

# 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.

Name of entity

Gondwana Resources Limited

ABN

72 008 915 311

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 with attaching Options exercisable at 1 cent each on or before 30 June 2013<br>(2) Ordinary shares issued on exercise of options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 33,367,659 Shares<br>33,333,334 Options  |
| 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) | Fully paid ordinary shares<br>Options exercisable at 1 cent each and expiring 30 June 2013   |

+ See chapter 19 for defined terms.

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4	<p>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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	Yes
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5	Issue price or consideration	<p>33,333,334 Shares issued at a price of 0.75 cents each, with attached options issued free</p> <p>25,125 Shares issued at 1 cent each on exercise of June 2011 Options</p> <p>9,200 Shares issued at 12 cents each on exercise of June 2010 Options (omitted from last Appendix 3B)</p>
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6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>To fund ongoing exploration, acquisition of projects and investments, repayment of short term debt and working capital</p>
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7	<p>Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	23 September 2010
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8	<p>Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">482,377,761*</td> <td>Ordinary shares</td> </tr> <tr> <td style="text-align: center;">68,106,343**</td> <td>Options exercisable at 1 cent each by 30/6/11</td> </tr> <tr> <td style="text-align: center;">133,333,334*</td> <td>Options exercisable at 1 cent each by 30/6/13</td> </tr> <tr> <td colspan="2" style="text-align: center;">*including the new securities issued per clause 2</td> </tr> <tr> <td colspan="2" style="text-align: center;">**after deducting Options exercised per clause 2</td> </tr> </tbody> </table>	Number	+Class	482,377,761*	Ordinary shares	68,106,343**	Options exercisable at 1 cent each by 30/6/11	133,333,334*	Options exercisable at 1 cent each by 30/6/13	*including the new securities issued per clause 2		**after deducting Options exercised per clause 2	
Number	+Class													
482,377,761*	Ordinary shares													
68,106,343**	Options exercisable at 1 cent each by 30/6/11													
133,333,334*	Options exercisable at 1 cent each by 30/6/13													
*including the new securities issued per clause 2														
**after deducting Options exercised per clause 2														

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	Number	+Class				
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%; text-align: center; vertical-align: top;">2,500,000</td> <td style="vertical-align: top;">Fully Paid Ordinary Shares (restricted pursuant to the Gondwana Employee Share Plan)</td> </tr> <tr> <td style="text-align: center; vertical-align: top;">600,000</td> <td style="vertical-align: top;">Options exercisable @ 30 cents between 1/7/2010 &amp; 31/12/2011</td> </tr> </table>	2,500,000	Fully Paid Ordinary Shares (restricted pursuant to the Gondwana Employee Share Plan)	600,000	Options exercisable @ 30 cents between 1/7/2010 & 31/12/2011
2,500,000	Fully Paid Ordinary Shares (restricted pursuant to the Gondwana Employee Share Plan)					
600,000	Options exercisable @ 30 cents between 1/7/2010 & 31/12/2011					
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	None				

**Part 2 - Bonus issue or pro rata issue** N/A

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
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  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	

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- 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
- 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)

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+ See chapter 19 for defined terms.

- 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 (together with 100,000,000 Options expiring 30 June 2013 issued per Appendix 3B on 29 July 2010)
- (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  
**See attached schedule.**
- 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 **See attached schedule**
- 37  A copy of any trust deed for the additional +securities

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**Entities that have ticked box 34(b)      N/A**

38    Number of securities for which  
       +quotation is sought

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39    Class of +securities for which  
       quotation is sought

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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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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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	Number	+Class
42    Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in clause 38)		

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**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.
  
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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.



Sign here: .....Date: 23 September 2010  
(Director)

Print name: Warren Beckwith

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## Gondwana Resources Limited

### June 2013 Option Holder Information as at 23 September 2010

#### Distribution of Option Holders

1 - 1,000	0
1,001 - 5,000	0
5,001 - 10,000	0
10,001 - 100,000	0
100,001 & over	55
<b>Total:</b>	<b>55</b>

#### Top 20 Holders of Options expiring 30 June 2013

<b>Rank</b>	<b>Option Holder</b>	<b>No. of Options</b>
1	BC Capital Limited	20,000,000
2	International Business Services Limited	18,000,000
3	Darryl John Peasnell	10,000,000
4	Beckwith & Company Pty Ltd <The Beckwith Super Fund A/C>	6,666,666
5	Finscan Investments Limited	6,600,000
6	Marseille International Limited	6,000,000
7	Fern Valley Limited	6,000,000
8	Bluebase Pty Ltd	3,000,000
9	Michael Lee Sanos	3,000,000
10	Nightwatch Investments Pty Ltd <Ian Ladyman Family Trust A/C>	2,666,667
11	Robert Jewson	2,000,000
12	Glenn Leon Montague <Forest Creek A/C>	2,000,000
13	Oceania Capital (Aust) Pty Ltd	2,000,000
14	Warren James Reynolds	2,000,000
15	Mario Skalecki & Carol Anne Skalecki <Skalecki Family Super A/C>	2,000,000
16	Badbay Pty Ltd	1,666,667
17	Paul Millington Goodsall	1,666,667
18	David John Bryden	1,300,000
19	Wanton Holdings Pty Ltd <Brown Family A/C>	1,300,000
20	David Colin Wheeler <Wheeler Superfund A/C>	1,300,000
	<b>Total</b>	<b>99,166,667</b>
	<b>Total Options expiring 30 June 2013</b>	<b>133,333,334</b>
	<b>% in Top 20</b>	<b>74.37%</b>