



ASX RELEASE

3 July 2015

LODGEMENT OF APPENDIX 3B

On behalf of Taruga Gold Limited (ASX: TAR) (the "Company"):

1. The Directors of the Company advise that, on 3 July 2015, Justice Siopis of the Federal Court of Australia made orders in relation to the Application for Quotation for Securities represented by the Appendix 3B enclosed with this release.
2. The Company lodged its prospectus with the Australian Securities and Investments Commission ("ASIC") on 3 June 2015 ("Prospectus").
3. Sections 723(3)(a) and 724(1)(b)(i) of the Corporations Act (the "Act") provide certain sanctions in the event that an Application for Quotation of Securities is not lodged within seven days of the lodgement of a prospectus.
4. Pursuant to section 1322(4)(d) of the Act, the court has ordered that the period of seven days in sections 723(3)(a) and 724(1)(b)(i) of the Act in respect of the Prospectus be extended to and include 6 July 2015.
5. Copies of the orders of the court have been lodged with both ASX and ASIC.
6. A copy of Justice Siopis' orders dated 3 July 2015 are enclosed with this release.

For further information contact:

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Managing Director
Taruga Gold Limited
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rule 2.7, 3.10.3, 3.10.4, 3.10.5

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

Taruga Gold Limited

ABN

19 153 868 789

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 | 1) Ordinary Shares
2) Options
3) Ordinary Shares
4) Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1) 139,157,847
2) 222,222,222
3) Up to 96,785,748
4) Up to 96,785,748 |
| 3 | 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) | 1) Fully paid Ordinary Shares
2) Options exercisable at \$0.006 on or before 31 May 2017
3) Fully paid Ordinary Shares
4) Options exercisable at \$0.006 on or before 31 May 2017 |

+ See chapter 19 for defined terms.

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New issue announcement

4	<p>Do the +securities rank equally in all respects from the +issue date 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 	<p>1) Yes</p> <p>2) Shares issued on exercise of Options will rank equally with existing class of quoted shares.</p> <p>3) Yes</p> <p>4) Shares issued on exercise of Options will rank equally with existing class of quoted shares.</p>
5	Issue price or consideration	<p>1) \$0.0045 per share</p> <p>2) Nil</p> <p>3) \$0.0045 per share</p> <p>4) Nil</p>
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Exploration activities at the Company's assets in Cote d'Ivoire, Mali and Niger, and for general working capital</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
6b	The date the security holder resolution under rule 7.1A was passed	<p>27 November 2014</p>
6c	Number of +securities issued without security holder approval under rule 7.1	<p>Nil</p>

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	Nil				
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	1) 139,157,847 2) 222,222,222 3) Up to 96,785,748 4) Up to 96,785,748 To be approved on 7 July 2015				
6f	Number of +securities issued under an exception in rule 7.2	Nil				
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.	N/A				
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	N/A				
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	Refer Annexure 1				
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 3B.	10 July 2015				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>Up to 683,765,472</td><td>Fully paid Ordinary Shares</td></tr></table>	Number	+Class	Up to 683,765,472	Fully paid Ordinary Shares
Number	+Class					
Up to 683,765,472	Fully paid Ordinary Shares					

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Appendix 3B

New issue announcement

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		Up to 319,007,970	Options exercisable at 0.6 cents each on or before 31 May 2017
		52,250,000	Options exercisable at 2 cents each on or before 1 December 2016
		10,000,000	Options exercisable at 20 cents each on or before 31 January 2016
		5,000,000	Options exercisable at 20 cents each on or before 3 February 2016
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	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

⁺ See chapter 19 for defined terms.

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 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:
(Company secretary)

Date: 3 July 2015

Print name: Samuel Edis

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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 figure from which the placement capacity is calculated		
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	160,616,000	
Add the following: <ul style="list-style-type: none"> 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: <ul style="list-style-type: none"> 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 	12,641,502 30 September 2014 40,000,000 26 August 2014 145,000,000 7 October 2014 510,507,970 (subject to shareholder approval on 7 July 2015 - assuming all shares offered under the share purchase plan are issued and prior issues under 7.1 are ratified.)	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil	
“A”	683,765,472	

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	102,564,820
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“C”	Nil
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	102,564,820
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	0
Total [“A” x 0.15] – “C”	<p>102,564,820 (this assumes that Tranche 2 Placement and shares offered under the share purchase plan are approved and issued and prior issues under 7.1 are ratified.)</p> <p><i>[Note: this is the remaining placement]</i></p>

+ See chapter 19 for defined terms.

	capacity under rule 7.1]
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Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	683,765,472
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	68,376,547
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: <ul style="list-style-type: none"> • 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 	Nil
“E”	Nil

+ 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 <i>Note: number must be same as shown in Step 2</i>	68,376,547
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	68,376,547 (this assumes that Tranche 2 Placement and shares offered under the share purchase plan are approved and issued and a prior issue under 7.1A is ratified) <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.



No: WAD330/2015

Federal Court of Australia
District Registry: Western Australia
Division: General

TARUGA GOLD LIMITED (ACN 153 868 789)
Plaintiff

ORDER

JUDGE: SIOPIS J


DATE OF ORDER: 03 JULY 2015

WHERE MADE: PERTH

THE COURT ORDERS THAT:

1. The time for service and hearing of the application be abridged.
2. Pursuant to section 1322(4)(d) of the *Corporations Act* 2001 (Cth) (**Act**), the period of seven days referred to in sub-sections 723(3)(a) and 724(1)(b)(i) of the Act in respect of the plaintiff's prospectus lodged with the Australian Securities and Investments Commission (**ASIC**) on 3 June 2015 be extended to and include 6 July 2015.
3. The plaintiff is to:
 - a. lodge a copy of these orders with ASIC; and
 - b. make an announcement to the Australian Securities Exchange disclosing the terms of these orders.
4. The plaintiff and all other interested parties including ASIC have liberty to apply to revoke or vary these orders upon first giving 24 hours prior written notice.

Date that entry is stamped:


Registrar