



19 May 2009

QOL RIGHTS ISSUE AMENDED APPENDIX 3B

Attached is an amended Appendix 3B for the upcoming rights issue for Queensland Ores, incorporating updated dates and a completed Section 2

For further information:

Taff Greenwood
Managing Director

Garry Gill
Company Secretary
Queensland Ores Limited
Tel: 07 3230 2000

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

QUEENSLAND ORES LIMITED

ABN

35 108 146 694

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 | Up to 220,805,122 fully paid ordinary shares |
| 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) | Shares to be issued pursuant to a non renounceable 1:1 rights issue under which registered shareholders in the Company at the Record Date may purchase 1 new fully paid ordinary share for each share held at an issue price of 0.9 cents per share |

+ 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>\$0.009</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Proceeds of the issue will be used to contribute to the Company's working capital and repaying the loan from Outback Metals Limited</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>The closing date for the issue is expected to be 25 June 2009. It is anticipated that shares will be allotted by 26 June 2009.</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="724 1354 995 1388">Number</th><th data-bbox="1000 1354 1273 1388">+Class</th></tr> </thead> <tbody> <tr> <td data-bbox="724 1394 995 1587">441,610,244</td><td data-bbox="1000 1394 1273 1587">Fully Paid Ordinary Shares (if all shares subject to the SPP are allotted)</td></tr> </tbody> </table>	Number	+Class	441,610,244	Fully Paid Ordinary Shares (if all shares subject to the SPP are allotted)
Number	+Class				
441,610,244	Fully Paid Ordinary Shares (if all shares subject to the SPP are allotted)				

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9	Number and *class of all *securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	Number	*Class
		nil	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	n/a	

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	1:1	
14	*Class of *securities to which the offer relates	Fully paid ordinary shares	
15	*Record date to determine entitlements	5 June 2009	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	n/a	
17	Policy for deciding entitlements in relation to fractions	n/a as 1:1 issue will not result in fractions	

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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.	United States of America, United Arab Emirates, Fiji United Kingdom, Hong Kong, Singapore Japan. In relation to these investors QOL will: <ul style="list-style-type: none"> ▪ appoint a nominee for foreign holders of the company's securities who is approved by ASIC; ▪ transfer to the nominee the security that would otherwise be issued to the foreign holders who accept the offer; The nominee will sell the securities and distribute to each of those foreign holders their proportion of proceeds of the sale net of expenses
19	Closing date for receipt of acceptances or renunciations	25 June 2009
20	Names of any underwriters	nil
21	Amount of any underwriting fee or commission	n/a
22	Names of any brokers to the issue	Nil
23	Fee or commission payable to the broker to the issue	n/a
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	n/a
25	If the issue is contingent on +security holders' approval, the date of the meeting	n/a
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	11 June 2009
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	n/a
28	Date rights trading will begin (if applicable)	n/a

+ See chapter 19 for defined terms.

29	Date rights trading will end (if applicable)	n/a
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	n/a
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	n/a
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	n/a
33	+Despatch date	Approximately 30 June 2009

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

+ See chapter 19 for defined terms.

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>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)	<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					

+ 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:,
 (Company Secretary)

Date: 14 May 2009

Print name: GARRY GILL.....

⁺ See chapter 19 for defined terms.