



ASX ANNOUNCEMENT

APPENDIX 3B – ISSUE OF SHARES

Pursuant to the capital raising announced on 15 May 2009, the Company has issued 35,720,000 fully paid ordinary Resolute Mining shares at an issue price of \$0.70 each. In addition, a further 821 shares have been issued at a price of \$0.60 each as a result of some listed Resolute Mining share options being exercised.

Please find attached an Appendix 3B.

For and on behalf of the Board

GREG FITZGERALD
Company Secretary

21 May 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 | Fully paid ordinary shares ("Shares") |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 35,720,821 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) | Shares issued rank equally with existing Shares. |

4	Do the ⁺ securities rank equally in all respects from the date of allotment with an existing ⁺ class of quoted ⁺ securities?	The Shares issued rank equally with the Shares currently on issue in all respects.								
	<p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 									
5	Issue price or consideration	35,720,000 Shares issued at a price of \$0.70. 821 Shares issued at a price of \$0.60.								
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>To ensure an orderly funding of the Syama commissioning ramp up. Surplus funds not fully utilised during the commissioning process will be applied to advance development of the free milling circuit at Syama, debt reduction or other working capital requirements.</p> <p>The 821 Shares have been issued as a result of listed option holders exercising their options.</p>								
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	35,720,000 Shares were issued on or about 21 May 2009 and holding statements were dispatched on or about 21 May 2009.								
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="703 1301 995 1335">Number</th> <th data-bbox="995 1301 1284 1335">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="703 1335 995 1379">346,827,907</td> <td data-bbox="995 1335 1284 1379">Shares</td> </tr> <tr> <td data-bbox="703 1379 995 1424">103,443,677</td> <td data-bbox="995 1379 1284 1424">Convertible Notes</td> </tr> <tr> <td data-bbox="703 1424 995 1469">79,986,074</td> <td data-bbox="995 1424 1284 1469">Listed Options</td> </tr> </tbody> </table>	Number	⁺ Class	346,827,907	Shares	103,443,677	Convertible Notes	79,986,074	Listed Options
Number	⁺ Class									
346,827,907	Shares									
103,443,677	Convertible Notes									
79,986,074	Listed Options									

+ 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)	40,000	Options with an exercise price of \$1.41 and expiry of 21 December 2009.
		55,000	Options with an exercise price of \$1.12 and expiry of 23 March 2011.
		335,000	Options with an exercise price of \$1.32 and expiry of 24 October 2011.
		261,000	Options with an exercise price of \$2.12 and expiry of 22 May 2013.
		99,000	Options with an exercise price of \$1.62 and expiry of 29 August 2013.
		1,250,000	Options with an exercise price of \$1.63 and expiry of 1 October 2011.
		1,880,000	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.

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.
----	--	---

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
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	N/A

+ See chapter 19 for defined terms.

	applicable)	
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 (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.



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

Date: 21 May 2009.....

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

+ See chapter 19 for defined terms.