

7 January 2010

Australian Securities Exchange Limited
Company Announcements Office
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

PLACEMENT

Aragon Resources Limited (**Aragon**) advises that it has placed 90,000,000 shares at \$0.13 as approved by shareholders at the General Meeting held on 30 December 2009.

The shares have been placed to sophisticated investor clients of Southern Cross Equities and Patersons Securities Limited as Joint Lead Managers for the Placement as announced on 27 November 2009.

An Appendix 3B with respect to the new securities is attached.

Aragon gives notice that:

- the securities were issued without disclosure to investors under Part 6D.2 of the Corporations Act 2001 (the **Act**);
- this notice is being given under section 708A(5)(e) of the Act;
- as at the date of this notice, the Aragon has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to Aragon; and
 - (ii) section 674 of the Act; and
- as at the date of this notice, there is no excluded information of the type referred to in sections 708A(7) and 708A(8) of the Act.

Yours faithfully

F J Van Maanen
Company Secretary

Att.

Aragon Resources Limited
ABN 63 117714 662

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Telephone +61 8 9326 5788 | Facsimile +61 8 9202 1050 | Email admin@aragonresources.com.au
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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

ARAGON RESOURCES LIMITED

ABN

63 114 714 662

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
(b) Options over ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 90,000,000 Ordinary Shares
(b) 1,000,000 Options (unquoted) |
| 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 Fully Paid Shares
(b) Options exercisable at 20 cents expiring 07/01/2013 |

+ See chapter 19 for defined terms.

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>(a) Ordinary Shares - Yes</p> <p>(b) Options - Fully paid ordinary shares issued on exercise of the unlisted options will rank equally from the date of issue. No dividend participation prior to date of exercise.</p>							
5	Issue price or consideration	<p>(a) 13 Cents Per Ordinary Share</p> <p>(b) Placement fee to Joint Lead Managers</p>							
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) The funds from the placement will be used to fund the acquisition of Big Bell Operations Pty Ltd by Fulcrum Resources Pty Ltd and to fund ongoing working capital/exploration expenditure.</p> <p>(b) Placement fee to Joint Lead Managers.</p>							
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	<p>(a) 7 January 2010</p> <p>(b) 7 January 2010</p>							
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>167,530,775</td><td>Ordinary</td></tr><tr><td>24,969,265</td><td>Options exercisable at 25 cents each expiring 30 September 2010</td></tr></table>	Number	⁺ Class	167,530,775	Ordinary	24,969,265	Options exercisable at 25 cents each expiring 30 September 2010	
Number	⁺ Class								
167,530,775	Ordinary								
24,969,265	Options exercisable at 25 cents each expiring 30 September 2010								

⁺ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>1,550,000</td><td>Options exercisable at 30 cents expiring 31/05/11 – 13/08/11</td></tr><tr><td>1,000,000</td><td>Options exercisable at 35 cents expiring 28/11/10</td></tr><tr><td>2,500,000</td><td>Options exercisable at 21 cents expiring 30/11/12</td></tr><tr><td>1,050,000</td><td>Options exercisable at 21 cents expiring 30/11/13</td></tr><tr><td>1,000,000</td><td>Options exercisable at 20 cents expiring 07/01/13</td></tr></table>	Number	⁺ Class	1,550,000	Options exercisable at 30 cents expiring 31/05/11 – 13/08/11	1,000,000	Options exercisable at 35 cents expiring 28/11/10	2,500,000	Options exercisable at 21 cents expiring 30/11/12	1,050,000	Options exercisable at 21 cents expiring 30/11/13	1,000,000	Options exercisable at 20 cents expiring 07/01/13
Number	⁺ Class													
1,550,000	Options exercisable at 30 cents expiring 31/05/11 – 13/08/11													
1,000,000	Options exercisable at 35 cents expiring 28/11/10													
2,500,000	Options exercisable at 21 cents expiring 30/11/12													
1,050,000	Options exercisable at 21 cents expiring 30/11/13													
1,000,000	Options exercisable at 20 cents expiring 07/01/13													
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The company has not formulated a dividend policy at this time												

Part 2 - Bonus issue or pro rata issue

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 Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	

+ See chapter 19 for defined terms.

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	
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

+ See chapter 19 for defined terms.

- (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

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	Reason for request for quotation now		
	<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 (<i>including</i> the securities in clause 38)	Number	⁺ Class

+ See chapter 19 for defined terms.

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: FIONA VAN MAANEN Date: 7 January 2010
(Secretary)

Print name: FIONA VAN MAANEN

+ See chapter 19 for defined terms.