



**ASX ANNOUNCEMENT**

**CAPITAL RAISING – APPENDIX 3B**

Please find attached an Appendix 3B which provides details of the Company's current capital structure following its \$60.7m capital raising. Also attached are statements setting out details of the 20 largest holders and distribution for each class of security.

For and on behalf of the Board

GREG FITZGERALD  
Company Secretary

28 January 2009

# 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  | Convertible Notes, Fully paid ordinary shares ("Shares") and options to acquire fully paid ordinary shares ("Options") |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 103,443,677 Convertible Notes, 22,572,361 Shares, 77,486,895 Listed Options and 1,880,000 unlisted Options             |

<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 Convertible Notes have a face value of \$0.50, an interest rate of 12%, convert into one Share at the election of the holder and mature on 31 December 2012. Upon conversion into Shares, they will rank equally with existing Shares.</p> <p>Shares issued pursuant to the Pro rata Entitlements Issue rank equally with existing Shares.</p> <p>Shares issued pursuant to the exercising of listed Options rank equally with existing Shares.</p> <p>The listed Options have an exercise price of \$0.60 and an expiry date of 31 December 2011. Upon conversion into Shares, they will rank equally with existing Shares.</p> <p>The unlisted Options have an exercise price of \$0.42 and an expiry date of 31 January 2014. Upon conversion into Shares, they will rank equally with existing Shares.</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>The Convertible Notes and the Options, when converted to Shares, will rank equally with the Shares currently on issue. Prior to conversion into Shares, the Convertible Notes and Options do not carry voting rights or entitlements to dividends.</p>
<p>5 Issue price or consideration</p>	<p>Convertible Notes – \$0.50  Shares – \$0.40 (pursuant to the Entitlements Issue)  Shares – \$0.60 (relating to 130 listed options that have been exercised)  Options – nil</p>

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+ See chapter 19 for defined terms.

6 Purpose of the issue  
(If issued as consideration for the acquisition of assets, clearly identify those assets)

The funds are being used to complete the re-development and ramp up of Syama and to maintain the Company's other development activities.

1,750,000 of the listed Options are being issued to satisfy the establishment, draw down and extension fees payable to the provider of the second \$10m tranche of the standby credit facility.

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

83,712,677 Convertible Notes were issued on 31 December 2008 and holding statements were dispatched on 5 January 2009. A further 19,731,000 Convertible Notes were issued on 28 January 2009 and holding statements dispatched on 28 January 2009.

4,585,439 ordinary shares were issued on 31 December 2008 and holding statements were dispatched on 2 January 2009. A further 17,986,922 Shares (including 130 Shares issued as a result of the exercising of listed Options) were issued on 28 January 2009 and holding statements dispatched on 28 January 2009.

63,039,444 Options issued pursuant to the Convertible Note and Share Entitlement Offers were issued on 31 December 2008 and holding statements were dispatched on 5 January 2009. A further 14,447,581 Options were issued on 28 January 2009 and holding statements dispatched on 28 January 2009.

The unlisted Options will be issued on 31 January 2009 and certificates dispatched by approximately 31 January 2009.

8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)

Number	+Class
103,443,677	Convertible Notes
303,607,086	Shares
77,486,895	Listed Options

9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the securities in clause 2 if applicable)	115,000	Options with an exercise price of \$1.42 and expiry of 21 December 2009.
		55,000	Options with an exercise price of \$1.13 and expiry of 23 March 2011.
		335,000	Options with an exercise price of \$1.33 and expiry of 24 October 2011.
		297,000	Options with an exercise price of \$2.13 and expiry of 22 May 2013.
		105,000	Options with an exercise price of \$1.63 and expiry of 29 August 2013.
		1,250,000	Options with an exercise price of \$1.64 and expiry of 1 October 2011.
		1,880,000	Options with an exercise price of \$0.42 and expiry of 31 January 2014.

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 <sup>+</sup> securities will be offered	N/A
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	N/A
15	<sup>+</sup> Record date to determine entitlements	N/A

+ See chapter 19 for defined terms.

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 <sup>+</sup> 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 <sup>+</sup> security holders	N/A
25	If the issue is contingent on <sup>+</sup> 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 <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	<sup>+</sup> Despatch date	N/A

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<sup>+</sup> See chapter 19 for defined terms.

## 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 <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>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

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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 <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the securities in clause 38)

Number	<sup>+</sup> Class

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+ See chapter 19 for defined terms.

## 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: 28 January 2009.....

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

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+ See chapter 19 for defined terms.

## CONVERTIBLE NOTES

### Top 20

No.	Holder Name	Convertible Notes Held	%
1	J P MORGAN NOM AUST LTD	53,824,376	52.03%
2	NATIONAL NOM LTD	13,050,678	12.62%
3	HSBC CUSTODY NOM AUST LTD	11,650,000	11.26%
4	COLBERN FIDUCUARY NOM PL	6,000,000	5.80%
5	BOND STREET CUSTS LTD OFFICIUM SPECIAL S	3,913,404	3.78%
6	EQUITY TRUSTEES LTD SGH PI SMALLER CO'	3,000,000	2.90%
7	HSBC CUSTODY NOM AUST LTD	2,178,000	2.11%
8	CITICORP NOM PL	1,864,300	1.80%
9	EQUITY TRUSTEES LTD SGH TIGER A/C	1,241,180	1.20%
10	CITICORP NOM PL CWLTH BANK OFF SUP	964,946	0.93%
11	AVANTEOS INV LTD SYMETRY RETIRE SVS	646,336	0.62%
12	FORTY TRADERS LTD	500,000	0.48%
13	ANZ NOM LTD CASH INCOME A/C	446,199	0.43%
14	WHEATLEY ALAN	350,000	0.34%
15	HARDROCK CAP PL CGLW NO 2 S/F A/C	200,000	0.19%
16	MOTROSE PL TCFORD S/F A/C	200,000	0.19%
17	FASTPARK INV PL	200,000	0.19%
18	REGAL TRIM PL	200,000	0.19%
19	BRICHARD REX H + D J	190,000	0.18%
20	RBC DEXIA INVESTOR SVCS A MLCI A/C	162,000	0.16%
	TOTAL	100,781,419	97.40%

