

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

BANNERMAN RESOURCES LIMITED

ABN

34 113 017 128

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 | Unlisted Non-Executive Director Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 602,100 Unlisted Director Options – pursuant to the terms of the Non-Executive Director Share Option Plan (NEDSOP) as approved by shareholders on 24 November 2009;

200,000 Unlisted Director Options (as reported in ASX Appendix 3B on 27 July 2009) and approved by shareholders on 24 November 2009. These options are to be issued to Non-Executive Director, Ronnie Beevor or his nominee; and

184,600 Unlisted Director Options (subject to shareholders' approval) to be issued to Non-Executive Director, Dr David Smith or his nominee; and |

+ See chapter 19 for defined terms.

<p>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)</p>	<p>The Options will be granted on the following key terms:</p> <p>(i). The Exercise Price for 602,100 Director Options will be A\$1.45 per share (being approximately 1.25 times the 20 Business Day VWAP of A\$1.16 per Bannerman share at the close of trade on 24 November 2009). The Director Options are subject to the terms of the NEDSOP as approved by shareholders on 24 November 2009. The Director Options expire on 25 November 2012;</p> <p>(ii). The Exercise Price for 200,000 Director Options will be A\$1.40 per share (being approximately 1.25 times the 20 Business Day VWAP of A\$1.12 per Bannerman share at the close of trade on 24 July 2009). The Director Options expire on 27 July 2012; and</p> <p>(iii). The Exercise Price for 184,600 Director Options will be A\$1.45 per share (being approximately 1.25 times the 20 Business Day VWAP of A\$1.16 per Bannerman share at the close of trade on 24 November 2009). The Director Options expire on 25 November 2012 and are subject to shareholder approval.</p>
<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>No – Upon exercise of the Options into ordinary fully paid shares, the allotted and issued shares will rank equally in all respects with an existing class of quoted ordinary fully paid shares.</p>
<p>5 Issue price or consideration</p>	<p>Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Director Options issued as part of the Non-Executive Directors' annual remuneration package.</p>

7	Dates of entering +securities into uncertificated holdings or despatch of certificates	On 23 December 2009
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	Number	+Class
8	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	Ordinary Fully Paid Shares (ASX:BMN)
	201,710,934* Notes: *This number does not include 4,000,000 shares to be issued to Savanna Marble CC on grant of a mining licence for the Etango Project (as approved by shareholders on 16 April 2009).	

+ See chapter 19 for defined terms.

9 Number and ⁺class of all ⁺securities not quoted on ASX (including the securities in clause 2 if applicable)

Number	ASX Code	⁺ Class
200,000	BMNAW	A\$2.40 Options expiring 27 December 2011.
2,250,000	BMNAA	A\$6.50 Options expiring 30 November 2010.
2,250,000	BMNAB	A\$7.50 Options expiring 30 November 2011.
2,725,000	BMNAC	A\$0.20 Options expiring 28 May 2010.
100,000	BMNAD	C\$4.12 Options expiring 1 November 2012.
200,000	BMNAE	A\$3.64 Options expiring 28 January 2013.
250,000	BMNAM	A\$2.80 Options expiring 3 June 2013.
250,000	BMNAF	A\$2.44 Options expiring 1 September 2011
1,000,000	BMNAG	A\$2.51 Options expiring 1 September 2011.
1,000,000	BMNAH	A\$3.00 Options expiring 1 September 2012.
250,000	BMNAL	A\$4.00 Options expiring 1 September 2012.
600,000	BMNAQ	A\$0.91 Options expiring 2 February 2013.
600,000	BMNAS	A\$1.14 Options expiring 2 February 2014.
600,000	BMNAU	A\$1.43 Options expiring 2 February 2015.
2,500,000	BMNAY	A\$0.434 Options expiring 17 November 2012.
1,500,000	BMNAAI	A\$0.543 Options expiring 17 November 2013.
1,500,000	BMNAAK	A\$0.678 Options expiring 17 November 2014.
600,000	BMNAAM	A\$0.83 Options expiring 16 February 2013.
250,000	BMNAZ	A\$1.51 Options expiring 20 August 2014.
250,000	BMNAAN	A\$1.89 Options expiring 20 August 2015.
600,000	BMNAI	A\$1.46 Options expiring 31 August 2013.
600,000	BMNAK	A\$1.82 Options expiring 31 August 2014.
600,000	BMNAJ	A\$2.28 Options expiring 31 August 2015.
500,000	BMNAN	A\$1.45 Options expiring 25 November 2013.
500,000	BMNAN	A\$1.82 Options expiring 25 November 2014.
500,000	BMNAN	A\$2.28 Options expiring 25 November 2015.
184,600	-	A\$1.45 Options expiring 25 November 2012 (subject to shareholder approval).
200,000	-	A\$1.40 Options expiring 27 July 2012.
602,100	-	A\$1.45 Options expiring 25 November 2012.
1	BMNAO	Convertible Note (convertible into 16,339,869 ordinary fully paid shares).

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

No change.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
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
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
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	N/A
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
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	N/A

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) NA Securities described in Part 1
- (b) NA 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 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:
- 1) the date from which they do
 - 2) the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - 3) 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)

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

Number	+Class

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.

A Steers
Company Secretary
Bannerman Resources Limited

Date: 23 December 2009