



SOUTHERN CROSS GOLDFIELDS LTD

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27 October 2011

Mr Wade Baggott
Company Announcements
Australian Securities Exchange
Exchange Plaza
Perth WA 6000

SHARE PLACEMENT - NOTICE UNDER SECTION 708A(5)(e) AND APPENDIX 3B

The Board of Southern Cross Goldfields Limited (ASX: SXG) advise that the Company has issued 14,683,992 ordinary shares (Shares) to various Sophisticated Investors.

The Shares are part of a class of securities quoted on the Australian Securities Exchange (ASX).

The Company gives this notice pursuant to section 708(5)(e) of the Corporations Act 2001 (Act).

The Shares were issued without disclosure to the investors under part 6D.2 of the Act, in reliance on section 708A(5) of the Act.

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

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

There is no excluded information as at the date of this notice, for the purposes of Sections 708A(7) and (8) of the Act, which is required to be disclosed under section 708A(6)(e) of the Act.

An Appendix 3B is attached.

Yours Sincerely

Dan Calvert
Company Secretary
SOUTHERN CROSS GOLDFIELDS LIMITED

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

Southern Cross Goldfields Limited

ABN

71 124 374 321

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 | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 14,683,992 |
| 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 ordinary shares |

4	<p>Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>Yes.</p>								
5	Issue price or consideration	6.5 cents								
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The funds raised will be used:</p> <ul style="list-style-type: none"> • to advance the feasibility study into the Marda Gold Production Centre; • exploration activities at the Copper Bore Project, and • working capital. 								
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	25 October 2011								
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 30%;">Number</th> <th style="width: 70%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">215,078,922</td> <td>Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	215,078,922	Fully paid ordinary shares				
Number	+Class									
215,078,922	Fully paid ordinary shares									
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 30%;">Number</th> <th style="width: 70%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">5,000,000</td> <td>Unlisted Options exercisable at \$0.20 on or before 10 March 2011</td> </tr> <tr> <td style="text-align: center;">1,000,000</td> <td>Unlisted Options exercisable at \$0.20 on or before 10 March 2012</td> </tr> <tr> <td style="text-align: center;">2,000,000</td> <td>Unlisted Options exercisable at \$0.15 on or before 8 August 2012 (voluntarily escrowed until 8 February 2012)</td> </tr> </tbody> </table>	Number	+Class	5,000,000	Unlisted Options exercisable at \$0.20 on or before 10 March 2011	1,000,000	Unlisted Options exercisable at \$0.20 on or before 10 March 2012	2,000,000	Unlisted Options exercisable at \$0.15 on or before 8 August 2012 (voluntarily escrowed until 8 February 2012)
Number	+Class									
5,000,000	Unlisted Options exercisable at \$0.20 on or before 10 March 2011									
1,000,000	Unlisted Options exercisable at \$0.20 on or before 10 March 2012									
2,000,000	Unlisted Options exercisable at \$0.15 on or before 8 August 2012 (voluntarily escrowed until 8 February 2012)									

⁺ See chapter 19 for defined terms.

15,000,000	Unlisted Options exercisable at \$0.20 on or before 31 December 2012
6,575,000	Unlisted Options exercisable at \$0.25 on or before 12 March 2014
6,575,000	Unlisted Options exercisable at \$0.30 on or before 12 March 2014
25,000	Unlisted Options exercisable at \$0.25 on or before 2 July 2014
25,000	Unlisted Options exercisable at \$0.30 on or before 2 July 2014
100,000	Unlisted Options exercisable at \$0.25 on or before 21 July 2014
100,000	Unlisted Options exercisable at \$0.30 on or before 21 July 2014
2,000,000	Unlisted Options exercisable at \$0.20 on or before 1 October 2014
1,000,000	Unlisted Options exercisable at \$0.25 on or before 1 October 2014
1,000,000	Unlisted Options exercisable at \$0.30 on or before 1 October 2014
1,000,000	Unlisted Options exercisable at \$0.40 on or before 1 October 2014
2,350,000	Unlisted Options exercisable at \$0.10 on or before 31/07/2014
500,000	Unlisted Options exercisable at \$0.20 on or before 31/07/2014
500,000	Unlisted Options exercisable at \$0.25 on or before 31/07/2014

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

There is currently no intention to pay dividends.

Part 2 - Bonus issue or pro rata issue

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	N/A

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)

⁺ See chapter 19 for defined terms.

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +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 +securities

Entities that have ticked box 34(b)

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 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

+ See chapter 19 for defined terms.

41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	N/A
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42	<p>Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)</p>	Number	+Class
		N/A	N/A

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.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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.

+ See chapter 19 for defined terms.

- 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: 27 October 2011

Print name: Dan Calvert, Company Secretary

+ See chapter 19 for defined terms.