



Greater Pacific Gold Limited

ACN: 009 076 242

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24 April 2009

Companies Announcement Office  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

### Capital Raising

Greater Pacific Gold Limited (**GPN or the Company**) advises that it has resolved to place up to 714,000,000 unlisted options at an issue price of \$0.0003 per option, exercisable at \$0.01 each on or before 30 June 2012 (**Options**), to raise \$214,200 before costs. The placement will be made to sophisticated investors pursuant to section 708 of the Corporations Act.

The Company has today allotted and issued 173,000,000 Options under the Company's 15% placement capacity, as allowed under the ASX Listing Rules, with the balance of up to 541,000,000 Options, to be issued upon and subject to shareholder approval.

The Company intends convening a meeting of shareholders before the end of May 2009 to ratify and/or seek shareholder approval for the issue of the Options.

Application will not be made for official quotation of the Options. However, the Company will apply for official quotation of Shares issued upon exercise of the Options.

In addition to the standard terms and conditions, a holder of an Option will (subject to the prior approval of the shareholders of GPN and compliance with all necessary requirements of the ASX Listing Rules and the Corporations Act to the extent of their application) be entitled to another new option (**Additional Options**) for each Option which has been exercised by that holder either on or before 30 June 2010 or after that date but on or before 30 June 2011.

Each of the Additional Options will have the right to subscribe on or before 30 June 2014 for one (1) new share in the capital of GPN at the price of one point five (1.5) cents each if the Option was exercised on or before 30 June 2010 and two (2) cents each if the Option was exercised after 30 June 2010 but on or before 30 June 2011.

In all other respects the terms and conditions relating to the Additional Options will be the same as or on similar terms as may be applicable with respect to the Options except for the present condition giving a right to an Additional Option.

The funds raised from the grant of the options will be used to fund the Company's proposed exploration programmes on its tenements at Peak Hill and Mt Padbury in Western Australia and as general working capital.

*Attached* to this announcement is an Appendix 3B in relation to the securities issued.

Pursuant to section 708A(5)(e) of the Corporations Act, the Company gives notice that the securities were issued without disclosure to investors under Part 6D.2 of the Corporations Act in reliance on section 708A(5).

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

- (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company;  
and
- (b) section 674 of the Corporations Act.

As at the date of this announcement, there is no excluded information for the purposes of section 708A(7) and (8) of the Corporations Act, required to be disclosed by the Company.

At the general meeting of shareholders intended to be held by the end of May 2009 it is also proposed to seek shareholder approval for a change of name of the company to "Padbury Mining Limited".

Yours faithfully

P J A Remta  
Chairman

# 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

Greater Pacific Gold Limited

ABN

12 009 076 242

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   | Options (Unlisted)   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 173,000,000  |
| 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) | Options exercisable at 1 cent each on or before 30 June 2012 |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>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> <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>	<p>No – new class of unlisted options</p>						
<p>5 Issue price or consideration</p>	<p>\$0.0003 per option</p>						
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The funds raised from the grant of the options will be used to fund the Company’s proposed exploration programmes on its tenements at Peak Hill and Mt Padbury in Western Australia and as general working capital.</p>						
<p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	<p>24 April 2009</p>						
<p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="695 1451 995 1487">Number</th> <th data-bbox="995 1451 1289 1487"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1487 995 1585">1,159,430,586</td> <td data-bbox="995 1487 1289 1585">Ordinary fully paid shares</td> </tr> <tr> <td data-bbox="695 1585 995 1771">389,459,672</td> <td data-bbox="995 1585 1289 1771">Options exercisable at 2 cents each on or before 31 May 2011</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	1,159,430,586	Ordinary fully paid shares	389,459,672	Options exercisable at 2 cents each on or before 31 May 2011
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1,159,430,586	Ordinary fully paid shares						
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+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	55,000,000	Options exercisable at 4 cents each on or before 31 May 2011
	173,000,000	Options exercisable at 1 cent each on or before 30 June 2012
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable.	

## Part 2 - Bonus issue or pro rata issue

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.	-
19 Closing date for receipt of acceptances or renunciations	-

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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- |    |   |   |
|----|---|---|
| 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> of their entitlements through a broker and accept for the balance?  | - |

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+ See chapter 19 for defined terms.

- 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**

*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 N/A A copy of any trust deed for the additional <sup>+</sup>securities

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

**Appendix 3B**  
**New issue announcement**

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

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

--

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)		



**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.

Sign here: P J A Remta  
Director

Date: 24 April 2009

Print name: Peter Remta

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