

YstoRule 2.7, 3.10.3, 3.10.4, 3.10.5

# 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

Silver Swan Group Limited

ABN

41 120 069 089

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   | A. Ordinary Shares<br>B. Listed Options                              |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | A. 15,000,000<br>B. 7,500,000  |
| 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) | A. Ordinary Shares<br>B. \$0.07 Listed Options expiry date 15/6/2015 |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

<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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>A. Yes  B. Yes</p>						
<p>5 Issue price or consideration</p>	<p>A. \$0.035 per Share  B. Free Attaching Options</p>						
<p>6 Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>A. and B. Placement to sophisticated investors to raise funds to finance exploration activities in Spain and working capital.</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>8 October 2012</p>						
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1366 917 1400">Number</th> <th data-bbox="917 1366 1283 1400">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1400 917 1433">212,347,608</td> <td data-bbox="917 1400 1283 1433">Ordinary Shares</td> </tr> <tr> <td data-bbox="686 1433 917 1619">47,391,269</td> <td data-bbox="917 1433 1283 1619">\$0.07 Listed Options expiry date 15/6/2015</td> </tr> </tbody> </table>	Number	+Class	212,347,608	Ordinary Shares	47,391,269	\$0.07 Listed Options expiry date 15/6/2015
Number	+Class						
212,347,608	Ordinary Shares						
47,391,269	\$0.07 Listed Options expiry date 15/6/2015						

---

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	4,000,000	Unlisted Performance Shares. Convertible to shares 22 April 2013 subject to milestone achievement
	2,000,000	Unlisted Performance Shares B. Convertible to shares 30 April 2016 subject to milestone achievement
	1,000,000	Unlisted Incentive Options @\$0.20 Expiry 31/3/2013
	1,000,000	Unlisted Incentive Options @\$0.30 Expiry 31/03/2013
	1,000,000	Unlisted Incentive Options @\$0.50 Expiry 31/03/2013
	750,000	Unlisted Options @ \$0.20 Expiry 31/03/2013
	750,000	Unlisted Options @ \$0.30 Expiry 31/03/2013
	350,000	Unlisted Options @ \$0.75 Expiry 31/8/2013
	750,000	Unlisted Options @ \$0.60 Expiry 15/12/2012
	600,000	Unlisted Options @ \$0.75 Expiry 15/12/2012
	2,535,000	Unlisted Options @ \$0.42 Expiry 15/12/2013
	10,000,000	Unlisted Options @ \$0.175 Expiry 6/9/2013
	500,000	Unlisted Options @ \$0.20 Expiry 20/11/2014
	500,000	Unlisted Options @ \$0.30 Expiry 20/11/2014
	1,000,000	Unlisted Options @ \$0.10 Expiry 28/02/2015 (subject to vesting conditions)
	2,000,000	Unlisted Options @ \$0.10 Expiry 28/02/2015 (subject to vesting conditions)
	700,000	Unlisted Options @ \$0.10 Expiry 20/03/2015
	150,000	Unlisted Options @ \$0.10 Expiry 25/03/2015
	400,000	Unlisted Options @ \$0.10 Expiry 17/05/2015
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No policy.	

## Part 2 - Bonus issue or pro rata issue

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

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

---

+ See chapter 19 for defined terms.

25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
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	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part</i> 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

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

**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

**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.

<p>41 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>	
---	--

42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 60px;"></td> <td></td> </tr> </tbody> </table>	Number	+Class		
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.

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

- 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 9 October 2012  
(Company Secretary)

Print name: Simon Robertson

---

+ See chapter 19 for defined terms.



9 October 2012

**NOTICE UNDER SECTION 708A(5)(e) OF THE CORPORATIONS ACT  
2001 (CTH)**

<b>Issuer:</b>	<b>Silver Swan Group Limited</b>
<b>ABN:</b>	<b>41 120 069 089</b>

Silver Swan Group Limited ("Issuer") notifies ASX (as the operator of the prescribed financial market on which the securities identified below are or are to be quoted) under section 708A(5)(e) of the Corporations Act that:

1. the securities identified below were issued without disclosure under Part 6D.2 of the Corporations Act;
2. as at the date of this notice the Issuer has complied with the provisions of Chapter 2M as they apply to the Issuer and with sections 674 and 675 of the Corporations Act; and
3. as at the date of this notice there is no information which is excluded information as contained in sections 708A(7) and (8) of the Corporations Act.

DETAILS OF THE ISSUE OR OFFER OF SECURITIES	
Class of Securities:	Ordinary Shares and Listed Options
ASX Code of the Securities:	SWN and SWNO
Date of the issue of securities:	8 October 2012
Total number of securities issued:	15,000,000 Ordinary Shares and 7,500,000 Listed Options

Signed for and on behalf of the Issuer:



**Simon Robertson**  
Company Secretary

+ See chapter 19 for defined terms.