

GYMPIE GOLD LIMITED

ACN 000 759 535

Level 9 Gold Fields House
1 Alfred Street Sydney NSW 2000
Email : info@gympiegold.com.au

Phone : (02) 9251 2777
Facsimile : (02) 9251 2666
Website : www.gympiegold.com.au

28 November 2003

Mr Andrew Black
Listings Manager
Australian Stock Exchange
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Mr Black

Re: Application for Additional Securities – 11,400,000 Ordinary Shares

Please find attached Appendix 3B for quotation of additional securities which represents the Australian component of the first tranche of the placement announced on 25 November 2003. The UK component of the first tranche will be settled simultaneously with the listing on the UK Alternative Investment Market (AIM), which is expected to be on or about 2 December 2003.

Please adjust your records accordingly.

Should you have any queries or require clarification on the foregoing please do not hesitate to contact the writer.

Yours faithfully
GYMPIE GOLD LIMITED



ANNE ADALEY
Company Secretary

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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.

Name of entity

Gympie Gold Limited

ABN

88 000 759 535

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 | Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 11,400,000 |
| 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) | Ordinary Shares |

Appendix 3B
New issue announcement

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	Yes, ordinary shares.						
5	Issue price or consideration	\$0.50 cents per share.						
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The purpose of the issue is to raise funds to meet the Company's working capital requirements arising from growth in production at the Southland Colliery, to reduce the Company's debt to equity ratio, and to enable the Company to pursue organic growth opportunities in coal and gold.						
7	Dates of entering *securities into uncertificated holdings or despatch of certificates	28 November 2003						
8	Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>*Class</th></tr><tr><td>218,088,575</td><td>Ordinary Shares</td></tr><tr><td>40,000,000</td><td>Convertible Notes</td></tr></table>	Number	*Class	218,088,575	Ordinary Shares	40,000,000	Convertible Notes
Number	*Class							
218,088,575	Ordinary Shares							
40,000,000	Convertible Notes							

+ 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)	<table border="1"> <thead> <tr> <th data-bbox="762 248 1066 293">Number</th><th data-bbox="1066 248 1359 293">⁺Class</th></tr> </thead> <tbody> <tr> <td data-bbox="762 293 1066 510" style="text-align: center;">11,808,997</td><td data-bbox="1066 293 1359 510">Options</td></tr> </tbody> </table>	Number	⁺ Class	11,808,997	Options
Number	⁺ Class				
11,808,997	Options				
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A				

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 Policy for deciding entitlements in relation to fractions	
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	

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

20	Names of any underwriters	
21	Amount of any underwriting fee 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?	

+ See chapter 19 for defined terms.

- 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

⁺ 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)					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	+Class		
Number	+Class					

+ 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.

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- 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 November 2003

Print name: Anne Adaley

== == == == ==

+ See chapter 19 for defined terms.

lodging party or agent name

Gympie Gold Limited

office, level, building name or PO Box no.

Level 9 Gold Fields House

street number & name

1 Alfred Street

suburb/city

Sydney

state/territory

NSW

postcode

2000

telephone

(02) 9251 2777

facsimile

(02) 9251 2666

DX number

suburb/city

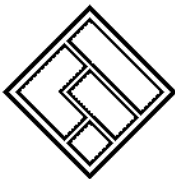
ASS.

CASH.

PROC.

REQ. A

REQ. P



Australian Securities & Investments Commission

Notification of
share issue

form 207

Corporations Act 2001
254X(1)

company name

Gympie Gold Limited

A.C.N.

88 000 759 535

Details of the issue

date of issue (d/m/y)

27 / 11 / 03

or period of issue (d/m/y)

from / / to / /

Class of shares - show only details of shares which have been issued.

If you are listing any of the common classes of shares shown below, show only the class code.

If you are listing a different class of share, at 'class code' show a letter code of no more than 4 letters and then show the full title.

class code	full title
ord	Ordinary Shares

code	full title	code	full title
A	A	PRF	preference
B	B ...etc	CUMP	cumulative preference
EMP	employee's	NCP	non-cumulative preference
FOU	founders	REDP	redeemable preference
LG	life governor's	NRP	non-redeemable preference
MAN	management	CRP	cumulative redeemable preference
ORD	ordinary	NCRP	non-cumulative redeemable preference
RED	redeemable	PARP	participative preference
SPE	special		

Details of shares issued

class of share	number issued	amount (if any) paid, or agreed to be considered as paid, per share	amount unpaid (if any), per share
Ordinary Shares	11,400,000	\$0.50	Nil

1.

Have all shares been issued for cash only?

Yes ☒

No ☐

If Yes, lodge this form. No other forms are required.

If No, see item 2
2.

Were some or all of the shares issued under a written contract

Yes ☐

No ☐

If Yes, Proprietary companies must also lodge a Form 207Z certifying that all stamp duties have been paid. Public companies must also lodge a Form 207Z and either a Form 208 or a copy of the contract.

If No, Public companies must also lodge a Form 208.

Small Business (less than 20 employees), please provide an estimate of the time taken to complete this form

Signature

I certify that the information in this form is true and complete.

print name

Anne Adaley

capacity

Company Secretary

- Include

 - The time actually spent reading the instructions, working on the question and obtaining the information
 - The time spent by all employees in collecting and providing this information

hrs mins

sign here

date 28 / 11 / 03