



3 February 2010

Announcements Office  
Australian Securities Exchange Limited  
Sydney

### **Proposed Issue of Securities to Employees and Directors**

The Company advises that it will seek shareholder approval for the grant of options under the Employee Share Option Plan to a director of Peak Resources Limited and the grant of options to a director of wholly owned subsidiary Peak Resources Tanzania Limited. Additionally, shareholder approval will also be sort for the grant of shares to a Director of Peak Resources in consideration for services and in satisfaction of release from contractual obligations.

### **Grant under Employee Share Option Plan (ESOP)**

Shareholder approval will be sort for the grant of options to Mr. Brian Lloyd, director of Peak Resources Tanzania Limited and Tanzanian Exploration Manager, and to recently appointed Technical Director, Mr. Dave Hammond. Details are as follows:

#### *Proposed Grant of Options to Brian Lloyd*

Mr. Lloyd is the Company's Tanzanian Exploration Manager and an executive director of Peak Resources Tanzania Limited. The Company has renegotiation the terms of engagement of Mr. Lloyd pursuant to which Mr. Lloyd would previously have become entitled to:

1. 500,000 options exercisable at A\$0.20 each within 24 months of the date of grant on ratification of your appointment within 30 days of satisfactory completion of the initial 6 month term of appointment;
2. 500,000 options exercisable at A\$0.25 each within 24 months of the date of grant on the first anniversary of your appointment; and
3. 1,000,000 options exercisable at A\$0.30 each within 24 months of the date of grant on the second anniversary of appointment.

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Following discussions in late November as part of the review process Mr. Lloyd agreed to amend the terms of the options to be granted to Mr. Lloyd. The terms now agreed are as follows:

1. 500,000 options exercisable at \$0.60 each within 24 months of the date of grant on;
2. 500,000 options exercisable at \$1.00 each within 24 months of the date of grant on the first anniversary of your appointment; and
3. 1,000,000 options exercisable at \$1.50 each within 24 months of the date of grant on the second anniversary of appointment.

Detailed terms of the options will be set out in the explanatory memorandum to accompany the notice of meeting that will be sent to shareholders in the coming weeks.

#### *Proposed Grant of Options to Mr. Dave Hammond*

Mr. Hammond is the Technical Director of Peak Resources Limited and an executive of the Company. Having completed three months on the 31 January 2010 the non associated directors of Peak Resources Limited have proposed to seek shareholder approval for the grant of options to Mr. Hammond, under the Company's ESOP, a total of 2,250,000 options in three tranches.

Options will not vest in the holder for a period to two years from the date of grant. Should Mr. Hammond resign prior to the completion of the entitlement period the options will lapse. Should Mr. Hammond's contract be terminated prior to the completion of the entitlement period or the Company become subject to a takeover offer the options will automatically vest in the holder.

Options proposed to be provided to Mr. Hammond are as follows:

1. 750,000 options exercisable at \$0.60 each within 24 months of the date of vesting;
2. 750,000 options exercisable at \$0.90 each within 24 months of the date of vesting; and
3. 750,000 options exercisable at \$1.20 each within 24 months of the date of vesting.

Full terms and details of proposal will be set out in the explanatory memorandum to accompany the notice of meeting to be sent to shareholders.

#### **Approval of share issue a Director – Mr. Hunter**

The board is to seek shareholder approval of the issue of one million ordinary shares to the executive chairman, Mr. Alastair Hunter in consideration for services to the Company and the relinquishment of rights to securities existing under a 2008 acquisition agreement.

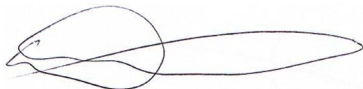
Mr. Hunter has been a director since May 2008, Chairman of the Company since January 2010 and Executive Chairman since November 2010. Mr. Hunter has expended a considerable time and effort, providing important geological input, managing of capital markets and attending to the promotional activities of the Company particularly since his appointment as Chairman in January 2010. During this time the Company's share price performance has improved significantly increasing from approximately 15 cents per share to in excess of 50 cents per share. Mr. Hunter has contributed in no small part to this performance by the Company to date.

As a condition of the approval of the issue of shares by shareholders Mr. Hunter will relinquish any future right to securities under the Pan African Exploration acquisition agreement pursuant to which Mr. Hunter and his associated may have become entitled to a further two million shares in the future.

Further details in respect of the proposed issue of shares to Mr. Hunter will be set out in the explanatory memorandum to accompany the notice of meeting to shareholders.

### **General Meeting**

The Directors of Peak Resources will call a General Meeting of Shareholders at the end of February following completion of documentation associated with the proposed issue of securities. The meeting is expected to be held in March to consider the matters noted in this release.

A handwritten signature in black ink, consisting of a large, stylized 'M' followed by a long horizontal stroke.

**Mark Maine**

Executive Director / Company Secretary