Golden Rim Resources

ASX/Media Announcement

22 February 2013

Placement Shares Allotted

Golden Rim Resources Ltd (**Golden Rim** and **Company,** ASX: GMR) today announced it has allotted the shares under its recently completed placement of 52.5 million fully paid ordinary shares in the Company at an issue price of 4 cents per share to raise $2.1 million (**Placement**). Patersons Securities Limited was appointed Lead Manager of the Placement.

Golden Rim is pleased to have received support in difficult market conditions. The Placement broadens the Company's shareholder base and enables the Company to move forward with its planned activities in Burkina Faso.

As recently announced, Golden Rim is also providing eligible shareholders with an opportunity to participate in a renounceable rights issue. The rights issue will raise up to $2.3 million by offering to eligible shareholders (as at the record date of 5 March 2013) one ordinary fully paid share for every nine held at 4 cents each (**Rights Issue**).

The total funds to be raised by the Placement and Rights Issue is to be used to carry out a Definitive Feasibility Study for the Netiana Lodes at the Balogo Project (subject to the results of the scoping study); further exploration programs at the Balogo and Sebba projects; initial acquisition payments for the Korongou Project; a planned RC drilling program at Korongou; and additional working capital.

Attached is a Secondary Trading Notice and Appendix 3B in relation to the Placement.

-ENDS-

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Secondary Trading Notice

Golden Rim Resources Limited (**Company,** ASX:GMR) has today allotted and issued 52,500,000 fully paid ordinary shares (**Shares**) at an issue price of 4 cents each. The Shares were issued to a number of institutional and sophisticated investor clients of Patersons Securities Limtied (as defined in Section 708 of the Corporations Act 2001 (**Corporations Act**)). These securities are in a class of securities quoted on the Australian Securities Exchange (**ASX**).

The Corporations Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A. By the Company giving this notice, sale of the Shares noted above will fall within the exemption in section 708A(5) of the Corporations Act.

The Company hereby notifies under section 708A(5)(e) of the Corporations Act that:

(a) the Shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act;

(b) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Corporations Act as it applies to the Company;

(c) as at the date of this notice, the Company has complied with section 674 of the Corporations Act as it applies to the Company; and

(d) as at the date of this notice, there is no information:

  (i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and

  (ii) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:

    A. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or

    B. the rights and liabilities attaching to the Shares.

-ENDS-

For further information, please contact:

Hayley Butcher
Golden Rim Resources
Company Secretary
+61 8 9481 5758

Anna Staples
AMN Corporate
+61 400 205 433
anna@amncorporate.com

Further Company Information

E: info@goldenrim.com.au
W:goldenrim.com.au

Capital Structure

Issued Shares: 511,206,231
Unlisted Options: 33,950,000

Major Shareholders

Royal Group, Abu Dhabi 10.7%
Acorn Capital 5.58%

Share Registry

Security Transfer Registrars Pty Ltd
770 Canning Highway
APPLECROSS WA 6153
AUSTRALIA

T: + 61 8 9315 2333
F: + 61 8 9315 2233
E: registrar@securitytransfer.com.au
W: securitytransfer.com.au

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Golden Rim Resources Ltd

ABN

39 006 710 774

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
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	52,500,000
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)	Fully paid ordinary shares

+ See chapter 19 for defined terms.

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 the securities rank equally in all respects from the date of allotment
5	Issue price or consideration	4 cents each
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Capital to be applied as follows. Definitive Feasibility Study for the Netiana Lodes at the Balogo Project (subject to scoping study). Further exploration programs at the Balogo and Sebba projects. Initial acquisition payments for the Korongou Project and exploration at Korongou. Additional working capital.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i	NA
6b	The date the security holder resolution under rule 7.1A was passed	NA
6c	Number of +securities issued without security holder approval under rule 7.1	NA

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	NA
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	NA
6f	Number of securities issued under an exception in rule 7.2	NA
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	NA
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	NA
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	NA
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	22 February 2013

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

Number	+Class
511,206,231	

+ See chapter 19 for defined terms.

