



ASX RELEASE

14 September 2012

Completion of the Acquisition of Erin Mineral Resources Ltd

Following satisfaction of all the conditions precedent under the Merger Implementation Agreement (**MIA**), the Board has today resolved to complete the transaction to acquire 100% of the issued capital of Erin, an unlisted Australian public company with gold exploration assets in Senegal, West Africa (**Acquisition**).

As detailed in the Prospectus announced 26 July 2012, in exchange for the Company acquiring 100% of the issued share capital in Erin, the Company has today issued, by way of consideration, 25,000,000 Shares and 13,000,000 voluntary holding lock shares (**VHL Shares**) to the Erin Shareholders (in proportion to their existing holdings in Erin).

In part consideration for the provision of corporate and technical services to the Company and as a condition of the MIA, the Company has also issued today 3,500,000 Shares and 4,000,000 Options to Verona Minerals Pty Ltd.

Following completion the Company has also appointed Mr Robert Besley as Non-Executive Director and accepted Mr David Chapman's resignation from the Board.

An Appendix 3B is attached.

Grant Davey
Managing Director

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Erin Resources Limited

ABN

30 116 800 269

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 | <ol style="list-style-type: none"> 1. Shares 2. Shares 3. Shares 4. VHL Shares 5. Options 6. Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ol style="list-style-type: none"> 1. 12,958,000 2. 25,000,000 3. 3,500,000 4. 13,000,000 5. 4,000,000 6. 2,500,000 |
| 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) | <ol style="list-style-type: none"> 1. Fully Paid Ordinary Shares 2. Fully Paid Ordinary Shares subject to escrow 3. Fully Paid Ordinary Shares subject to escrow 4. Fully Paid Ordinary Shares subject to a voluntary holding lock and escrow 5. Options exercisable at \$0.20 each on or before 30 June 2017. 6. Fully Paid Ordinary Shares (1,250,000 subject to escrow) |

Appendix 3B New issue announcement

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|--|--|
| <p>4 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 | <ol style="list-style-type: none"> 1. Yes 2. No – on release from escrow the shares will rank equally with existing shares on issue (see release date in section 9) 3. No – on release from escrow the shares will rank equally with existing shares on issue (see release date in section 9) 4. No – VHL share terms and conditions detailed in Annexure A 5. No - on exercise of the Options, new fully paid ordinary shares issued rank equally with existing shares 6. 1,250,000 fully paid ordinary shares rank equally with existing shares on issue and 1,250,000 shares on release from escrow will rank equally with existing shares on issue (see release date in section 9) |
| <p>5 Issue price or consideration</p> | <ol style="list-style-type: none"> 1. 20 cents each 2. Nil cash - Consideration for the acquisition of Erin Mineral Resources Ltd 3. Nil cash - consideration for the provision of corporate and technical services to the Company 4. Nil cash - Consideration for the acquisition of Erin Mineral Resources Ltd 5. Nil cash - consideration for the provision of corporate and technical services to the Company 6. 1 cent each (pre-consolidation) |
| <p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p> | <ol style="list-style-type: none"> 1. To provide additional funds to enable the Company to: <ol style="list-style-type: none"> a) complete the acquisition of Erin; b) meet the requirements of the ASX and satisfy Chapters 1 and 2 of the ASX Listing Rules; and c) conduct exploration activities on the Projects. 2. To acquire Erin Mineral Resources Ltd 3. In consideration for the provision of corporate and technical services to the Company 4. To acquire Erin Mineral Resources Ltd 5. In consideration for the provision of corporate and technical services to the Company 6. To raise \$250,000 (before costs). |

+ See chapter 19 for defined terms.

| | | |
|----|--|---|
| 6a | <p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p> | No |
| 6b | The date the security holder resolution under rule 7.1A was passed | N/A |
| 6c | Number of +securities issued without security holder approval under rule 7.1 | N/A |
| 6d | Number of +securities issued with security holder approval under rule 7.1A | N/A |
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) | N/A |
| 6f | Number of securities issued under an exception in rule 7.2 | N/A |
| 6g | If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation. | N/A |
| 6h | If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements | N/A |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements | N/A |
| 7 | Dates of entering +securities into uncertificated holdings or despatch of certificates | 1: 12 September 2012 2-5: 14 September 2012 6: 13 June 2012 |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

| | Number | +Class |
|---|------------|----------------------------|
| 8 | 33,208,059 | Fully Paid Ordinary Shares |

| | Number | +Class |
|---|------------|--|
| 9 | 4,168,350 | Ordinary Shares escrowed for a period of 24 months from the date of official quotation |
| | 24,331,650 | Ordinary Shares escrowed for a period of 12 months from the date of official quotation |
| | 347,542 | VHL Shares Escrowed for a period of 24 months from the date of official quotation |
| | 12,652,458 | VHL Shares Escrowed for a period of 12 months from the date of official quotation |
| | 625,000 | Escrowed until 13 June 2014 |
| | 625,000 | Escrowed until 13 June 2013 |
| | 4,000,000 | Unlisted Options exercisable at \$0.20 each on or before 30 June 2017 |

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|----|--|---|
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | The Company does not have a dividend policy |
|----|--|---|

Part 2 - Bonus issue or pro rata issue

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|----|--|-----|
| 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 |

+ See chapter 19 for defined terms.

| | | |
|----|---|-----|
| 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 Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7. | 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 |

+ See chapter 19 for defined terms.

Appendix 3B New issue announcement

- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

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

- 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

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

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|-----|
| N/A |
|-----|

39 Class of +securities for which quotation is sought

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|-----|
| N/A |
|-----|

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

| |
|-----|
| N/A |
|-----|

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)

| |
|-----|
| N/A |
|-----|

| | Number | +Class |
|---|--------|--------|
| 42 Number and +class of all +securities quoted on ASX (including the securities in clause 38) | N/A | |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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: 14 September 2012
Company secretary

Print name: Rachel Jelleff.....

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