

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.

Name of entity

ARAFURA PEARLS HOLDINGS LIMITED

ACN

092 266 067

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 | SHARES |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 392,179,967 |
| 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 |

+ See chapter 19 for defined terms.

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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 	<p>YES - ORDINARY SHARES</p>				
<p>5 Issue price or consideration</p>	<p>\$0.015</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>TO FUND GENERAL WORKING CAPITAL AND SHORT TERM LOAN REPAYMENT</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>3 NOVEMBER 2010</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">980,449,917</td> <td style="text-align: center;">ORDINARY SHARES</td> </tr> </tbody> </table>	Number	+Class	980,449,917	ORDINARY SHARES
Number	+Class				
980,449,917	ORDINARY SHARES				

+ 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)	8,000,000 550,000	OPTIONS \$0.25 30/09/10 OPTIONS \$0.20 31/07/10
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	NOT APPLICABLE	

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	NO
12 Is the issue renounceable or non-renounceable?	NON-RENOUNCEABLE
13 Ratio in which the +securities will be offered	TWO NEW SHARES FOR EACH EXISTING THREE SHARES HELD AT RECORD DATE
14 +Class of +securities to which the offer relates	ORDINARY SHARES
15 +Record date to determine entitlements	6 OCTOBER 2010
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	NOT APPLICABLE
17 Policy for deciding entitlements in relation to fractions	FRACTIONS WILL BE ROUNDED UP

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<p>18 Names of countries in which the entity has +security holders who will not be sent new issue documents</p>	<p>SINGAPORE, UNITED ARAB EMERITES, GREAT BRITAIN, UNITED STATES OF AMERICA, MALAYSIA</p> <p>RIGHTS NOT EXERCISED WILL BE AVAILABLE TO UNDERWRITERS AND VIA SHORTFALL AT DIRECTOR DISCRETION</p>
<p>Note: Security holders must be told how their entitlements are to be dealt with.</p>	
<p>Cross reference: rule 7.7.</p>	
<p>19 Closing date for receipt of acceptances or renunciations</p>	<p>26 OCTOBER 2010</p>
<p>20 Names of any underwriters</p>	<p>Growth Plus Financial Group Baywealth Pty Ltd One Stop Mortgage Brokers Pty Ltd Gibrae Pty Ltd Miller Co Pty Ltd J Taylor Nominees Pty Ltd Blue Rise Holdings Pty Ltd J Mews Dixson Trust Pty Ltd G Preston N Scott T Serure Deck Chair Holdings Pty Ltd J Steinberg P Howells Boden Corporate Services Pty Ltd Key International Pty Ltd Hawkstone Pty Ltd S Cranswick</p>
<p>21 Amount of any underwriting fee or commission</p>	<p>6% OF UNDERWRITTEN AMOUNT</p>
<p>22 Names of any brokers to the issue</p>	<p>NONE</p>
<p>23 Fee or commission payable to the broker to the issue</p>	<p>NOT APPLICABLE</p>
<p>24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders</p>	<p>NOT APPLICABLE</p>

+ See chapter 19 for defined terms.

25	If the issue is contingent on +security holders' approval, the date of the meeting	NOT APPLICABLE
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	12 OCTOBER 2010
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	29 SEPTEMBER 2010
28	Date rights trading will begin (if applicable)	NOT APPLICABLE
29	Date rights trading will end (if applicable)	NOT APPLICABLE
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	NOT APPLICABLE
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	NOT APPLICABLE
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	NOT APPLICABLE
33	+Despatch date	3 NOVEMBER 2010

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.

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
- 37 A copy of any trust deed for the additional +securities

(now go to 43)

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
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<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>	
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<p>42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)</p>	Number	+Class

(now go to 43)

All entities

Fees

43 Payment method (tick one)

Cheque attached

Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

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.

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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.

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- 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:

Company Secretary

Date: 27th September 2010

Print name:

Annabelle Bechta

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