

11 March 2013

Company Announcements Office
Australian Securities Exchange
Level 6, 20 Bridge Street
SYDNEY NSW 2000

Via E Lodgement

Noble Facility Funding Completed

Zambian focused manganese company Kaboko Mining Limited (ASX: KAB) (**Kaboko** or the **Company**) is pleased to confirm the completion of Tranche A financing as part of the \$10 million Prepayment Debt Facility and long term manganese ore Off-Take Agreement with Noble Resources International Pte. Ltd (**Noble**), a wholly owned subsidiary of Noble Group Limited.

The draw-down of the final \$3 million of the \$4.5 million Tranche A financing facility has been completed, following satisfaction by Kaboko of Noble's final due diligence items in respect of the licensing conditions for the Northern Manganese Project at Mansa, Zambia. Several other conditions to draw down (including shareholder approval) have been waived and will be finalised by 31 May 2013. The Company has previously received amounts totalling \$1.5 million from the Tranche A financing facility.

With necessary funding now in place to complete the mine development and associated plant and equipment purchases the Company is excited to progress the development of the Northern Manganese Project at Mansa, Zambia, with plans to commence production at a rate of 5,000 tonnes per month in Q3 2013 and ramping up to 10,000 tonnes per month by Q4 2013|Q1 2014.

Commenting on the completion of the Tranche A financing Kaboko CEO, Mr Tokkas Van Heerden, said *"with the Tranche A financing with Noble complete Kaboko is now fully funded to commence mining from its Northern Manganese Project at Mansa in the coming months and deliver into our supply agreement with Noble, with production of 10,000 tonnes per month expected by end of 2013."*

"We will also be looking to develop our other high grade manganese projects in Zambia further over the coming 12-18 months so as to increase production across our portfolio and meet the demand for this product from groups in Europe and Asia."

In addition to the \$10m Prepayment Facility, the Company and Noble have also previously entered into a binding Manganese Ore Off-take Agreement (refer ASX announcement dated 30 July 2012 and 24 December 2012).

Under the terms of the Off-take Agreement, the Company will deliver to Noble 180,000 DMT per year of 48% manganese lump ore from the Company's Zambian Manganese Projects.

Placement

In addition to the completion of the Tranche A financing with Noble, the Company is also pleased to advise that it has completed a placement to sophisticated investors raising \$600,000, by issue of 60,000,000 shares (at \$0.01 per share) and 60,000,000 attaching unlisted options (\$0.01; expiry 31 January 2016). This funding will be used by the Company for further exploration and development activities across its Zambian manganese projects, other opportunities and general working capital. An appendix 3B is attached.

For and on behalf of the Board



Shannon Robinson
Director

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About Kaboko Mining Limited

Kaboko Mining Limited (ASX:KAB) is an ASX listed exploration, development and mining company primarily focused on establishing itself as a major producer and exporter of high grade manganese ore from its portfolio of assets in Zambia. Kaboko currently holds majority interests in 5 large scale prospecting licenses and 2 small scale mining licenses covering over 2,700km² in established and highly prospective manganese mining regions in Zambia. The Company is focused on the development of its large license holdings and establishing long-term sustainable production of a high grade and high quality manganese ore initially from its Mansa, Northern Zambian Projects. In 2012 the Company concluded strategic off-take and funding agreements with Sinosteel Australia Limited and Noble Resources Limited that are proposed to be used to complete further exploration and to advance its projects towards full-scale commercial production.

Forward Looking Statement

Certain statements made during or in connection with this communication, including, without limitation, those concerning the economic outlook for the manganese market, expectations regarding manganese ore prices, production, cash costs and other operating results growth prospects and the outlook of Kaboko's operations including the likely commencement of commercial operations of the Emmanuel, Kanona and Mansa, Northern Zambian Projects, its liquidity and the capital resources and expenditure, contain or comprise certain forward-looking statements regarding the Company's development and exploration operations economic performance and financial condition. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct. Accordingly, results could differ materially from those set out in the forward-looking statements as a result of, among other factors, changes in economic and market conditions, success of business and operating initiatives, changes in the regulatory environment and other government actions, fluctuations in manganese ore prices and exchange rates and business and operational risk management. For a discussion of such factors refer to the Company's most recent annual report and half year report. The Company undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after today's date or to reflect the occurrence of unanticipated events.

