

# 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

**RESOURCE MINING CORPORATION LIMITED**

ABN

**97 008 045 083**

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 and listed options   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | <p>(a) 904,783,431 ordinary shares pursuant to the Rights Issue (1,119,576,703 ordinary shares if all existing options are exercised prior to the record date) (<b>New Shares</b>); and</p> <p>(b) 226,195,857 new listed options pursuant to the Rights Issue (279,894,176 new listed options (each to acquire one ordinary share at \$0.006 (0.6 cents) each on or before 31 January 2015 pursuant to the Rights Issue (if all existing options are exercised prior to the record date) (<b>New Options</b>).</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>(a) Fully paid ordinary shares issued to shareholders pursuant to the Rights Issue—terms of the ordinary shares are summarised in Section 4.4 of the Prospectus.</p> <p>(b) New Options – terms of the New Options are summarised in Section 4.5 of the Prospectus.</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"> <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>(a) The New Shares will rank equally with existing fully paid ordinary shares currently on issue (RMI).</p> <p>(b) The New Options will rank equally with the existing class of listed options (RMIO).</p>
<p>5 Issue price or consideration</p>	<p>(a) \$0.0028 (0.28 cents) per New Share.</p> <p>(b) Nil consideration for New Options.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) and (b) – Funds raised under the Rights Issue to be applied towards the following (after payment of expenses of the Rights Issue):</p> <ul style="list-style-type: none"> <li>(i) exploration expenditure;</li> <li>(ii) Wowo Gap exploration expenditure;</li> <li>(iii) further development of the organic leaching technology; and</li> <li>(iv) working capital.</li> </ul>
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>(a) and (b) – 15 March 2012</p>

+ See chapter 19 for defined terms.

	Number	+Class	
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	2,929,143,565 (if all existing options are exercised before the record date)	Fully paid ordinary shares
		279,894,176 (if all existing options are exercised before the record date)	Listed options

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

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A.
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## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Renounceable
13	Ratio in which the +securities will be offered	1 New Share for every 2 ordinary shares held on the record date.  1 New Option for every 4 new ordinary shares issued under the Rights Issue.
14	+Class of +securities to which the offer relates	Fully paid ordinary shares and listed options (exercise price of \$0.006 and an expiry date of 31 January 2015).
15	+Record date to determine entitlements	20 February 2012
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No

17	Policy for deciding entitlements in relation to fractions	Rounded up to the nearest whole number
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.	Nil
19	Closing date for receipt of acceptances or renunciations	7 March 2012
20	Names of any underwriters	Sinom (Hong Kong) Limited
21	Amount of any underwriting fee or commission	Nil
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	22 February 2012
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	10 February 2012
28	Date rights trading will begin (if applicable)	14 February 2012

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+ See chapter 19 for defined terms.

29	Date rights trading will end (if applicable)	29 February 2012
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	Follow instructions on the Entitlement and Acceptance form under the section marked "Sale of your Entitlement in full by your Stockbroker/Agent".
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Follow instructions on the Entitlement and Acceptance Form under the section marked "Sale of your Entitlement in part by your Stockbroker/Agent and acceptance of the balance".
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	<ol style="list-style-type: none"> <li>1. Holder to complete a standard renunciation form (obtainable from their stockbroker or the Company's share registry); and</li> <li>2. Transferee to complete Entitlement and Acceptance Form; and</li> <li>3. Transferee's cheque for the amount due for the new share, together with documents above, to be sent to the Company's share registry.</li> </ol>
33	<sup>+</sup> Despatch date	15 March 2012

## 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

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+ 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 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

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)

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

**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.

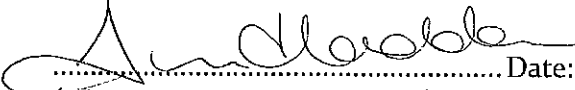
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) 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:  ..... Date: 9 February 2012  
(Director/Company secretary)

Print name: Ann Hadden .  
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