

Kingsrose Mining Limited



28 December 2011

The Manager
Announcements
Company Announcements Office
Australian Stock Exchange Limited
PO Box H224 Australia Square
SYDNEY NSW 2000

Dear Sir/Madam

Notice Given Under Section 708A(5)(e) of the Corporations Act

Kingsrose Mining Ltd ("the Company") has issued 494,742 fully paid ordinary shares ("Shares") upon the exercise of 494,742 listed options that were previously issued under the Company's 1:2 Rights Issue at an exercise price of \$0.20 each and an expiry date of 31 December 2012.

The above Shares have been issued and are part of a class of securities quoted on ASX and may be subject to a subsequent offer for sale.

The Company gives this notice pursuant to section 708A(5)(e) of the Corporations Act.

The Company issued the Shares above without a disclosure document to investors under Part 6D.2 of the Corporations Act.

The Company, as at the date of this notice, has complied with:

- the provisions of Chapter 2M of the Corporations Act; and
- section 674 of the Corporations Act.

There is no excluded information, as defined in sections 708A(7) and 708A(8) of the Corporations Act, as at the date of this notice.

Yours faithfully
KINGSDOWN MINING LIMITED



JEANNETTE P SMITH
COMPANY SECRETARY

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

KINGSROSE MINING LIMITED

ABN

49 112 389 910

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) Options
(B) Ordinary | | | | | | | | | | | | | | | | |
|---|--|--|----------------|-------------|-----|--|---|--|--------|------------------|---|--|--------|------------------|-----|--|--------|------------------|
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (A) 1,000,000
(B) 492,742 | | | | | | | | | | | | | | | | |
| 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) | <table><thead><tr><th>Exercise Price</th><th>Expiry Date</th></tr></thead><tbody><tr><td>(A)</td><td></td></tr><tr><td>(a) 500,000 subject to 12 month vesting period from date of commencement of employment:</td><td></td></tr><tr><td>\$1.53</td><td>17 December 2014</td></tr><tr><td>(b) 500,000 subject to 24 month vesting period from date of commencement of employment:</td><td></td></tr><tr><td>\$1.53</td><td>17 December 2015</td></tr><tr><td>(B)</td><td></td></tr><tr><td>\$0.20</td><td>31 December 2012</td></tr></tbody></table> | Exercise Price | Expiry Date | (A) | | (a) 500,000 subject to 12 month vesting period from date of commencement of employment: | | \$1.53 | 17 December 2014 | (b) 500,000 subject to 24 month vesting period from date of commencement of employment: | | \$1.53 | 17 December 2015 | (B) | | \$0.20 | 31 December 2012 |
| Exercise Price | Expiry Date | | | | | | | | | | | | | | | | | |
| (A) | | | | | | | | | | | | | | | | | | |
| (a) 500,000 subject to 12 month vesting period from date of commencement of employment: | | | | | | | | | | | | | | | | | | |
| \$1.53 | 17 December 2014 | | | | | | | | | | | | | | | | | |
| (b) 500,000 subject to 24 month vesting period from date of commencement of employment: | | | | | | | | | | | | | | | | | | |
| \$1.53 | 17 December 2015 | | | | | | | | | | | | | | | | | |
| (B) | | | | | | | | | | | | | | | | | | |
| \$0.20 | 31 December 2012 | | | | | | | | | | | | | | | | | |

+ See chapter 19 for defined terms.

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- 4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

(A) N/A
(B) Yes

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

- 5 Issue price or consideration

(A) \$1.53
(B) \$0.20

- 6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

(A) Issue of unlisted options under ESOP to senior employee.

(B) Exercise of listed options

- 7 Dates of entering +securities into uncertificated holdings or despatch of certificates

(A) 22 December 2011
(B) 23 December 2011

- 8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)

Number	+Class
271,487,968 15,837,062	Ordinary shares KRM Listed options KRMO

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9	Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	*Class
		700,000	KRMAI – Unlisted options
		150,000	KRMAM – Unlisted options (ESOP)
		3,500,000	KRMAO – Unlisted options
		500,000	KRMAS – Unlisted options (ESOP)
		75,000	KRMAK – Unlisted options (ESOP)
		3,000,000	KRMAU – Unlisted options (ESOP)
		2,000,000	KRMAQ – Unlisted options (ESOP)
		250,000	KRMAY – Unlisted options (ESOP)
		1,000,000	KRMA? – Unlisted options (ESOP)
		11,175,000	TOTAL UNLISTED OPTIONS
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

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 Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	

+ See chapter 19 for defined terms.

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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)	
30	How do *security holders sell their entitlements <i>in full</i> through a broker?	
31	How do *security holders sell <i>part</i>	

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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) ☒ YES 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)

+ See chapter 19 for defined terms.

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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					
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period on conversion of another security, clearly identify that other security)					
42	Number and *class of all *securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>*Class</th></tr></thead><tbody><tr><td></td><td></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.

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- 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.

Sign here:



(Company Secretary)
Print name: JEANNETTE P SMITH
Date: 28 December 2011

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+ See chapter 19 for defined terms.