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

Name of entity

KABOKO MINING LIMITED

ABN

93 107 316 683

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 Shares Unlisted Options (\$0.01; 31 January 2016) Unlisted Options (\$0.02; 31 December 2014)
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	102,482,172 Ordinary Fully Paid Shares 60,000,000 Unlisted Options (\$0.01; 31 January 2016) subject to shareholder approval 23,666,667 Unlisted Options (\$0.02; 31 December 2014) 20,000,000 Unlisted Options (\$0.02; 28 September 2015)

+ See chapter 19 for defined terms.

<p>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)</p>	<p>102,482,172 Ordinary Fully Paid Shares</p> <p>60,000,000 Unlisted Options (\$0.01; 31 January 2016) subject to shareholder approval</p> <p>23,666,667 Unlisted Options (\$0.02; 31 December 2014)</p> <p>20,000,000 Unlisted Options (\$0.02; 28 September 2015)</p>
<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>Ordinary Fully Paid Shares - Yes</p> <p>Unlisted Options – will rank equally on conversion of these securities into ordinary shares</p>
<p>5 Issue price or consideration</p>	<p>60,000,000 Ordinary Fully Paid Shares and *60,000,000 Free Attaching Unlisted Options (\$0.01; 31 January 2016) issued pursuant to a placement to sophisticated and institutional investors raising \$600,000 before costs.</p> <p>23,666,667 Ordinary Fully Paid Shares and 23,666,667 Unlisted Options (\$0.02; 31 December 2014) issued in respect of extension of convertible note to 31 March 2013.</p> <p>18,815,505 Ordinary Fully Paid Shares and 20,000,000 Unlisted Options (\$0.02; 28 September 2015) pursuant to a corporate advisory mandate as approved by shareholders.</p>

Note *60,000,000 Free Attaching Unlisted Options (\$0.01; 31 January 2016) subject to shareholder approval

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>60,000,000 Ordinary Fully Paid Shares and *60,000,000 Free Attaching Unlisted Options (\$0.01; 31 January 2016) issued pursuant to a placement to sophisticated and institutional investors raising \$600,000 before costs.</p> <p>23,666,667 Ordinary Fully Paid Shares and 23,666,667 Unlisted Options (\$0.02; 31 December 2014) issued in respect of extension of convertible note to 31 March 2013.</p> <p>18,815,505 Ordinary Fully Paid Shares and 20,000,000 Unlisted Options (\$0.02; 28 September 2015) pursuant to a corporate advisory mandate as approved by shareholders.</p>
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Note *60,000,000 Free Attaching Unlisted Options (\$0.01; 31 January 2016) subject to shareholder approval

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	N/A
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of securities issued under an exception in rule 7.2	N/A

+ See chapter 19 for defined terms.

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
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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
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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	N/A
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7	Dates of entering +securities into uncertificated holdings or despatch of certificates	12 March 2013
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8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		770,832,529	Ordinary fully paid shares
		338,813,529	Listed Options expiring 30 June 2013 (exercise price 3 cents)

9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		4,000,000	Options (\$0.03; 15 July 2015)
		9,979,382	Options (\$0.022; 1 Dec 2014)
		45,000,000	Options (\$0.02; 28 Sep 2015)
		60,000,000	Options (\$0.01; 31 January 2016) Subject to shareholder approval
		23,666,667	Options (\$0.02; 31 Dec 2014)

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A

+ See chapter 19 for defined terms.

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 prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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	N/A
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
33	⁺ Despatch date	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

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.

<p>40 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>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>					
<p>42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)</p>	<table border="1"> <thead> <tr> <th data-bbox="710 1153 1013 1191">Number</th> <th data-bbox="1013 1153 1305 1191">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="710 1191 1013 1415"></td> <td data-bbox="1013 1191 1305 1415"></td> </tr> </tbody> </table>	Number	+Class		
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.
- 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.



11 March 2013

Sign here:Date:
(Company Secretary)

Jane Flegg

Print name:
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+ See chapter 19 for defined terms.