



2 July 2014

Manager
ASX Market Announcements
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

ISSUE OF ENTITLEMENT ISSUE SHARES AND OPTIONS

Tychean Resources Limited (**Company**) (ASX:TYK) advises that 209,478,755 fully paid ordinary shares and 104,739,403 options exercisable at \$0.006 expiring on 30 June 2015 have been issued to applicants under the Company's non-renounceable entitlement issue which closed on 23 June 2014.

An updated Appendix 3B, top 20 largest share and option holders' statements and distribution schedules are attached.

Yours sincerely

A handwritten signature in black ink, appearing to read "Justin Nelson", written over a horizontal line.

Justin Nelson
Company Secretary
Tychean Resources Limited

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

TYCHEAN RESOURCES LTD

ABN

40 119 031 864

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 | (a) Ordinary fully paid shares.
(b) Options exercisable at \$0.006 on or before 30 June 2015. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 209,478,755
(b) 104,739,403 |
| 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) | (a) Ordinary shares will rank pari passu with existing ordinary shares.
(b) Quoted options exercisable at \$0.006 on or before 30 June 2015. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 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>(a) Yes. (b) No. If the options are exercised the resulting shares will rank pari passu with existing ordinary fully paid shares.</p>
<p>5 Issue price or consideration</p>	<p>(a) \$0.003. (b) Nil. The options are free on the basis of one option for every two shares subscribed for.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Shares and options issued pursuant to a pro rata non-renounceable entitlement issue.</p>
<p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>No</p>

+ See chapter 19 for defined terms.

6b	The date the security holder resolution under rule 7.1A was passed	
6c	Number of +securities issued without security holder approval under rule 7.1	
6d	Number of +securities issued with security holder approval under rule 7.1A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	
6f	Number of +securities issued under an exception in rule 7.2	
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.	
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	
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	

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>7 +Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>30 June 2014</p>									
<p>8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="699 725 999 763">Number</th> <th data-bbox="999 725 1292 763">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="699 763 999 869">1,711,006,872</td> <td data-bbox="999 763 1292 869">Fully paid ordinary shares</td> </tr> <tr> <td data-bbox="699 869 999 1037">270,093,841</td> <td data-bbox="999 869 1292 1037">Options exercisable at \$0.006 on or before 24 September 2014</td> </tr> <tr> <td data-bbox="699 1037 999 1178">172,989,409</td> <td data-bbox="999 1037 1292 1178">Options exercisable at \$0.006 on or before 30 June 2015</td> </tr> </tbody> </table>		Number	+Class	1,711,006,872	Fully paid ordinary shares	270,093,841	Options exercisable at \$0.006 on or before 24 September 2014	172,989,409	Options exercisable at \$0.006 on or before 30 June 2015
Number	+Class									
1,711,006,872	Fully paid ordinary shares									
270,093,841	Options exercisable at \$0.006 on or before 24 September 2014									
172,989,409	Options exercisable at \$0.006 on or before 30 June 2015									
<p>9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)</p>	<table border="1"> <tbody> <tr> <td data-bbox="699 1214 999 1491">10,000,000</td> <td data-bbox="999 1214 1292 1491">Retention rights vesting 14 May 2015</td> </tr> </tbody> </table>		10,000,000	Retention rights vesting 14 May 2015						
10,000,000	Retention rights vesting 14 May 2015									
<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>N/A</p>									

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the ⁺ securities will be offered	One share for every three existing shares held together with one free option for every two new shares subscribed for.
14	⁺ Class of ⁺ securities to which the offer relates	(a) Ordinary fully paid shares. (b) Options exercisable at \$0.006 on or before 30 June 2015.
15	⁺ Record date to determine entitlements	3 June 2014
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded up to the nearest whole number.
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Only shareholders with a registered address in Australia and New Zealand are eligible to participate.
19	Closing date for receipt of acceptances or renunciations	23 June 2014.
20	Names of any underwriters	Refer to page 23 of prospectus.
21	Amount of any underwriting fee or commission	Refer to page 23 of prospectus.

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	6 June 2014
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 May 2014
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A

+ See chapter 19 for defined terms.

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

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

40 Do the +securities rank equally in all respects from the +issue date 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

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)

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

Number	+Class

+ 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: 2 July 2014

Print name:

JUSTIN NELSON

+ See chapter 19 for defined terms.

CLASS: ORD/ORDINARY FULLY PAID SHARES
 HOLDER NO NAME AND ADDRESS

HOLDER NO	NAME AND ADDRESS	UNITS	% I/C	RANK
	RAMELIUS RESOURCES LIMITED	133,333,334	7.79	1
	HAWGOOD PTY LTD	84,986,224	4.97	2
	TRIPLE EIGHT GOLD PTY LTD	73,333,336	4.29	3
	RMK SUPER PTY LTD	67,833,334	3.96	4
	MAXIMUS RESOURCES LIMITED	44,607,143	2.61	5
	CANELA HOLDINGS PTY LTD	42,444,447	2.48	6
	SILEN PTY LTD	31,517,858	1.84	7
	MR GLEN COUTINHO	28,888,890	1.69	8
	ALOREN (NO 148) PTY LTD	28,022,857	1.64	9
	SOUTH AUSTRALIAN RESOURCE INVESTMENTS PTY LTD	26,354,523	1.54	10
	LONE HAND & ASSOCIATES PTY LTD	24,888,890	1.45	11
	LOCANTRO SPECULATIVE INVESTMENTS LIMITED	20,000,000	1.17	12
	MR EWAN JOHN VICKERY & MRS HELEN CAROLINE VICKERY	19,666,666	1.15	13
	AURELIUS RESOURCES PTY LTD	19,110,000	1.12	14
	N & B NEW HORIZONS PTY LTD	18,540,556	1.08	15
	SEU PTY LTD	17,250,169	1.01	16
	CHESSER INVESTMENTS PTY LTD	16,666,667	0.97	17
	MCGRATH BATTYE NOMINEES PTY LTD	16,666,667	0.97	18
	OCTIFIL PTY LTD	15,833,332	0.93	19

