



# **GOLDEN STATE RESOURCES LIMITED**

30 June 2011

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

Dear Sir/Madam,

## **APPENDIX 3B & SECONDARY TRADING NOTICE**

### **SHARES ISSUED PURSUANT TO PLACEMENT**

Please find attached an Appendix 3B and Secondary Trading Notice for shares issued to raise \$3,200,000 under a placement as approved by shareholders on the 16<sup>th</sup> May 2011.

Yours faithfully,

Ranko Matic  
**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

**GOLDEN STATE RESOURCES LIMITED**

ABN

**39 063 074 635**

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

Ordinary Shares

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

320,000,000

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)

Fully Paid

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

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

1 cent per share

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

Issued as a result of a placement approved at a general meeting of shareholders on 16<sup>th</sup> May 2011

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

29 June 2011

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	708,532,201	Ordinary fully paid shares
	424,755,367	Options exercisable at \$0.02 and expiring 31 January 2015

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No dividend policy established as the Company is still in exploration phase.

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	Not Applicable.
12	Is the issue renounceable or non-renounceable?	Not Applicable.
13	Ratio in which the +securities will be offered	Not Applicable.
14	+Class of +securities to which the offer relates	Not Applicable.
15	+Record date to determine entitlements	Not Applicable.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable.
17	Policy for deciding entitlements in relation to fractions	Not Applicable.
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.	Not Applicable.
19	Closing date for receipt of acceptances or renunciations	Not Applicable.

20	Names of any underwriters	Not Applicable.
21	Amount of any underwriting fee or commission	Not Applicable.
22	Names of any brokers to the issue	Not Applicable.
23	Fee or commission payable to the broker to the issue	Not Applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not Applicable.
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not Applicable.
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not Applicable.
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	Not Applicable.
28	Date rights trading will begin (if applicable)	Not Applicable.
29	Date rights trading will end (if applicable)	Not Applicable.
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not Applicable.
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not Applicable.

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+ See chapter 19 for defined terms.

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- 32 How do <sup>+</sup>security holders dispose of their entitlements (except by sale through a broker)? Not Applicable.
- 33 <sup>+</sup>Despatch date 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)
- (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* Not Applicable

- 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

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

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

38 Number of securities for which  
+quotation is sought Not Applicable.

39 Class of +securities for which  
quotation is sought Not Applicable.

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

Not Applicable.

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)

Not Applicable.

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Not Applicable.	Not Applicable.

+ See chapter 19 for defined terms.

**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: .....

Date: 30 June 2011

Print name: Ranko Matic  
Company Secretary

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# **GOLDEN STATE RESOURCES LIMITED**

30 June 2011

Company Announcements Office  
ASX Limited  
4<sup>th</sup> Floor  
20 Bridge Street  
SYDNEY NSW 2000

**By Electronic Lodgement**

Dear Sirs

## **ISSUE OF 320,000,000 SHARES – SECONDARY TRADING NOTICE NOTIFICATION PURSUANT TO PARAGRAPH 708A(5)(e) OF THE CORPORATIONS ACT 2001 ("Act")**

On 29 June 2011, Golden State Resources Limited (ASX:GDN) (“**Company**”) issued 320,000,000 fully paid ordinary shares ("**Shares**") at an issue price of 1 cent per Share. The Shares were issued pursuant to a placement as approved by shareholders on 16<sup>th</sup> May 2011.

### **Secondary Trading Exemption**

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 Shares 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 Shares without disclosure to investors under Part 6D.2 of the Act;
- (b) as at 29 June 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 29 June 2011 there is no information:
  - (i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
  - (ii) 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 Shares.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Richard Sciano', enclosed within a hand-drawn oval scribble.

**Richard Sciano**  
**Director**