

23 February 2017

Australian Securities Exchange
Level 5, 20 Bridge Street
SYDNEY NSW 2000

ASX ANNOUNCEMENT

ISSUE UNDER SECTION 708A(5)(e)

New Issue of Shares: Notice pursuant to s708A of the Corporations Act (the Act)

Stonewall Resources Limited (the **Company**) has issued 33,333,335 fully paid ordinary shares in the Company to sophisticated investors (**Investors**) under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1. The shares have been issued to assist with the Company's General Working Capital Requirements, including those of its South African Subsidiary, Stonewall Mining Pty Ltd.

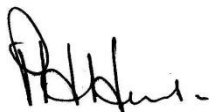
The securities issued are part of a class of securities quoted on the Australian Stock Exchange Limited (**ASX**).

As required by subsection 708A(6) of the Act, the directors of the Company advise that:

- i. the Company issued the securities without disclosure to investors under Part 6D.2 of the Act;
- ii. this Notice is being given pursuant to subsection 708A(5)(e) of the Act;
- iii. as at the date of this Notice, the company has complied with:
 - a. the provisions of Chapter 2M of the Act as they apply to the Company, and
 - b. section 674 of the Act; and
- iv. as at the date of this Notice, the Company is not in possession of any excluded information as defined in subsections 708A(7) and 708A(8) of the Act.

The Appendix 3B in relation to the issue of the above shares was lodged earlier today.

On behalf of the board



Peter Hunt
Company Secretary

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