### Spread Details

Spread of Holdings	Holders	Convertible Notes	% of Convertible Notes Issued
1 - 1,000	0	0	0.00%
1,001 - 5,000	68	283,900	0.27%
5,001 - 10,000	62	548,900	0.53%
10,001 - 100,000	51	1,829,458	1.77%
100,001 +	20	100,781,419	97.43%
TOTAL	201	103,443,677	100.00%

#### RESOLUTE MINING LIMITED

A.C.N. 097 088 689 A.B.N. 39 097 088 689

4<sup>th</sup> Floor, The BGC Centre, 28 The Esplanade, Perth, Western Australia 6000. PO Box 7232 Cloisters Square, Perth, Western Australia 6850.  
Telephone +61 8 9261 6100 Facsimile +61 8 9322 7541 Email : [contact@resolute-ltd.com.au](mailto:contact@resolute-ltd.com.au)

## OPTIONS

### Top 20 Details

No.	Holder Name	Convertible Notes Held	%
1	J P MORGAN NOM AUST LTD	44,996,374	58.07%
2	NATIONAL NOM LTD	9,634,646	12.43%
3	HSBC CUSTODY NOM AUST LTD	3,883,333	5.01%
4	EQUITY TRUSTEES LTD SGH PI SMALLER CO'	3,059,538	3.95%
5	BOND STREET CUSTS LTD OFFICIUM SPECIAL S	2,608,936	3.37%
6	COLBERN FIDUCIARY NOM PL	2,000,000	2.58%
7	BAYONET INV PL SOUTHPOINT A/C	1,666,666	2.15%
8	EQUITY TRUSTEES LTD SGH TIGER A/C	1,316,470	1.70%
9	HSBC CUSTODY NOM AUST LTD	1,197,291	1.55%
10	CITICORP NOM PL CWLTH BANK OFF SUP	916,151	1.18%
11	PATICOA NOM PL	800,000	1.03%
12	CITICORP NOM PL	666,726	0.86%
13	FORTY TRADERS LTD	538,392	0.69%
14	CITIBANK PL	361,666	0.47%
15	ANZ NOM LTD CASH INCOME A/C	294,397	0.38%
16	AVANTEOS INV LTD SYMETRY RETIRE SVS	274,558	0.35%
17	COULSON PHILLIP JOHN	250,000	0.32%
18	GILCHIRST RONALD JOHN	200,000	0.26%
19	HARDROCK CAP PL CGLW NO 2 S/F A/C	133,333	0.17%
20	MOTROSE PL TCFORD S/F A/C	133,333	0.17%
	TOTAL	74,931,810	96.69%

### Spread Details

Spread of Holdings	Holders	Convertible Notes	% of Convertible Notes Issued
1 - 1,000	385	125,409	0.16%
1,001 - 5,000	211	506,996	0.65%
5,001 - 10,000	50	389,969	0.50%
10,001 - 100,000	38	1,149,379	1.48%
100,001 +	23	75,315,142	97.21%
TOTAL	707	77,486,895	100.00%

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## ORDINARY SHARES

### Top 20

No.	Holder Name	Convertible Notes Held	%
1	HSBC CUSTODY NOM AUST LTD	86,095,708	28.36%
2	SAC ALL ORDINARIES INDEX	35,238,604	11.61%
3	NATIONAL NOM LTD	23,929,594	7.88%
4	ANZ NOM LTD CASH INCOME A/C	21,136,930	6.96%
5	FITEL NOM LTD	17,311,358	5.70%
6	BOND STREET CUSTS LTD OFFICIUM SPECIAL S	13,557,470	4.47%
7	AVANTEOS INV LTD SYMETRY RETIRE SVS	11,575,535	3.81%
8	J P MORGAN NOM AUST LTD	9,524,599	3.14%
9	EQUITY TRUSTEES LTD SGH PI SMALLER CO'	7,536,159	2.48%
10	CITICORP NOM PL	6,792,922	2.24%
11	CUSTODIAL CAP MGNT PL	5,523,490	1.82%
12	BAYONET INV PL SOUTHPOINT A/C	5,000,000	1.65%
13	AVANTEOS INV LTD SYMETRY DELEGATES	4,377,902	1.44%
14	RBC DEXIA INVESTOR SVCS A MLCI A/C	2,607,098	0.86%
15	SULLIVAN PETER	2,400,000	0.79%
16	CITICORP NOM PL CWLTH BANK OFF SUP	1,767,282	0.58%
17	NEFCO NOM PL	1,671,200	0.55%
18	CITIBANK PL	1,085,000	0.36%
19	GUY DAVID MATTHEW	1,059,000	0.35%
20	EQUITY TRUSTEES LTD SGH TIGER A/C	881,670	0.29%
	TOTAL	259,071,521	85.34%

### Spread Details

Spread of Holdings	Holders	Ordinary Shares	% of Ordinary Shares Issued
1 - 1,000	926	427,259	0.14 %
1,001 - 5,000	1550	4,126,330	1.36 %
5,001 - 10,000	517	3,859,825	1.27 %
10,001 - 100,000	727	19,340,026	6.37 %
100,001 +	96	275,853,646	90.86 %
TOTAL	3816	303,607,086	100.00 %

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