

## 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.

Name of entity

PLUTON RESOURCES LIMITED (PLV)

ABN

12 114 561 732

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

ORDINARY SHARES

2 Number of <sup>+</sup>securities issued or to be issued (if known) or maximum number which may be issued

476,872

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)

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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?	<p>YES</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>				
5 Issue price or consideration	Nil				
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issued to KRED Enterprises Pty Ltd as Trustee for Mayala People				
7 Dates of entering <sup>†</sup> securities into uncertificated holdings or despatch of certificates	9 November 2011				
8 Number and <sup>†</sup> class of all <sup>†</sup> securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="695 1084 949 1147">Number</th><th data-bbox="949 1084 1288 1147"><sup>†</sup>Class</th></tr> </thead> <tbody> <tr> <td data-bbox="695 1147 949 1282">227,338,688</td><td data-bbox="949 1147 1288 1282">Ordinary Fully paid</td></tr> </tbody> </table>	Number	<sup>†</sup> Class	227,338,688	Ordinary Fully paid
Number	<sup>†</sup> Class				
227,338,688	Ordinary Fully paid				
9 Number and <sup>†</sup> class of all <sup>†</sup> securities not quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="695 1282 949 1367">Number</th><th data-bbox="949 1282 1288 1367"><sup>†</sup>Class</th></tr> </thead> <tbody> <tr> <td data-bbox="695 1367 949 1664">23,396,572 240,000 14,342,576</td><td data-bbox="949 1367 1288 1664">Options, exercise price \$0.30, expiring 3 October 2016 Performance Rights- \$1.25, ex date 31 march 2012 Options, exercise price \$0.831, expiring 22 July 2017</td></tr> </tbody> </table>	Number	<sup>†</sup> Class	23,396,572 240,000 14,342,576	Options, exercise price \$0.30, expiring 3 October 2016 Performance Rights- \$1.25, ex date 31 march 2012 Options, exercise price \$0.831, expiring 22 July 2017
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23,396,572 240,000 14,342,576	Options, exercise price \$0.30, expiring 3 October 2016 Performance Rights- \$1.25, ex date 31 march 2012 Options, exercise price \$0.831, expiring 22 July 2017				
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	As for all ordinary shares				

## Part 2 - Bonus issue or pro rata issue

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

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

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 <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	
31	How do <sup>+</sup> security holders sell <i>part of</i> their entitlements through a broker and accept for the balance?	
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	
33	<sup>+</sup> 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

(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

*(If the additional securities do not form a new class, go to 43)*

*Tick to indicate you are providing the information or documents*

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

(now go to 43)

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

38 Number of securities for which <sup>†</sup>quotation is sought

39 Class of <sup>†</sup>securities for which quotation is sought

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:

- 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 <sup>†</sup>class of all <sup>†</sup>securities quoted on ASX (including the securities in clause 38)

Number	<sup>†</sup> Class

(now go to 43)

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

## All entities

### Fees

43 Payment method (tick one)

Cheque attached

Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

### Quotation agreement

- 1 <sup>+Quotation of our additional</sup> securities is in ASX's absolute discretion. ASX may quote the <sup>+securities</sup> on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the <sup>+securities</sup> to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those <sup>+securities</sup> should not be granted <sup>+quotation</sup>.
  - An offer of the <sup>+securities</sup> 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 <sup>+securities</sup> to be quoted and that no-one has any right to return any <sup>+securities</sup> to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the <sup>+securities</sup> be quoted.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the <sup>+securities</sup> to be quoted, it has been provided at the time that we request that the <sup>+securities</sup> be quoted.
  - If we are a trust, we warrant that no person has the right to return the <sup>+securities</sup> to be quoted under section 1019B of the Corporations Act at the time that we request that the <sup>+securities</sup> 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 <sup>+quotation</sup> of the <sup>+securities</sup> begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are true and complete.



Sign here: ..... Date: 09 November 2011

(Secretary)

Print name: Andrew Metcalfe