

## 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 possible. 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

Murchison Metals Limited (Murchison)

ABN

38 078 257 799

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	5,420,000 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)	Fully paid ordinary shares issued on the same terms and conditions as existing quoted ordinary shares.

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<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>Fully paid ordinary shares ranking equally with the existing quoted ordinary 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>Fully paid ordinary shares issued upon exercise of options issued under the Murchison Metals Ltd 2010 Employee Incentive Plan as part of remuneration, retention and reward strategy.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>16/02/12 – 1,919,000 22/02/12 – 3,501,000</p>				
<p>8 Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="724 1099 1083 1160">Number</th> <th data-bbox="1086 1099 1445 1160">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="948 1173 1070 1205">449,867,777</td> <td data-bbox="1190 1173 1445 1205">Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	449,867,777	Fully paid ordinary shares
Number	+Class				
449,867,777	Fully paid ordinary shares				

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

Number	+Class
100,000	68c Options Jun 2012
1,554,200	156c Options Jun 2012
147,500	Zero exercise price options expiring Dec 2013
125,000	126c Options Dec 2013
4,200,000	173c Options March 2014
1,855,651	116c Options expiring July 2014
607,137	104c Options expiring July 2014
576,495	108c Options expiring July 2014
766,714	67c Options expiring July 2014
1,418,922	66c Options expiring October 2014
425,811	58c Options expiring October 2014
243,605	27c Options expiring January 2015
90,464	28c Options expiring January 2015
148,000	Zero exercise price options expiring September 2016

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

Not applicable.

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

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	
21	Amount of any underwriting fees 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?	

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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

(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)**

<p>38 Number of securities for which +quotation is sought</p>						
<p>39 Class of +securities for which quotation is sought</p>						
<p>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:</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>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)</p>						
<p>42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)</p>	<table border="1"> <thead> <tr> <th data-bbox="702 1317 1082 1384">Number</th> <th data-bbox="1082 1317 1457 1384">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="702 1384 1082 1599"></td> <td data-bbox="1082 1384 1457 1599"></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: 28 February 2012

Print name:

Christopher William Foley



Ref: 00852970

28 February 2012

The Manager  
Company Notices Section  
Australian Stock Exchange Limited  
Level 8, 2 The Esplanade  
PERTH WA 6000

Dear Sir/Madam,

### SECTION 708A NOTICE

I refer to ASX Appendix 3B lodged by Murchison Metals Ltd ("Murchison") dated 28 February 2012 noting the issue of 5,420,000 fully paid ordinary shares ("the Shares").

In relation to the issue of the Shares, Murchison makes the following statements under section 708A of the Act:

The shares were issued without disclosure to investors under Part 6D.2 of the Act.

- (a) This notice is being given under paragraph 5(e) of section 708A of the Act.
- (b) As at the date of this notice, Murchison has complied with the provisions of Chapter 2M (to the extent that that Chapter applies to it) and section 674 of the Act.
- (c) There is no information which is required to be disclosed under section 708A(6)(e) of the Act.

Yours faithfully,



C W Foley  
Company Secretary  
Murchison Metals Ltd