



29 June 2012

Companies Announcements Office
ASX Limited
2 The Esplanade
Perth WA 6000

Dear Sir/Madam

Appendix 3B and Notice under Section 708A (5) (e) of the Corporations Act 2001

The Corporations Act restricts on sale of securities issued without disclosure, unless the sale is exempt under sec 708 or 708A. The Company notifies ASX under section 708A(5)(e) of the Corporations Act that:

- (i) The Company is issuing ordinary shares without disclosure to investors under the fundraising provisions of Part 6D.2 of the Corporations Act.
- (ii) As at the date of this notice, the Company has complied with its financial reporting and auditing obligations under Chapter 2M of the Corporations Act, and its continuous disclosure obligations under 674 of the Corporations Act.
- (iii) As at the date of this notice there is no information that has been excluded from a continuous disclosure notice in accordance with the listing rules and that is required to be disclosed by the Company.

Yours faithfully

Benjamin Bell
Managing Director
Australian Mines Limited

Rule 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, 24/10/2005.

Name of entity

AUSTRALIAN MINES LIMITED

ABN

68 073 914 191

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 | Ordinary fully paid shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 5,329,894 |
| 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 issued with approval of AUZ shareholders as tranche 2 for acquisition of Nigeria Gold Pty Ltd. Securities issued to shareholders of Nigeria Gold Pty Ltd under Sec 708 notice to sophisticated investors. |

+ 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"> • 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</p>						
<p>5 Issue price or consideration</p>	<p>\$0.014</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Securities issued for the acquisition of Nigeria Gold Pty Ltd as approved at the EGM held 9 March 2011.</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>29 June 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" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Number</th> <th style="text-align: center;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">666,911,015</td> <td style="text-align: center;">Ordinary fully paid (AUZ)</td> </tr> <tr> <td style="text-align: center;">59,563,052</td> <td style="text-align: center;">Options (AUZO)</td> </tr> </tbody> </table>	Number	+Class	666,911,015	Ordinary fully paid (AUZ)	59,563,052	Options (AUZO)
Number	+Class						
666,911,015	Ordinary fully paid (AUZ)						
59,563,052	Options (AUZO)						

+ 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)	9,066,664	Directors options exercisable at 2.7 cents expiring 30/11/2014
	9,066,668	Directors options exercisable at 3.5 cents expiring 30/11/2014
	9,066,668	Directors options exercisable at 4.5 cents expiring 30/11/2014
	4,533,334	Directors options exercisable at 2.0 cents expiring 30/11/2014
	4,533,333	Directors options exercisable at 2.5 cents expiring 30/11/2014
	4,533,333	Directors options exercisable at 3.0 cents expiring 30/11/2014
	2,266,666	Employee options exercisable at 2.7 cents expiring 30/11/2014
	2,666,667	Employee options exercisable at 3.5 cents expiring 30/11/2014
	2,666,667	Employee options exercisable at 4.5 cents expiring 30/11/2014

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable
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Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	Not applicable
12 Is the issue renounceable or non-renounceable?	Not applicable
13 Ratio in which the +securities will be offered	Not applicable
14 +Class of +securities to which the offer relates	Not applicable
15 +Record date to determine entitlements	Not applicable
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

17	Policy for deciding entitlements in relation to fractions	Not applicable
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.	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	Not applicable
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	Not applicable
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	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable

+ See chapter 19 for defined terms.

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	Not applicable

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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

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)

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

+ 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: 29 June 2012

Print name: Sally Grice, Company Secretary

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+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity AUSTRALIAN MINES LIMITED
ABN 073 914 191

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Michael Ramsden
Date of last notice	19 December 2011

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect and Indirect												
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Pacrim Investment Consultants P/L ATF Pacrim Superannuation fund Whitehaven Investments Pty Ltd ATF the Ramsden Family Trust Terrain Capital Limited, of which Michael Ramsden is a shareholder and has an indirect interest												
Date of change	29 June 2012												
No. of securities held prior to change	18,243,697 Shares 6,800,000 Unlisted Options as follows: <table border="1" style="margin-left: 20px; border-collapse: collapse; width: 80%;"> <thead> <tr> <th style="padding: 2px;">Number</th> <th style="padding: 2px;">Exercise Price</th> <th style="padding: 2px;">Expiry Date</th> </tr> </thead> <tbody> <tr> <td style="padding: 2px;">2,266,666</td> <td style="padding: 2px;">2.7c</td> <td style="padding: 2px;">30/11/2014</td> </tr> <tr> <td style="padding: 2px;">2,266,667</td> <td style="padding: 2px;">3.5c</td> <td style="padding: 2px;">30/11/2014</td> </tr> <tr> <td style="padding: 2px;">2,266,667</td> <td style="padding: 2px;">4.5c</td> <td style="padding: 2px;">30/11/2014</td> </tr> </tbody> </table>	Number	Exercise Price	Expiry Date	2,266,666	2.7c	30/11/2014	2,266,667	3.5c	30/11/2014	2,266,667	4.5c	30/11/2014
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2,266,666	2.7c	30/11/2014											
2,266,667	3.5c	30/11/2014											
2,266,667	4.5c	30/11/2014											
Class	Fully Paid Ordinary Shares												

