



SOUTHERN CROSS GOLDFIELDS LTD

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08 February 2011

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

NOTICE GIVEN UNDER SECTION 708A(5) OF THE CORPORATIONS ACT AND APPENDIX 3B

The Board of Southern Cross Goldfields Limited (ASX: "SXG") ("Company") advise completion of the Dempsey sale agreement ("Agreement") (as announced on 1 October 2010) occurred today. In accordance with the Agreement and the approval of shareholders received on 18 November 2010 the Company has issued 5,000,000 Ordinary Shares ("Shares") and 2,000,000 Unlisted Options exercisable at 15 cents each and expiring on 8 August 2012 to Dempsey Resources Pty Ltd.

This notice is given by the Company under section 708A(5)(e) of the Corporations Act in relation to the issue of the 5,000,000 Shares by the Company without disclosure to investors under Part 6D.2 of the Corporations Act.

As at the date of this notice, the Company 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.

The Company confirms that, as at the date of this notice, there is no information that:

- (a) has been excluded from a continuous disclosure notice given to ASX in accordance with the ASX Listing Rules; and
- (b) investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (ii) the rights and liabilities attaching to fully paid ordinary shares.

An Appendix 3B is attached.

Yours Sincerely

Dan Calvert
CFO & 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 Ltd

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 | Ordinary Shares (Voluntarily Escrowed)
Unlisted Options (Voluntarily Escrowed)
Unlisted Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 5,000,000 Ordinary Shares
2,150,000 Unlisted Options |
| 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) | 5,000,000 fully paid ordinary shares voluntarily escrowed until 8 February 2012.

2,000,000 Unlisted options voluntarily escrowed until 8 February 2012 exercisable at 15c and expiring on 8 August 2012. Options may be exercised prior to 8 February 2012 but any shares acquired on exercise shall remain in escrow until 8 February 2012.

75,000 Unlisted options exercisable at 25c and expiring on 12 March 2014.

75,000 Unlisted options exercisable at 30c and expiring on 12 March 2014. |

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>Ordinary shares will rank equally with other ordinary shares.</p> <p>Shares issued upon exercise of the Options will rank equally with existing Ordinary shares.</p>	
5	Issue price or consideration	Deemed value of \$468,400	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>5,000,000 shares and 2,000,000 options were issued as consideration pursuant to the Dempsey Sale Agreement approved by Shareholders on 18 November 2010.</p> <p>150,000 Options issued as employee options</p>	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	8 February 2011	
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		140,276,451	Fully paid ordinary shares
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	2,000,000	Unlisted Options voluntarily escrowed until 8 February 2012 exercisable at \$0.15 on or before 8 August 2012.
		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

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
125,000	Unlisted Options exercisable at \$0.25 on or before 2 July 2014
125,000	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

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

N/A

Part 2 - Bonus issue or pro rata issue

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
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)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

Information to be provided for options following the grant of the securities

- 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

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)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including 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.
 - 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.
- 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: 8 February 2011

Print name: Dan Calvert

+ See chapter 19 for defined terms.