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

Number	+Class
4,000,000	Options exercisable at $0.15 and expiring on 07/05/14
600,000	Options exercisable at $0.21 and expiring on 05/10/14
7,000,000	Options exercisable at $0.27 and expiring on 22/11/14
1,000,000	Options exercisable at $0.21 and expiring on 10/07/15
15,000,000	Options exercisable at $0.29 and expiring on 21/11/15
3,900,000	Options exercisable at $0.29 and expiring on 21/11/15
2,450,000	Options exercisable at $0.14 and expiring on 12/01/17

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	NA

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	NA
12 Is the issue renounceable or non-renounceable?	NA
13 Ratio in which the +securities will be offered	NA
14 +Class of +securities to which the offer relates	NA
15 +Record date to determine entitlements	NA

+ See chapter 19 for defined terms.

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	NA
17	Policy for deciding entitlements in relation to fractions	NA
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.	NA
19	Closing date for receipt of acceptances or renunciations	NA
20	Names of any underwriters	NA
21	Amount of any underwriting fee or commission	NA
22	Names of any brokers to the issue	NA
23	Fee or commission payable to the broker to the issue	NA
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	NA
25	If the issue is contingent on +security holders' approval, the date of the meeting	NA
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	NA

+ See chapter 19 for defined terms.

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	NA
28	Date rights trading will begin (if applicable)	NA
29	Date rights trading will end (if applicable)	NA
30	How do +security holders sell their entitlements *in full* through a broker?	NA
31	How do +security holders sell *part* of their entitlements through a broker and accept for the balance?	NA
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	NA
33	+Despatch date	NA

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

+ See chapter 19 for defined terms.

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 +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	

+ See chapter 19 for defined terms.

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.

- 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: 22 February 2013
(Company secretary)

Print name: Hayley Butcher

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	
Add the following: • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period *Note:* • *Include only ordinary securities here – other classes of equity securities cannot be added* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	
"A"	

Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	
"C"	
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	
Subtract "C" *Note: number must be same as shown in Step 3*	
Total ["A" x 0.15] – "C"	*[Note: this is the remaining placement capacity under rule 7.1]*

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
"A" *Note: number must be same as shown in Step 1 of Part 1*	
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A *Notes:* • *This applies to equity securities – not just ordinary securities* • *Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed* • *Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained* • *It may be useful to set out issues of securities on different dates as separate line items*	
"E"	

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 *Note: number must be same as shown in Step 2*	
Subtract "E" *Note: number must be same as shown in Step 3*	
Total ["A" x 0.10] – "E"	*Note: this is the remaining placement capacity under rule 7.1A*

+ See chapter 19 for defined terms.

Twenty Largest Holders (22 February 2013)

	Holder name	Designation	Units	% of issued
1	PAL TECHNOLOGY SVCS LLC		52,521,875	10.27%
2 *	J P MORGAN NOM AUST LTD		26,006,120	5.09%
3 *	CRABB RICK		18,108,601	3.54%
4 *	HSBC CUSTODY NOM AUST LTD		16,402,120	3.21%
5	NATIONAL NOM LTD		14,745,707	2.88%
6	FITEL NOM LTD		10,774,167	2.11%
7 *	ZADNIK HLDGS PL		8,573,264	1.68%
8	OREGON NOM PL		7,500,000	1.47%
9	METALLICA INV PL		5,864,955	1.15%
10	PORTER DAVID JAMES		5,000,000	.98%
11	HAO YUN LTD		4,985,641	.98%
12	HSBC CUSTODY NOM AUST LTD		4,915,590	.96%
13 *	REGENCY DVLMTS WA PL		4,521,063	.88%
14	SUNCORP CUST SVCS PL		4,486,364	.88%
15	CITICORP NOM PL		4,343,670	.85%
16 *	EARTH SCIENCE SOLUTIONS P		4,025,000	.79%
17	VIRGIN JUSTIN ANTHONY		3,993,100	.78%
18	JANSEN WILLIAM + M G		3,925,000	.77%
19	GRAZIANI ANGELO + MARTHA		3,660,719	.72%
20	UBS WEALTH MGNT AUST NOM		3,615,384	.71%
	*** Top 20 total ***		207,968,340	40.70%

Distribution Schedule

1	-	1,000	355	116,569	.02 %
1,001	-	5,000	558	1,730,349	.34 %
5,001	-	10,000	384	3,227,035	.63 %
10,001	-	100,000	1529	63,879,388	12.50 %
100,001	-		591	442,252,890	86.51 %
Total on register			3417	511,206,231	100.00 %

+ See chapter 19 for defined terms.