

ASX Release

5 July 2012

NEW ISSUE, APPENDIX 3B

A-Cap Resources Limited (“A-Cap” or “the Company”) is pleased to announce an issue of ordinary fully paid shares to London based Resources Fund, Praetorian Resources Ltd (“Praetorian”).

Praetorian has been formed by experienced fund managers and mining industry experts, all with a successful track record in the resources sector, including uranium. Their board encompasses Mark Hohnen the former Executive Chairman of Kalahari Minerals PLC who was instrumental in the development and recent sale of Kalahari to China Guangdong Nuclear Power Holding Corp, Fund Manager Richard Lockwood founder of the Geiger Counter Uranium Fund and a director of A-Cap and Andrew Ferguson, CEO of China based Resource Investment Company APAC Resources Limited. The fund is backed by a range of global institutions and natural resources investors.

A-Cap has entered into a Share Placement Agreement and a Share Exchange Agreement with Praetorian, a company currently listing on the Alternative Investment Market of the London Stock Exchange (“AIM”), with the listing date expected to be 9th July 2012. Under the terms of the agreements which are conditional on Praetorian’s admission to AIM:

- A-Cap will allot 9,166,667 ordinary fully paid shares to Praetorian at an issue price of 15 cents cash, to raise \$1,375,000. Settlement of the placement and allotment will occur five business days after Praetorian’s admission to AIM (the “Placement”).
- A-Cap will allot 18,333,333 ordinary fully paid shares to Praetorian at an issue price of 15 cents and in exchange Praetorian will allot to A-Cap, 3,536,750 ordinary fully paid shares at an issue price of 50 pence together with 1,768,375 options exercisable at 70 pence expiring July 2015. Both the Praetorian shares and options will be listed and freely tradeable. Settlement of the exchange of shares will occur today, 5th July 2012 (“Share Exchange”).

The Share Exchange and Placement will provide A-Cap with an aggregate of AUS \$4.1 million of additional cash and marketable securities. Funds raised by the placement and subsequent disposal of the Praetorian shares will be used to advance exploration activities and the Feasibility Study on the Company’s Letlhakane Uranium Project in Botswana.

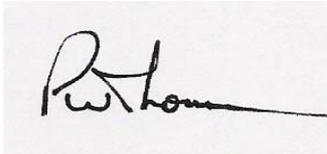
The Share Exchange and Placement will be made pursuant to Section 708 of the Corporations Act and in accordance with Listing Rule 7.1 of the ASX Listing Rules.

Commenting on the issue, CEO Paul Thomson said, “We are pleased to have the support of Praetorian and welcome them onto our register. It is a strong mark of confidence in A-Cap that Praetorian and their backers, who have such wide experience and knowledge of the uranium sector, have chosen to get behind A-Cap with financial backing and support for its Letlhakane Uranium

Project. This funding, which is a scarce commodity in the current equity market, will be used to advance feasibility work and move Letlhakane further along the road to development and production.”

For further information please contact Denis Rakich, Company Secretary on (08) 9220 9882 or email: admin@a-cap.com.au

For an on behalf of the board of
A-CAP RESOURCES LIMITED



Paul Thomson
Chief Executive Officer
A-Cap Resources Limited

Ends

For Further information contact

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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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

A-CAP RESOURCES LIMITED

ABN

28 104 028 542

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 | Ordinary fully paid |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 18,333,333 |
| 3 | Principal terms of the +securities (eg, 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) | Ordinary fully paid shares |

+ See chapter 19 for defined terms.

<p>4 Do the ⁺securities rank equally in all respects from the date of allotment 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>Yes, the shares will rank equally with existing fully paid ordinary shares from the date of allotment</p>				
<p>5 Issue price or consideration</p>	<p>15 cents each</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The 18,333,333 ordinary fully paid shares were issued as consideration for the acquisition of 3,536,750 ordinary fully paid shares, together with 1,768,375 options in Praetorian Resources Ltd pursuant to a Share Exchange Agreement dated 4 July 2012.</p>				
<p>7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates</p>	<p>5 July 2012</p>				
<p>8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="766 1532 1069 1576">Number</th> <th data-bbox="1069 1532 1361 1576">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="766 1576 1069 1818">218,438,319</td> <td data-bbox="1069 1576 1361 1818">Ordinary fully paid</td> </tr> </tbody> </table>	Number	⁺ Class	218,438,319	Ordinary fully paid
Number	⁺ Class				
218,438,319	Ordinary fully paid				

⁺ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	
	140,000	Options exercisable at eighty percent (80%) of market price per option at the time of issue
	700,000	Options exercisable at 44 cents per option expiring 15 June 2014
	5,000,000	Option exercisable at 40 cents per option expiring 31 October 2014
	2,000,000	Options exercisable at 45 cents per option expiring 15 March 2015
	4,000,000	Options exercisable at 50 cents per option expiring 15 October 2015
	1,000,000	Options exercisable at 40 cents per option expiring 15 December 2015
	1,500,000	Options exercisable at 33 cents per option expiring on 31 January 2016
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change from existing policy in ordinary shares

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the +securities will be offered

+ See chapter 19 for defined terms.

14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	

+ See chapter 19 for defined terms.

- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

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.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?
- If the additional securities do not rank equally, please state:
- 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
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+ See chapter 19 for defined terms.

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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42 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 38)

Number	⁺ Class

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.

+ See chapter 19 for defined terms.

- 4 We give ASX the information and documents required by this form. If any information or document not available now, 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)

5 July 2012
Date:

Print name: Denis Rakich
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+ See chapter 19 for defined terms.