



10 January 2012

ISSUE OF SHARES

As a result of the exercise of listed options and conversion of convertible notes, Resolute Mining has issued and allotted 1,845,123 fully paid ordinary shares at an average issue price of \$0.59 per share. The remaining listed options have lapsed and the remaining convertible notes redeemed.

In accordance with the shareholder approved Resolute Mining Limited Employee Share Option Plan, Resolute Mining has issued 823,200 unlisted share options to employees with an exercise price of \$1.85 per share and a 5 year term.

Attached is a copy of the Appendix 3B containing these changes.

For and on behalf of the Board



GREG FITZGERALD

Company Secretary

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.

Name of entity

Resolute Mining Limited

ABN

39 097 088 689

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 | <p>Fully paid ordinary shares ("Shares")</p> <p>Unlisted options to acquire fully paid ordinary shares ("Options")</p> |
| 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>Shares – 122,000 (as a result of convertible note holder conversion notices)</p> <p>Shares – 1,723,123 (as a result of the exercising of listed share options)</p> <p>Options – 823,200</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>Shares issued rank equally with existing Shares.</p> <p>The Options have an exercise price of \$1.85 and an expiry date of 26 January 2017. Upon conversion into Shares, they will rank equally with existing Shares.</p> |

4 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	Shares – Yes Options – Prior to conversion into Shares, the Options do not carry voting rights or entitlements to dividends.				
5 Issue price or consideration	122,000 Shares were issued as a result of convertible note holder conversion notices. 1,723,123 Shares were issued at a price of \$0.60 each as a result of the exercise of listed share options. Options – nil.				
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	122,000 Shares were issued pursuant to convertible note holder conversion notices. 1,723,123 Shares were issued as a result of the exercise of listed share options. The unlisted Options have been issued in accordance with the shareholder approved Employee Share Option plan and are designed to provide employees with a long term incentive.				
7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates	The Shares were issued on 10 January 2012 and holding statements dispatched on 10 January 2012. The unlisted Options will be issued on 27 January 2012 and certificates dispatched by approximately 27 January 2012.				
8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)	<table> <tr> <th data-bbox="695 1776 995 1809">Number</th><th data-bbox="995 1776 1284 1809">⁺Class</th></tr> <tr> <td data-bbox="695 1809 995 1962">655,620,461</td><td data-bbox="995 1809 1284 1962">Shares</td></tr> </table>	Number	⁺ Class	655,620,461	Shares
Number	⁺ Class				
655,620,461	Shares				

⁺ 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)	213,000	Options with an exercise price of \$2.12 and expiry of 22 May 2013.
		51,000	Options with an exercise price of \$1.62 and expiry of 28 August 2013.
		517,333	Options with an exercise price of \$0.42 and expiry of 31 January 2014.
		500,000	Options with an exercise price of \$1.00 and expiry of 31 March 2012.
		500,000	Options with an exercise price of \$0.74 and expiry of 30 June 2012.
		3,000,000	Options with an exercise price of \$0.72 and expiry of 24 October 2012.
		650,000	Options with an exercise price of \$1.09 and expiry of 14 February 2015.
		81,000	Options with an exercise price of \$1.21 and expiry of 15 July 2015.
		135,000	Options with an exercise price of \$1.43 and expiry of 15 November 2015.
		2,000,000	Options with an exercise price of \$1.36 and expiry of 4 January 2016.
		1,145,666	Options with an exercise price of \$1.43 and expiry of 24 January 2016.
		130,000	Options with an exercise price of \$1.18 and expiry of 15 July 2016.
		823,200	Options with an exercise price of \$1.85 and expiry of 26 January 2017.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Directors may from time to time determine dividends to be distributed to members according to their rights and interests.
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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?	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 Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	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

⁺ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

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)						
42	Number and ⁺class of all ⁺securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1"> <thead> <tr> <th data-bbox="790 996 1093 1041">Number</th> <th data-bbox="1093 996 1388 1041">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="790 1041 1093 1225"></td> <td data-bbox="1093 1041 1388 1225"></td> </tr> </tbody> </table>	Number	⁺ Class			
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.



Sign here:
(~~Director~~/Company secretary)

Date: 10 January 2012.....

Print name: ...Greg Fitzgerald.....

+ See chapter 19 for defined terms.