CLASS: ORD/ORDINARY FULLY PAID SHARES
 HOLDER NO NAME AND ADDRESS

DIMARCA PTY LTD 11,666,667 0.68 20 RANK

*** REPORT TOTAL *** 741,611,560 43.34
 *** REMAINDER *** 969,395,312 56.66

 *** GRAND TOTAL *** 1,711,006,872 100.00
 =====

 TOTAL CURRENT HOLDERS MEETING CRITERIA FOR THIS REPORT: 2360

 ***** NUMBER OF PAGES WRITTEN = 2 ***** END OF REPORT ***** NUMBER OF LINES WRITTEN = 51 *****

1 1001 5001 100001 100001
 to to to to
 1000 5000 10000 (MAX)
 /ORDINARY FULLY PAID SHARES

ORD	Holder	Units	Issued	to	to	to	to	* TOTAL *	Less Than M/Parcel of
	Holder								
	Issuer	14	23	91	150	100	378	293	
	Chess	62	140	281	724	775	1982	1341	
	Total	76	163	372	874	875	2360	1634	
	Units								
	Issuer	2977	74267	763347	5299799	380499641	386640031	8036732	
	Chess	16115	457172	2394483	28390900	1293108171	1324366841	48305486	
	Total	19092	531439	3157830	33690699	1673607812	1711006872	56342218	

TOTAL HOLDERS FOR CLASSES SELECTED 2360

TOTAL UNITS " " " 1711006872

***** NUMBER OF PAGES WRITTEN = 1 ***** END OF REPORT ***** NUMBER OF LINES WRITTEN = 16 *****

CLASS: OPL/LISTED OPT \$0.006 EXP 30/06/15
 HOLDER NO NAME AND ADDRESS

HOLDER NO	NAME AND ADDRESS	UNITS	% I/C	RANK
	TAYCOL NOMINEES PTY LTD	21,250,000	12.28	1
	HAWGOOD PTY LTD	18,956,612	10.96	2
	MR GLEN COUTINHO	11,944,446	6.90	3
	CANELA HOLDINGS PTY LTD	9,472,224	5.48	4
	TRIPLE EIGHT GOLD PTY LTD	9,166,668	5.30	5
	DIMARCA PTY LTD	5,833,334	3.37	6
	MRS CAROLINE HOUGH	5,000,000	2.89	7
	ABN AMRO CLEARING SYDNEY NOMINEES PTY LTD	4,500,000	2.60	8
	MR BRETT MCKEOWN & MRS JUNE MCKEOWN	3,333,335	1.93	9
	UGUMJIL PTY LTD	3,333,334	1.93	10
	LONE HAND & ASSOCIATES PTY LTD	3,111,112	1.80	11
	FGC DEVELOPMENTS PTY LTD	2,600,000	1.50	12
	CERRETTI SUPER FUND PTY LTD	2,500,000	1.45	13
	KENNY INVESTMENTS PTY LTD	2,500,000	1.45	14
	LOCANTRO SPECULATIVE INVESTMENTS LIMITED	2,500,000	1.45	15
	MR SCOTT HILDEBRAND	2,293,057	1.33	16
	BIMEDENT PTY LTD	2,000,000	1.16	17
	MR CHRISTOPHER BRYCKI	2,000,000	1.16	18
	MR MARK WILLIAM BRYCKI & MRS NICOLA JANE BRYCKI	2,000,000	1.16	19

CLASS: OPL/LISTED OPT \$0.006 EXP 30/06/15
 HOLDER NO NAME AND ADDRESS

UNITS % I/C RANK

MR STEPHEN SMITH 2,000,000 1.16 20

*** REPORT TOTAL *** 116,294,122 67.23
 *** REMAINDER *** 56,695,287 32.77

 *** GRAND TOTAL *** 172,989,409 100.00
 =====

 TOTAL CURRENT HOLDERS MEETING CRITERIA FOR THIS REPORT: 471

 ***** NUMBER OF PAGES WRITTEN = 2 ***** END OF REPORT ***** NUMBER OF LINES WRITTEN = 51 *****

10001 100001
 to to
 100000 (MAX)

1001 5001
 to to
 5000 10000

OPL /LISTED OPT \$0.006 EXP 30/06/15

Holder	Units	Units	Units	Units	Units	Units	Units	Units	Units
Issuer	9	14	6	30	13	72			
Chess	12	77	32	171	107	399			
Total	21	91	38	201	120	471			
Units									
Issuer	3475	39947	42873	1040129	12489560	13615984			
Chess	4874	199786	233657	6630577	152304531	159373425			
Total	8349	239733	276530	7670706	164794091	172989409			

TOTAL HOLDERS FOR CLASSES SELECTED 471

TOTAL UNITS " " " 172989409

***** NUMBER OF PAGES WRITTEN = 1 ***** END OF REPORT ***** NUMBER OF LINES WRITTEN = 16 *****