



ABN 72 008 915 311

27 December 2012

ASX Market Announcements
Australian Stock Exchange Limited
www.asxonline.com

Dear Sirs

Placement of Shares ("Placement")

The Company wishes to announce the placement of 5,000,000 fully paid ordinary shares at a price of 5 cents per share together with 5,000,000 free attaching options on the basis of one option for each share taken up in the Placement. The options are exercisable at a price of 10 cents each on or before 30 June 2015.

The Placement has been made in accordance with a resolution of shareholders at the Annual General Meeting of the Company held on 28 November 2012.

The shares will rank *pari passu* with the existing issued ordinary shares of the Company. The Placement will raise \$250,000 before costs of the issue.

The principal purpose of the Placement is to assist the Company in funding repayment of short term debt, gold and minerals exploration and development and general working capital.

An Appendix 3B for the above Placement is attached.

In the event of any queries please contact Dan Hewitt or Alana Da Silva on telephone (08) 9388 9961 or email info@gondwanaresources.com

Yours faithfully

A handwritten signature in dark ink, appearing to read "Goodsall", is written over a light blue rectangular background.

Paul Goodsall
Director
for Gondwana Resources Limited

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

Gondwana Resources Limited

ABN

72 008 915 311

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 | (1) Ordinary shares
(2) Options exercisable on or before 30 June 2015 at a price of 10 cents each |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 5,000,000 Shares and 5,000,000 Options |
| 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) | (1) Ordinary fully paid shares
(2) Options exercisable on or before 30 June 2015 at a price of 10 cents each |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

4	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: <ul style="list-style-type: none">the date from which they dothe extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest paymentthe extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes												
5	Issue price or consideration	\$0.05 each												
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Fund repayment of the Company’s ongoing exploration and development programme, short term debt and general working capital												
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	28 December 2012												
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>17,228,125</td><td>Ordinary shares</td></tr><tr><td>3,809,909</td><td>Options exercisable at \$1.00 each by 30/6/13</td></tr><tr><td>4,200,000</td><td>Options exercisable at 10 cents each by 30/6/14*</td></tr><tr><td>5,000,000</td><td>Options exercisable at 10 cents each by 30/6/15*</td></tr><tr><td colspan="2">* At present there is insufficient spread of Option Holders in either the June 2014 Options or the June 2015 Options and, accordingly, application for listing of these Options has been deferred until such time as there is a minimum spread of holders.</td></tr></table>	Number	+Class	17,228,125	Ordinary shares	3,809,909	Options exercisable at \$1.00 each by 30/6/13	4,200,000	Options exercisable at 10 cents each by 30/6/14*	5,000,000	Options exercisable at 10 cents each by 30/6/15*	* At present there is insufficient spread of Option Holders in either the June 2014 Options or the June 2015 Options and, accordingly, application for listing of these Options has been deferred until such time as there is a minimum spread of holders.	
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4,200,000	Options exercisable at 10 cents each by 30/6/14*													
5,000,000	Options exercisable at 10 cents each by 30/6/15*													
* At present there is insufficient spread of Option Holders in either the June 2014 Options or the June 2015 Options and, accordingly, application for listing of these Options has been deferred until such time as there is a minimum spread of holders.														

+ See chapter 19 for defined terms.

<p>9 Number and ⁺class of all ⁺securities not quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="766 246 1069 291">Number</th><th data-bbox="1069 246 1359 291">⁺Class</th></tr> </thead> <tbody> <tr> <td data-bbox="766 291 1069 728">25,000</td><td data-bbox="1069 291 1359 728">Fully Paid Ordinary Shares (restricted pursuant to the Gondwana Employee Share Plan)</td></tr> </tbody> </table>	Number	⁺ Class	25,000	Fully Paid Ordinary Shares (restricted pursuant to the Gondwana Employee Share Plan)
Number	⁺ Class				
25,000	Fully Paid Ordinary Shares (restricted pursuant to the Gondwana Employee Share Plan)				
<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>None</p>				

Part 2 - Bonus issue or pro rata issue

N/A

<p>11 Is security holder approval required?</p>	
<p>12 Is the issue renounceable or non-renounceable?</p>	
<p>13 Ratio in which the ⁺securities will be offered</p>	
<p>14 ⁺Class of ⁺securities to which the offer relates</p>	
<p>15 ⁺Record date to determine entitlements</p>	
<p>16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?</p>	
<p>17 Policy for deciding entitlements in relation to fractions</p>	
<p>18 Names of countries in which the entity has ⁺security holders who will not be sent new issue documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>	

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

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)	

+ See chapter 19 for defined terms.

- | | | |
|----|--|--|
| 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 (Shares only – see note re Options above)
- (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 - N/A

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

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Entities that have ticked box 34(b)

N/A

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: <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	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)					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	+Class		
Number	+Class					

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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:Date: 27 December 2012
(Company Secretary/Director)

Print name: Paul Goodsall

+ See chapter 19 for defined terms.