

# 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

1. **CEO Performance Rights (Unlisted)**
2. **Non-Executive Director Options (Unlisted)**

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

1. **CEO Performance Rights**  
680,600 CEO Performance Rights – pursuant to the terms of the Employee Incentive Plan as approved by shareholders on 23 November 2010 (**CEO Performance Rights**);
2. **Non-Executive Director Options**
  - (a) 184,600 Unlisted Non-Executive Director Options - to be issued to Non-Executive Director, Dr David Smith or his nominee, as approved by shareholders on 23 November 2010; and
  - (b) 897,750 Unlisted Non-Executive Director Options - pursuant to the terms of the Non-Executive Director Share Option Plan (**NEDSOP**) as approved by shareholders on 24 November 2009.

+ See chapter 19 for defined terms.

- 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. CEO Performance Rights

CEO Performance Rights will be granted on the following key terms in accordance with the terms of the Employee Incentive Plan as approved by shareholders on 23 November 2010:

- (i) 340,300 Performance Rights (TSR vesting condition) subject to a relative total shareholder return (**TSR**) test against a defined peer group after three years; and
- (ii) 340,300 Performance Rights (Operational vesting condition) subject to operational and performance based test after 12 months, with a continuous employment period of three years from the date of grant.

To the extent that the performance criteria are not satisfied, the CEO Performance Rights will lapse and be cancelled.

The CEO is entitled to one ordinary fully paid share for each CEO Performance Right that vests.

There is no consideration payable upon the grant or vesting of a CEO Performance Right.

In the case of a change of control, CEO Performance Rights that remain subject to a vesting condition immediately vest and are received by the CEO.

## 2. Non-Executive Director Options

- (a) The Exercise Price for 184,600 Non-Executive 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 Non-Executive Director Options expire on 25 November 2012; and
- (b) The Exercise Price for 897,750 Non-Executive Director Options will be **A\$0.77** per share (being approximately 1.25 times the 20 Business Day VWAP per Bannerman share at the close of trade on 30 November 2010). The Non-Executive Director Options are subject to the terms of the NEDSOP as approved by shareholders on 24 November 2009, and expire on 22 November 2013.

<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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>No – Upon exercise of the Non-Executive Director Options and vesting of the CEO Performance Rights into ordinary fully paid shares, the allotted and issued shares will rank equally in all respects with the 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>CEO Performance Rights issued as part of the CEO's executive remuneration package.</p> <p>Non-Executive Director Options issued as part of the Non-Executive Directors' annual remuneration package.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>On or around 15 December 2010</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="699 1402 1217 1440">Number</th> <th data-bbox="1217 1402 1455 1440">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="699 1440 1217 1722"> <p>204,435,934</p> <p>Notes:</p> <p>*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).</p> </td> <td data-bbox="1217 1440 1455 1722"> <p>Ordinary Fully Paid Shares (ASX:BMN)</p> </td> </tr> </tbody> </table>	Number	+Class	<p>204,435,934</p> <p>Notes:</p> <p>*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).</p>	<p>Ordinary Fully Paid Shares (ASX:BMN)</p>
Number	+Class				
<p>204,435,934</p> <p>Notes:</p> <p>*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).</p>	<p>Ordinary Fully Paid Shares (ASX:BMN)</p>				

+ 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	BMNAB	A\$7.50 Options expiring 30 November 2011.
100,000	BMNAD	C\$4.12 Options expiring 1 November 2012.
150,000	BMNAE	A\$3.64 Options expiring 28 January 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	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\$1.81 Options expiring 25 November 2014.
500,000	BMNAN	A\$2.26 Options expiring 25 November 2015.
200,000	BMNAN	A\$1.40 Options expiring 27 July 2012.
602,100	BMNAN	A\$1.45 Options expiring 25 November 2012.
184,600	BMNAN	A\$1.45 Options expiring 25 November 2012
250,000	BMNAN	A\$0.40 Options expiring 24 June 2014.
250,000	BMNAN	A\$0.50 Options expiring 24 June 2015.
250,000	BMNAN	A\$0.62 Options expiring 24 June 2016.
897,750		A\$0.74 Options expiring 24 November 2013.
18,434,450		Total options on issue
680,600		CEO Performance Rights vesting (subject to performance conditions) on 22 November 2013
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.
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## 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)  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

## 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)

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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.

Glen Smith  
Company Secretary  
Bannerman Resources Limited

Date: 1 December 2010