

12 March, 2012

ASX Market Announcements
ASX Ltd
Level 6
20 Bridge Street
SYDNEY NSW 2000

By E-Lodgement**Issue of Ordinary Shares through a Private Placement and Notice pursuant to subsection 708A of the Corporations Act 2001 (Cth) (Act)**

Truscott Mining Corporation Ltd (Truscott) (ASX: TRM) advises that on 12 March, 2012 it issued 2,004,360 fully paid ordinary shares at \$0.11475 per share by a private placement to clients of Martin Place Securities Pty Ltd and 400,000 fully paid ordinary shares at \$0.11475 per share to a client of Patersons Securities Ltd. Also issued by private placement at \$0.11475 per share to sophisticated and professional investors were the following:

Geo Drilling Pty Ltd	150,000 shares
Norvest Projects Pty Ltd	450,000 shares
Reneagle Pty Ltd	435,730 shares

and as required by subsection 708A (6) of the Act the company advises that:

1. The issued shares are part of a class of securities quoted on the Australian Securities Exchange;
2. Truscott issued the securities without disclosure to the investors under Part 6D.2 of the Act;
3. This notice is being given pursuant to subsection 708A (5)(e) of the Act;
4. The shares were issued without disclosure to the investors under Part 6D.2, in reliance on Sections 708 and 708A(5) of the Act
5. As at the date of this notice, Truscott has complied with;
 - (a) The provisions of Chapter 2M of the Act as they apply to Truscott; and
 - (b) Section 674 of the Act; and
6. As at the date of this notice, there is no information which is "excluded information" as defined in subsections 708A (7) and 708A (8) of the Act.



Michael J Povey
Company Secretary



Truscott Mining Corporation Limited
Reg off: 6/62 Ord St, West Perth, WA
6005
Phone: (+61 8) 9327 7300
Website: www.truscottmining.com.au

A.B.N. 31 116 420 378
Postal: PO Box 2805 West Perth WA 6872
Fax: (+61 8) 9245 1088
Email: admin@truscottmining.com.au

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, 24/10/2005.

Name of entity

TRUSCOTT MINING CORPORATION LTD

ABN

31 116 420 378

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

3,440,090

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)

Issue at 11.475 cents per share

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>Yes, the shares will rank equally in all respects with all other issued ordinary shares from the date of allotment;</p>	
5	Issue price or consideration	<p>11.475 cents per share</p>	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>For Research & Development and Exploration Activities on the Company's tenements in the Northern Territory, for Completion of an Independent Mineral Resource Statement, and for working capital.</p>	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	<p>13 March, 2012</p>	
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<p>Number</p> <p>73,740,214</p>	<p>+Class</p> <p>Fully paid ordinary shares</p>

⁺ 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)	
	2,500,000	25 cent options expiring 23/5/2012
	4,000,000	85 cent options expiring 18/05/12
	300,000	30 cent options expiring 20/8/12
	300,000	25 cent options expiring 20/8/13
	300,000	25 cent options expiring 20/8/14
	2,200,000	25 cent options expiring 30/10/13
	300,000	25 cent options expiring 28/02/13
	1,500,000	25 cent options expiring 31/05/13
	500,000	45 cent options expiring 06/10/14
	500,000	45 cent options expiring 15/10/14
	1,700,000	45 cent options expiring 01/11/14
	500,000	45 cent options expiring 21/06/15
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	None

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	
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	

⁺ See chapter 19 for defined terms.

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

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	<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 					
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></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)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> <tr> <td style="height: 30px;"></td> <td></td> </tr> </table>	Number	+Class		
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.
 - 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:

(Director/Company secretary)

Date: 12 March, 2012

Print name:

Michael J Povey

+ See chapter 19 for defined terms.