



GRYPHON
MINERALS LIMITED

ASX: GRY
www.gryphonminerals.com.au

ASX Announcement and Media Release
Thursday, 26 November 2009

Gryphon Minerals Raises \$20 Million to Advance Exploration at Banfora Gold Project

Gryphon Minerals Limited (ASX code: GRY) is pleased to announce that it has received firm commitments for 40.0 million shares at \$0.50 per share to raise gross proceeds of \$20 million (Placement). The Placement was strongly supported by new and existing institutional investors including a number of UK and North American based international resource funds.

Gryphon announced an upgraded inferred resource of 1,100,000 ounces of gold at 2.4 grams per tonne (Refer to ASX announcement released 21/9/09) in September this year.

Proceeds from the Placement will be applied to undertake further work targeting additional increases in resources at Gryphon's flagship project, the highly prospective Banfora Gold Project in Burkina Faso, West Africa including:

- Funding further in-fill drilling within the existing defined resource zone;
- Continuation of the drilling program following high grade extensions along strike at the Banfora Project to target further increases in the defined resources;
- The capability to assess ongoing additional prospective land acquisition opportunities within West Africa as they arise; and
- General ongoing working capital requirements.

Euroz Securities Limited acted as Lead Manager to the Placement. Clients of Blackswan Equities and Paradigm Capital (Toronto) also participated in the Placement. Max Capital acted as Corporate Advisors to Gryphon.

The Placement to institutional and sophisticated investors will be made in two tranches:

- Tranche 1 - comprising 24.8 million shares at 50 cents to raise \$12.4 million will be issued immediately under the Company's 15% capacity, pursuant to ASX Listing Rule 7.1; and
- Tranche 2 - comprising 15.2 million shares at 50 cents to raise a further \$7.6 million will be issued subject to shareholder approval at a meeting of members to be held within the next seven (7) weeks. A notice of meeting will be sent to shareholders in due course.

Please see attached Appendix 3B in relation to shares issued for Tranche 1.

This announcement effectively lifts the trading halt that the Company requested on Tuesday 24 November 2009. The Company is not aware of any reason why the ASX would not allow trading to recommence immediately.

Detailed information on all aspects of Gryphon Minerals projects can be found on the Company's comprehensive website www.gryphonminerals.com.au.

Yours faithfully

Steve Parsons
Managing Director

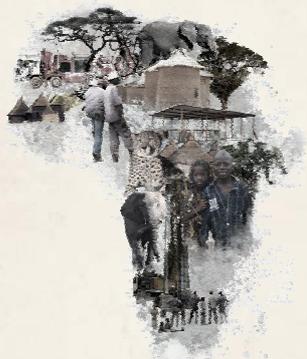
The information in this report that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Mr Stephen Parsons, who is a Member of The Australasian Institute of Mining and Metallurgy. Mr Stephen Parsons is a full-time employee of the company. Mr Stephen Parsons has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Stephen Parsons consent to their inclusion in the report of the matters based on his information in the form and context in which it appears.

Company Directors & Management
Mel Ashton Chairman
Steve Parsons Managing Director
Didier Murcia Non-Exec Director
Hamish Halliday Consultant
Michael Fox Expl. Mgr. Africa
Shane Hibbird Expl. Mgr. Aust

Top Shareholders ≈
Management
IFC (World Bank Group)
Macquarie Bank
Genesis Fund
Baker Steel
Phoenix Gold Fund
Other Aust & Intl Institutions
Top 40 ≈60%

Company Highlights

- A new gold discovery
- Aggressive exploration
- Big hitting shareholders
- Proven Management



Banfora Gold Project, West Africa
Inferred Resource
14Mt @ 2.4g/t for 1,100,000oz gold
Less than 100m depth & open

Recent Results include:
BNRC823: 24m @ 4.75g/t fr 23m
BNRC988: 17m @ 9.2g/t fr 16m
BNR1039: 6m @ 19.2g/t fr 132m

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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

Gryphon Minerals Limited

ABN

31 107 690 657

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 | 24,800,000 |
| 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) | Not applicable |

+ 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>\$0.50</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Placement to raise funds for the following:</p> <ul style="list-style-type: none"> • continue current drilling program at the Banfora Gold Project ; and • general working capital purposes. 				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>On or about 3 December 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" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">200,789,098</td> <td style="text-align: center;">Fully Paid Shares</td> </tr> </tbody> </table>	Number	+Class	200,789,098	Fully Paid Shares
Number	+Class				
200,789,098	Fully Paid 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)	2,700,000	62 cent options expiring 30 November 2009
		2,700,000	75 cent options expiring 30 November 2009
		50,000	25 cent options expiring 31 August 2010
		4,077,500	30 cent options expiring 11 June 2011
		3,977,500	35 cent options expiring 11 June 2011
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?	
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	

Appendix 3B
New issue announcement

- | | | |
|----|---|--|
| 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 of their entitlements (except by sale through a broker)? | |
| 33 | +Despatch date | |

+ See chapter 19 for defined terms.

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

Appendix 3B
New issue announcement

Entities that have ticked box 34(b)

38 Number of securities for which
 +quotation is sought

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39 Class of +securities for which
 quotation is sought

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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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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)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX (<i>including</i> 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.
- 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:

(Company Secretary)

Date:26 November 2009...

Print name:

Brett Dunnachie == == == == ==