

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

Union Resources Limited

ABN

40 002 118 872

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 | 538,710,153 |
| 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 | 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: <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 | Yes |

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5	Issue price or consideration	\$0.012 (1.2 cents) per share					
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>Shares to be issued under the Company's renounceable rights issue on the basis of 2 shares for every 7 shares held. Funds raised from the rights issue will be used for:</p> <ol style="list-style-type: none"> 1. funding the Sandpiper/Meob Phosphate Project Definitive Feasibility Study; 2. negotiations concerning Mehdiabad Zinc Project; 3. working capital; and 4. expenses of the rights issue. 					
7	Dates of entering *securities into uncertificated holdings or despatch of certificates	5 April 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="815 846 1145 882">Number</th> <th data-bbox="1145 846 1428 882">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="815 882 1145 1184">2,424,195,686</td> <td data-bbox="1145 882 1428 1184">Ordinary shares (UCL)</td> </tr> </tbody> </table>	Number	+Class	2,424,195,686	Ordinary shares (UCL)	
Number	+Class						
2,424,195,686	Ordinary shares (UCL)						

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9	Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)	6,000,000	Options to acquire ordinary shares, exercisable at \$0.02 each on or before 31/03/13
		1,333,333	Options to acquire ordinary shares, exercisable at \$0.021 each on or before 31/03/15
		1,333,333	Options to acquire ordinary shares, exercisable at \$0.013 each on or before 31/03/15
		1,333,333	Options to acquire ordinary shares, exercisable at \$0.005 each on or before 31/03/15
		9,000,000	Options to acquire ordinary shares, exercisable at \$0.13 each on or before 30/04/11
		1	7.5% unsecured redeemable converting note maturing 4/11/12

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Renounceable
13	Ratio in which the *securities will be offered	2 for every 7 held
14	*Class of *securities to which the offer relates	Fully paid ordinary shares
15	*Record date to determine entitlements	8 March 2011
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A

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17	Policy for deciding entitlements in relation to fractions	Round up to next whole number
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.	United Arab Emirates, Switzerland, United Kingdom, Hong Kong, Ireland, Japan, New Zealand, Philippines, Papua New Guinea, Singapore, Sweden, USA, South Africa
19	Closing date for receipt of acceptances or renunciations	28 March 2011
20	Names of any underwriters	Patersons Securities Limited
21	Amount of any underwriting fee or commission	1. 5.5% of amount underwritten (\$6,464,522); 2. \$60,000; & 3. Reimbursement of reasonable costs & expenses.
22	Names of any brokers to the issue	None
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	11 March 2011
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	28 February 2011
28	Date rights trading will begin (if applicable)	2 March 2011
29	Date rights trading will end (if applicable)	21 March 2011

+ See chapter 19 for defined terms.

- 30 How do +security holders sell their entitlements *in full* through a broker?
- To sell all of your Entitlement on the Australian Securities Exchange (“ASX”), complete the appropriate section on the back of the Entitlement and Acceptance Form marked “Instructions to Your Stockbroker” and lodge the Entitlement and Acceptance Form with your stockbroker as soon as possible, or otherwise provide instructions to your stockbroker regarding the number of Rights you wish to sell on ASX.
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?
- To take up only part of your Entitlement, complete the Entitlement and Acceptance Form for the number of New Shares you wish to take up and follow the steps required in accordance with Section 4.2 of the Prospectus. You may then provide instructions to your stockbroker regarding the number of Rights you wish to sell on ASX.
- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- To transfer all or part of your Rights to another person other than on ASX provided that the purchaser is not a Non-qualifying Foreign Shareholder or would not be a Non-qualifying Foreign Shareholder if the purchaser was the registered holder of Shares.
- If you wish to transfer all of your Entitlement to another person other than on ASX, forward a completed standard Renunciation Form (obtainable from the company’s Share Registry) and the applicable transferee’s cheque or bank draft for any application Money for the New Shares they wish to subscribe for, to the Company’s Share Registry by 5.00pm AEDT on 28 March 2011.
- To transfer part of your Entitlement to another person other than on ASX only, but also to take up some or all of the balance of your Entitlement, you will need to take the steps described above in relation to the Rights you wish to transfer and complete the accompanying Entitlement and Acceptance Form in respect of the Rights you wish to take up. You will need to lodge the form in accordance with the procedure in Section 4.2 of the Prospectus.

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If the Share Registry receives both a completed Renunciation Form and a completed Entitlement and Acceptance Form in respect of the same Rights, the renunciation will be given effect in priority to the acceptance.

33 ⁺Despatch date

5 April 2011

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

(If the additional securities do not form a new class, go to 43)

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

(now go to 43)

⁺ See chapter 19 for defined terms.

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)

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42 Number and +class of all +securities quoted on ASX
(including the securities in clause 38)

Number	+Class

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: 28 February 2011
Company Secretary

Print name: John Lemon

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