the field season closed due to access restrictions for cereal crops over the discovery area.

It should be noted that an SPP was offered to all existing shareholders in August 2013 at an issue price best able to match that of the June 2013 placement.

- c) The placement was not underwritten.
- d) A 6% commission was incurred by the Company in connection with the placement.

Yours faithfully

Nick Harding
Company Secretary