

# 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

**Blackcrest Resources Limited**

ABN

86 073 153 223

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  | Shares  |
| 2 | Number of *securities issued or to be issued (if known) or maximum number which may be issued   | 8,690,998   |
| 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)  | Rank equally  |
| 4 | Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?<br><br>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> | The Fully Paid Ordinary Shares will rank equally with existing Fully Paid Ordinary Shares on issue. |
| 5 | Issue price or consideration  | All the Share issues are at a deemed issue price of \$0.03  |

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p><u>4,258,333 Shares</u> Issue of Shares following half conversion of the remaining Converting Loan Agreements. The loan funds provided will be used for working capital purposes.</p> <p>The conversion was completed in accordance with the terms and conditions of the Agreement and as approved by Shareholders at the May 2011 General Meeting.</p> <p><u>1,824,999 Shares</u> Issue of Shares in support of eradicating Creditor debt.</p> <p>The issue was completed in accordance with the Creditors Converting Loan Agreement and as approved by Shareholders at the May 2011 General Meeting.</p> <p><u>2,607,666 Shares</u> Issue of Shares to eradicate outstanding Director and Consulting Fees for the period May 2010 to January 2011.</p> <p>The issue was completed in accordance with the Creditors Converting Loan Agreement and as approved by Shareholders at the May 2011 General Meeting.</p>				
7	Dates of entering *securities into uncertificated holdings or despatch of certificates	14 June 2011				
8	Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="758 1171 933 1198">Number</th> <th data-bbox="949 1171 1345 1198">*Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="758 1198 933 1294">42,731,804</td> <td data-bbox="949 1198 1345 1294">Fully Paid Ordinary Shares</td> </tr> </tbody> </table>	Number	*Class	42,731,804	Fully Paid Ordinary Shares
Number	*Class					
42,731,804	Fully Paid Ordinary Shares					
9	Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="758 1328 933 1355">Number</th> <th data-bbox="949 1328 1345 1355">*Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="758 1355 933 1507">-</td> <td data-bbox="949 1355 1345 1507">-</td> </tr> </tbody> </table>	Number	*Class	-	-
Number	*Class					
-	-					
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged				

## Part 2 - Bonus issue or pro rata issue

Questions 11 to 33 are not applicable

## 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)

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+ See chapter 19 for defined terms.

(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

Questions 35 to 42 not applicable

### 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.

Signed:



**Tony Crimmins**  
Director

Date: 14 June 2011

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