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Number acquired	2,280,459												
Number disposed	Nil												
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$31,926												
No. of securities held after change	20,524,156 Shares 6,800,000 Unlisted Options as follows: <table border="1" data-bbox="815 533 1355 719"> <thead> <tr> <th>Number</th> <th>Exercise Price</th> <th>Expiry Date</th> </tr> </thead> <tbody> <tr> <td>2,266,666</td> <td>2.7c</td> <td>30/11/2014</td> </tr> <tr> <td>2,266,667</td> <td>3.5c</td> <td>30/11/2014</td> </tr> <tr> <td>2,266,667</td> <td>4.5c</td> <td>30/11/2014</td> </tr> </tbody> </table>	Number	Exercise Price	Expiry Date	2,266,666	2.7c	30/11/2014	2,266,667	3.5c	30/11/2014	2,266,667	4.5c	30/11/2014
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2,266,666	2.7c	30/11/2014											
2,266,667	3.5c	30/11/2014											
2,266,667	4.5c	30/11/2014											
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acquisition of Nigeria Gold Pty Ltd												

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Nil
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – +Closed period

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity AUSTRALIAN MINES LIMITED
ABN 073 914 191

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Dominic Marinelli
Date of last notice	19 December 2011

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect												
Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest.	Dominic Marinelli & Vicki Marinelli ATF Monte Amaro Super Fund Dominic Orlando Marinelli held as trustee for The Monte Acquaviva Trust												
Date of change	29 June 2012												
No. of securities held prior to change	20,176,510 Ordinary Shares 6,800,000 Unlisted Options as follows: <table border="1" style="margin-left: 20px; border-collapse: collapse; width: 80%;"> <thead> <tr> <th style="padding: 2px;">Number</th> <th style="padding: 2px;">Exercise Price</th> <th style="padding: 2px;">Expiry Date</th> </tr> </thead> <tbody> <tr> <td style="padding: 2px;">2,266,666</td> <td style="padding: 2px;">2.7c</td> <td style="padding: 2px;">30/11/2014</td> </tr> <tr> <td style="padding: 2px;">2,266,667</td> <td style="padding: 2px;">3.5c</td> <td style="padding: 2px;">30/11/2014</td> </tr> <tr> <td style="padding: 2px;">2,266,667</td> <td style="padding: 2px;">4.5c</td> <td style="padding: 2px;">30/11/2014</td> </tr> </tbody> </table>	Number	Exercise Price	Expiry Date	2,266,666	2.7c	30/11/2014	2,266,667	3.5c	30/11/2014	2,266,667	4.5c	30/11/2014
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2,266,666	2.7c	30/11/2014											
2,266,667	3.5c	30/11/2014											
2,266,667	4.5c	30/11/2014											
Class	Fully Paid Ordinary Shares												

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Number acquired	2,522,063												
Number disposed	Nil												
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$35,309												
No. of securities held after change	22,698,573 Ordinary Shares 6,800,000 Unlisted Options as follows: <table border="1" data-bbox="815 573 1356 757"> <thead> <tr> <th>Number</th> <th>Exercise Price</th> <th>Expiry Date</th> </tr> </thead> <tbody> <tr> <td>2,266,666</td> <td>2.7c</td> <td>30/11/2014</td> </tr> <tr> <td>2,266,667</td> <td>3.5c</td> <td>30/11/2014</td> </tr> <tr> <td>2,266,667</td> <td>4.5c</td> <td>30/11/2014</td> </tr> </tbody> </table>	Number	Exercise Price	Expiry Date	2,266,666	2.7c	30/11/2014	2,266,667	3.5c	30/11/2014	2,266,667	4.5c	30/11/2014
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2,266,666	2.7c	30/11/2014											
2,266,667	3.5c	30/11/2014											
2,266,667	4.5c	30/11/2014											
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acquisition of Nigeria Gold Pty Ltd												

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Nil
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.