

ABN 33 082 901 362  
Suite 9, 5 Centro Avenue,  
Subiaco WA 6008

16 December 2011

*via electronic lodgement*

### **ISSUE OF SHARES**

The Company advises that it has issued 150,000 ordinary shares to secure mineral claims in Ontario, Canada.

Yours faithfully

Nicholas Day  
**Company Secretary**

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*If you have any queries, please contact the Executive Chairman, Mike Haynes or Company Secretary, Nick Day on +61 8 9324 1266 or email [info@coventryres.com](mailto:info@coventryres.com).*

*Additional information may also be viewed on Coventry's website at [www.coventryres.com](http://www.coventryres.com).*

## 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

COVENTRY RESOURCES LIMITED

ABN

33 082 901 362

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	<sup>+</sup> Class of <sup>+</sup> securities issued or to be issued	Fully Paid Ordinary Shares
2	Number of <sup>+</sup> securities issued or to be issued (if known) or maximum number which may be issued	150,000
3	Principal terms of the <sup>+</sup> securities (eg, if options, exercise price and expiry date; if partly paid <sup>+</sup> securities, the amount outstanding and due dates for payment; if <sup>+</sup> convertible securities, the conversion price and dates for conversion)	Same terms as Fully Paid Ordinary Shares.

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<sup>+</sup> See chapter 19 for defined terms.

4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>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

Yes

5 Issue price or consideration

Acquisition of mineral claims in Ontario, Canada.

6 Purpose of the issue

(If issued as consideration for the acquisition of assets, clearly identify those assets)

Acquisition of mineral claims in Ontario, Canada.

7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates

14 December 2011

8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the securities in clause 2 if applicable)

Number	<sup>+</sup> Class
174,719,370	Ordinary Shares

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<sup>+</sup> See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)	
	3,230,770	Options exercisable at \$0.26 on or before 18/12/12.
	1,496,733	Options exercisable at \$0.20 on or before 30/04/13.
	11,073,207	Options exercisable at \$0.20 on or before 30/04/13.
	6,688,042	Options exercisable at \$0.20 on or before 30/04/13 restricted until 30/10/2011.
	10,000,000	Options exercisable at \$0.30 on or before 30/01/13.
	500,000	Options exercisable at \$0.30 on or before 25/03/15.
	500,000	Options exercisable at \$0.30 on or before 30/07/13.
	9,376	Options exercisable at \$48.00 on or before 08/01/12.
	1,000,000	Options exercisable at \$0.28 on or before 23/02/2013.
	1,000,000	Options exercisable at \$0.35 on or before 23/02/2013.
	1,000,000	Options exercisable at \$0.40 on or before 23/02/2013.
	750,000	Options exercisable at \$0.20 on or before 8/08/2014.
	550,000	Options exercisable at \$0.20 on or before 24/08/2014.
	6,000,000	Options exercisable at \$0.26 on or before 1/12/2016.

+ See chapter 19 for defined terms.

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
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12	Is the issue renounceable or non-renounceable?	N/A
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13	Ratio in which the <sup>1</sup> securities will be offered	N/A
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14	<sup>1</sup> Class of <sup>1</sup> securities to which the offer relates	N/A
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15	<sup>1</sup> Record date to determine entitlements	N/A
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
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17	Policy for deciding entitlements in relation to fractions	N/A
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18	Names of countries in which the entity has <sup>1</sup> 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.	N/A
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19	Closing date for receipt of acceptances or renunciations	N/A
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20	Names of any underwriters	N/A
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21	Amount of any underwriting fee or commission	N/A
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22	Names of any brokers to the issue	N/A
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23	Fee or commission payable to the broker to the issue	N/A
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24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>1</sup> security holders	N/A
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<sup>1</sup> See chapter 19 for defined terms.

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 – a), b) and c)

(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*

+ See chapter 19 for defined terms.

35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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 <sup>+</sup>securities

### Entities that have ticked box 34(b)

38	Number of securities for which <sup>+</sup> quotation is sought	N/A
39	Class of <sup>+</sup> securities for which quotation is sought	N/A
40	Do the <sup>+</sup> securities rank equally in all respects from the date of allotment with an existing <sup>+</sup> class of quoted <sup>+</sup> securities?  If the additional securities do not rank equally, please state: <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>	N/A
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)	N/A

Number	<sup>+</sup> Class
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<sup>+</sup> See chapter 19 for defined terms.

42	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX ( <i>including</i> the securities in clause 38)	N/A	
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### Quotation agreement

- 1 <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those <sup>+</sup>securities should not be granted <sup>+</sup>quotation.
  - An offer of the <sup>+</sup>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
- 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 <sup>+</sup>quotation of the <sup>+</sup>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: .....Nicholas Day.....Date: 16 December 2011.....  
 (Company Secretary)

<sup>+</sup> See chapter 19 for defined terms.

16 December 2011

*Via electronic lodgement*

## **SECONDARY TRADING NOTICE**

On 14 December 2011 Coventry Resources Limited ("the Company") issued 150,000 fully paid ordinary shares ("Securities") to secure mineral claims in Ontario, Canada.

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A. By the Company giving this notice, sale of the Securities noted above will fall within the exemption in section 708A(5) of the Act.

The Company hereby notifies ASX under paragraph 708A(5)(e) of the Act that:

- a) the Company issued the Securities without disclosure to investors under Part 6D.2 of the Act;
- b) as at 16 December 2011 the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and section 674 of the Act; and
- c) as at 16 December 2011 there is no information:
  - 1) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
  - 2) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
    - a) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
    - b) the rights and liabilities attaching to the Securities.

Yours faithfully

Nicholas Day  
**Company Secretary**

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+ See chapter 19 for defined terms.